

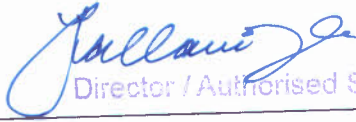



Walchand PeopleFirst Ltd.
 1, Construction House
 5, Walchand Hirachand Marg
 Ballard Estate, Mumbai-400001
 Tel: +91 22 6781 8181
 Fax: +91 22 2261 0574
 Email: walchand@bom3.vsnl.net.in
 L65993MH1920PLC000791



WALCHAND
 PEOPLEFIRST

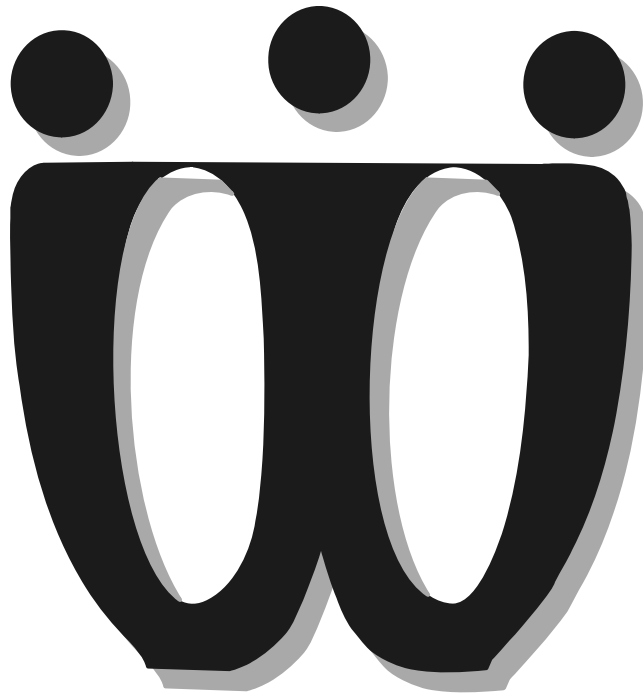
FORM A

Covering Letter of the Annual Audit Report to be filed with the Stock Exchange

1	Name of the company	Walchand PeopleFirst Limited
2	Annual financial statements for the year ended	31 st March, 2014
3	Type of Audit observation	Un- Qualified
4	Frequency of observation	Not applicable
5	To be signed by-	For Walchand Peoplefirst Ltd.
	CEO / Managing Director	 Director / Authorised Signatory AP
	CFO	 AP
	Auditor of the company	
	Audit Committee Chairman	



**94th ANNUAL REPORT
2013 - 2014**



**WALCHAND
PEOPLEFIRST**

WALCHAND PEOPLEFIRST LIMITED



**DALE CARNEGIE®
TRAINING**



PerformanSe
Man as direct participant in his own development



**WALCHAND
DALE CARNEGIE
FINISHING SCHOOL**

BLANK

BOARD OF DIRECTORS

Ms. PALLAVI JHA - CHAIRPERSON & MANAGING DIRECTOR

Mr. SANJAY JHA

Mr. M.N. BHAGWAT

Dr. S.C. JHA

Mr. V.K.VERMA

Mr. RAJEEV DUBEY

Dr. VIJAY GUPCHUP

COMPLIANCE OFFICER

Mr. VIVEK WADHAVKAR

AUDITORS

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

CHARTERED ACCOUNTANTS

BANKERS

STANDARD CHARTERED BANK

HDFC BANK LTD.

REGISTERED OFFICE

1, CONSTRUCTION HOUSE,

5, WALCHAND HIRACHAND MARG,

BALLARD ESTATE, MUMBAI- 400 001

TEL NO: 67818181

FAX: 22610574

Email: vivek@walchandgroup.com

Website : www.walchandpeoplefirst.com

REGISTRAR & TRANSFER AGENT

M/s. COMPUTECH SHARECAP LIMITED

“COMPUTECH”, 147, MAHATMA GANDHI ROAD,

FORT, MUMBAI – 400 023

TEL : 22635001 /5002

FAX: 22635005

E-MAIL : helpdesk@compu-techsharecap.com

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INFORMATION FOR SHAREHOLDERS

94th ANNUAL GENERAL MEETING

DATE : WEDNESDAY, JULY 30, 2014
TIME : 3:00 P.M.
VENUE : WALCHAND HIRACHAND HALL,
INDIAN MERCHANTS' CHAMBERS,
IMC MARG, CHURCHGATE,
MUMBAI - 400 020.
DATE OF BOOK : JULY 23, 2014 To JULY 30, 2014
CLOSURE (BOTH DAYS INCLUSIVE)

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NOTICE

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Ninety-Fourth Annual General Meeting of WALCHAND PEOPLEFIRST LIMITED will be held at Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020 on Wednesday, July 30, 2014 at 03.00 P.M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the 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;
2. To appoint a Director in place of Mr. Sanjay Jha who retires by rotation and being eligible, offers himself for re-appointment;
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai, being retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting until conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Chairperson in consultation with the Auditors, in addition to reimbursement of service tax and all out of pocket expenses in connection with the audit of the Accounts of the Company, which remuneration may be paid on existing terms to be agreed between the Auditors and the Chairperson."

Special Business

4. To consider and if thought fit, to pass the following resolution with or without modification(s) as Special Resolution:
"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and approved by the Remuneration Committee and the Board of Directors, the members hereby approves re-appointment of Ms. Pallavi Jha, as Managing Director with effect from April 01, 2014 on terms and conditions including remuneration as set out in Clause A to F below:

A. Period of Appointment : 01/04/2014 to 30/04/2016

B. Salary : INR 35,64,000/- (Thirty- five lacs Sixty-four thousand only)

Increment upto 20% per annum as may be recommended by the Remuneration Committee and approved by the Board of Directors.

C. Perquisites: In addition to Salary, a basket of allowances/perquisites upto INR 16,87,950/- (Sixteen lacs Eighty Seven thousand Nine hundred and Fifty only) for the financial year 2014-2015 and increment upto 20% per annum as recommended by the Remuneration committee and approved by the Board which will include reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof, repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water, medical reimbursement, health insurance premium, group personal accident insurance, telephone facility at residence, mobile phone, leave travel concession, for herself and her family; education

of self and family, fees for two clubs, fees for two credit cards, Company's car with a driver and maintenance, and any other reimbursements, allowances or perquisites in terms of the Company's Rules.

"Family" mentioned above means the spouse, dependent parent and dependent children of the Managing Director, as mentioned in the applicable Rules or Schemes.

The following shall not be included for the purposes of computation of the Managing Director's remuneration or perquisites as aforesaid:

- (i) Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company;
- (ii) Gratuity payable pursuant to the Rules of the Company;
- (iii) Encashment of leave at the end of tenure as per the Rules of the Company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Rules.

- D. Commission :** Such amount for each financial year as may be recommended by the Remuneration Committee and approved by the Board, subject to the minimum of 6 months' salary and maximum of 9 months' salary .
- E. Minimum Remuneration:** Where in any financial year during the currency of her tenure as a Managing Director, the company has no profits or its profits are inadequate, Ms. Pallavi Jha shall be entitled to receive above remuneration including perquisites, commission / performance pay, etc. as minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act , 2013 or as may be prescribed by Central Government from time to time .
- F. Termination:** The appointment is liable for termination by either party giving 6 months' notice in writing to the other'

RESOLVED FURTHER THAT wherein any financial year during the currency of her tenure as a Managing Director, the Company is required to obtain the Central Government approval under the provisions of the Companies Act, 2013 for the payment of Remuneration, the maximum Remuneration permissible for payment to Ms. Pallavi Jha under the provisions of section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act or the maximum limit as may be notified from time to time , be paid till the receipt of the approval of the Central Government.

RESOLVED FURTHER THAT on receipt of the approval of the Central Government the amount of remuneration on the terms as approved by the Central Government as reduced by the Remuneration already paid for the period for which the Central Government's approval is sought, be paid to Ms. Pallavi Jha, Chairperson & Managing Director in lump sum and that after the date of the approval, Ms. Pallavi Jha be paid the remuneration as per the terms and conditions approved by the Central Government.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Remuneration Committee thereof) as it may in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and subject to such other modification/amendments made thereunder .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors, (herein after referred to as “the Board” which term shall be deemed to include any duly authorised committee thereof, for time being exercising the powers conferred by the Board by the resolution) be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and also, to make such alterations and modifications, as may be required within the limits of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by Central Government from time to time.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: **“RESOLVED THAT** in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and approved by the Remuneration Committee and the Board of Directors, the members hereby approves re-appointment of Mr. Sanjay Jha, as Whole-time Director with effect from April 01, 2014 on terms and conditions including remuneration as set out in Clause A to F below:

A. Period of Appointment : 01/04/2014 to 30/04/2016

B. Salary : INR 34,15,500/- (Thirty- four lacs Fifteen thousand five hundred only)

Increment upto 20% per annum as may be recommended by the Remuneration Committee and approved by the Board of Directors

C. Perquisites: In addition to Salary, a basket of allowances/perquisites upto INR 14,85,000/- (Fourteen lacs Eighty Five thousand only) for the financial year 2014-2015 and increment upto 20% per annum as recommended by the Remuneration committee and approved by the Board which will include reimbursement of expenditure or allowances in respect of rent-free furnished accommodation owned, leased or rented by the Company or House Rent Allowances in lieu thereof, repairs and maintenance of accommodation including furniture, fixtures and furnishings and provision of gas, electricity and water, medical reimbursement, health insurance premium, group personal accident insurance, telephone facility at residence, mobile phone, leave travel concession, for himself and his family; education of self and family, fees for two clubs, fees for two credit cards, Company’s car with a driver and maintenance, and any other reimbursements, allowances or perquisites in terms of the Company’s Rules.

“Family” mentioned above means the spouse, dependent parent and dependent children of the Whole-time Director, as mentioned in the applicable Rules or Schemes.

The following shall not be included for the purposes of computation of the Whole-time Director’s remuneration or perquisites as aforesaid:

- (i) Company’s contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company;
- (ii) Gratuity payable pursuant to the Rules of the Company;
- (iii) Encashment of leave at the end of tenure as per the Rules of the Company.

Perquisites shall be evaluated as per the applicable provisions of the Income Tax Rules.

D. Commission: Such amount for each financial year as may be recommended by the Remuneration Committee and approved by the Board, subject to the minimum of 6 months salary and maximum of 9 months salary.

E. Minimum Remuneration: Where in any financial year during the currency of his tenure as a Whole Time Director, the company has no profits or its profits are inadequate, Mr. Sanjay Jha shall be entitled to receive above remuneration including perquisites, commission / performance pay, etc as minimum remuneration subject to the provision of Section 197 read with Schedule V to Companies Act , 2013 or as may be prescribed by Central Government from time to time .

F. Termination: The appointment is liable for termination by either party giving 6 months’ notice in writing to the other.

RESOLVED FURTHER THAT wherein any financial year during the currency of his tenure as a Whole-time Director, the Company is required to obtain the Central Government approval under the provisions of the Companies Act, 2013 for the payment of Remuneration, the maximum Remuneration permissible for payment to Mr. Sanjay Jha under the provisions of section 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act or the maximum limit as may be notified from time to time , be paid till the receipt of the approval of the Central Government.

RESOLVED FURTHER THAT on receipt of the approval of the Central Government the amount of remuneration on the terms as approved by the Central Government as reduced by the Remuneration already paid for the period for which the Central Government’s approval is sought, be paid to Mr. Sanjay Jha, Whole - time Director in lump sum and that after the date of the approval, Mr. Sanjay Jha be paid the remuneration as per the terms and conditions approved by the Central Government.

RESOLVED FURTHER THAT the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors (‘the Board’ which term shall be deemed to include Remuneration Committee thereof) as it may in its discretion deem fit within the maximum amount payable to the Whole-time Director in accordance with Schedule V to the Companies Act, 2013, other relevant provision of the Companies Act, 2013 and subject to such other modification/amendments made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors, (herein after referred to as “the Board” which term shall be deemed to include any duly authorised committee thereof, for time being exercising the powers conferred by the Board by the resolution) be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and also, to make such alterations and modifications, as may be required within the limits of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by Central Government from time to time.”

6. To appoint Shri. Virendra Kumar Piteshwari Verma (DIN 00124954) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution: **“RESOLVED THAT** pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

(including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Virendra Kumar Piteshwari Verma (DIN 00124954), who was appointed as a Director liable to retire by rotation and whose term expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto 31st March, 2019, not liable to retire by rotation”

7. To appoint Shri. Vijay Nahar Gupchup (DIN 00042936) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution:
“**RESOLVED THAT** Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Vijay Nahar Gupchup (DIN 00042936), who was appointed as a Director liable to retire by rotation and whose term expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto 31st March, 2019, not liable to retire by rotation”
8. To appoint Shri. Madhukar Narayan Bhagwat (DIN 00036692) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution:
“**RESOLVED THAT** Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Madhukar Narayan Bhagwat (DIN 00036692), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto 31st March, 2019, not liable to retire by rotation.”
9. To appoint Shri. Satish Chandra Jha (DIN 00247427) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution:
“**RESOLVED THAT** Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Satish Chandra Jha (DIN 00247427), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of

Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto 31st March, 2019, not liable to retire by rotation.”

10. To appoint Shri. Rajeev Bidyanand Dubey (DIN 00104817) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as Ordinary Resolution:
“**RESOLVED THAT** Pursuant to provision of Section 149, 152 read along with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Rajeev Bidyanand Dubey (DIN 00104817), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years for the term upto 31st March, 2019, not liable to retire by rotation.”

By order of the Board

Pallavi Jha
Chairperson & Managing Director

Place : Mumbai

Date : 28th April, 2014

Registered Office:

1, Construction House, 5,
Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001.

Notes :

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting;
- 2) A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder;
- 3) Members /Proxies should bring duly-filled Attendance Slips sent herewith to attend the meeting;
- 4) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;
- 5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote;
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from July 23, 2014 to July 30, 2014(both days inclusive) for the purpose of Annual General Meeting and for payment of dividend, if declared at the Annual General Meeting;

- 7) Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed Form 2B to the Registrar & Transfer Agents of the Company;
- 8) Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting;
- 9) Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
- 10) A Statement pursuant to section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 11) Members desirous of obtaining any information on the Accounts and Operations of the Company are requested to write at least one week before the meeting so that the same could be compiled in advance;
- 12) Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent;
- 13) Members are requested to bring their copy of Annual Report to the Meeting;
- 14) All documents referred to in the notice are open for inspection at the registered office of the Company between 10.30 A.M to 1.00 P.M on all working days up to the date of the Meeting;
- 15) Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants;
- 16) 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: 22635001-002, Fax No.: 22635005, Email : helpdesk@computechsharecap.com.
- 17) 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 dividend not encashed or 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 as per Section 124 of the Companies Act, 2013;
- 18) 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, 27, 2007	Final Dividend 2006-07	August 26, 2014
2	September 30, 2008	Final Dividend 2007-08	October 29, 2015
3	July 26, 2012	Final Dividend 2011-12	August 25, 2019
4	July 30, 2013	Final Dividend 2012-13	September 28, 2020

It may be noted that the claimant of the shares transferred above shall be entitle to claim the transfer of shares from Investor Education & 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 all the unclaimed dividend warrants to the Registrar & Share Transfer Agents or to the Registered Office of the Company for revalidation and encashed them before the due date for transfer to the Central Government.

- 19) Particulars of the dividend transferred to the General Revenue Account of the Central Government i.e. Investor Education & Protection Fund during the Financial Year ended March 31, 2014 pursuant to Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978:

Sr. No.	Date of Declaration of Dividend	Dividend for the Financial Year	Amount transferred to Investor Education & Protection Fund (Rs.)	Date of transfer to Investor Education & Protection Fund
1	30 th January, 2006	Interim Dividend 2005-06	1,07,210/-	May 10, 2013
2	August 31, 2006	Final Dividend 2005-06	1,08,715/-	October 26, 2013

- 20) As per the provisions of the Companies Act, 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;
- 21) 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;
- 22) Information under clause 49 of the listing agreement relating to directors retiring by rotation and seeking re-appointment is given at **Annexure 1**;

23) E- voting:

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 94th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for E -Voting –

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

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com;
- ii. Click on "Shareholders" tab to caste your votes;
- iii. Now select the Electronic Voting Sequence Number "EVSN" along with **WALCHAND PEOPLEFIRST LIMITED** from the drop down menu and click on "SUBMIT";
- iv. Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company

and then enter the Captcha Code as displayed and Click on Login.

- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For holding shares Members in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the <Default Value> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab;
- viii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN on which you choose to vote.
- xi. 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.
- xii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as

prompted by the system.

- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- 24) The voting period begins from 9.00 a.m. on Thursday, 24th July, 2014 and ends at 9.00 a.m. on Friday, 25th July, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 25) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 26) M/s. 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 Chairman of the Company;
- 27) 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 and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

**By order of the Board,
Pallavi Jha**

Chairperson & Managing Director

**Place : Mumbai
Date : April 28, 2014**

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No 4 and 5

At the 1006th Meeting of the Board of Directors held on 20th March, 2014, the directors of the Company approved the re-appointment of Ms. Pallavi Jha as Managing Director for the period from 1st April, 2014 to 30th April, 2016. The Directors also approved the re-appointment of Mr. Sanjay Jha as the Whole-time Director for the period from 1st April, 2014 to 30th April, 2016.

The Remuneration Committee of the Company's Board of Directors reviewed the remuneration packages of the Managing Director and Whole Time Director of the Company with a view to align such package with the best practices prevailing in the corporate world and in the Training and Development Sector globally. The Remuneration Committee decided to revise the terms and conditions of the re-appointment of the Managing Director and the Whole Time Director.

The principal terms of the revision are:

	Particulars	Proposed	Existing
	Chairperson and Managing Director	Amount in Lacs (Per Annum)	Amount in Lacs (Per Annum)
A	Salary	35,64,000	31,68,000
B	Perquisites	16,87,950	13,20,000
C	Commission	17,82,000 (Minimum) 26,73,000(Maximum)	15,84,000
D	Limits	The total Remuneration including Salary, allowances, perquisites and Commission shall not exceed INR 84 lacs subject to the approval of shareholders by special resolution (limit specified in Schedule V of the Companies Act, 2013)	The total Remuneration including Salary, allowances, perquisites and Commission shall not exceed the limits approved by the Central Government.
	Whole-Time Director	Amount in Lacs (Per Annum)	Amount in Lacs (Per Annum)
A	Salary	34,15,500	30,36,000
B	Perquisites	14,85,000	13,20,000
C	Commission	17,07,750 (Minimum) 25,61,625(Maximum)	15,18,000
D	Limits	The total Remuneration including Salary, allowances, perquisites and Commission shall not exceed INR 84 lacs subject to the approval of shareholders by special resolution (limit specified in Schedule V of the Companies Act, 2013)	The total Remuneration including Salary, allowances, perquisites and Commission shall not exceed the limits approved by the Central Government.

The Remuneration Committee comprising of independent Directors namely Mr. V. K. Verma, Mr. Rajeev Dubey and Mr. M.N. Bhagwat approved and recommended the remuneration as set out in the body of the resolution which the Board has agreed to offer by its resolution dated 20.03.2014. The remuneration proposed is in accordance with Section 196 and Section 197 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and as approved by the Remuneration Committee and Board of Directors and subject to the approval of Shareholders of the Company by way of the Special Resolution. As Section 197 of the Companies Act, 2013 which have come into effect from April 01, 2014, the re-appointment of Ms. Pallavi Jha, Chairperson & Managing Director & Mr. Sanjay Jha, Whole-Time Director, on the revised terms as set out in the body of resolution in the Clause A to F of the respective resolutions in the accompanying Notice shall be paid with the approval of the shareholders in the General Meeting.

The Company is not required to take the approval of Central Government for payment of the remuneration to the Managing Director & Whole-Time Director respectively as the Company would pay the remuneration as per section 197 of the Companies Act, 2013 read with Schedule V, Part II, Section II.

The Company has not made any default in repayment of any of its debts (including deposits) or debentures or interest payable thereon for continuous period of 30 days in the preceding financial year before the date of re-appointment of the Managing Director and the re-appointment of the Whole time Director.

The aforesaid revisions in the terms of re-appointment of Ms. Pallavi Jha as Managing Director and Mr. Sanjay Jha as Whole Time Director, requires the approval of the Shareholders under Section 197 of the Companies Act, 2013 read with Schedule V to the Act. The Board accordingly recommends the resolutions to be passed as special resolution, set out at item no. 4 & 5 of the accompanying notice. Your approval is sought for the same.

Ms. Pallavi Jha and Mr. Sanjay Jha are interested in the resolutions as it pertains to re-appointment of Managing Director and re-appointment of Whole time Director respectively at Item No. 4 & 5 and remuneration payable to them. Mr. Sanjay Jha, being husband of Ms. Pallavi Jha is deemed to be concerned or interested in the resolution at item no. 4. Ms. Pallavi Jha, being wife of Mr. Sanjay Jha is deemed to be concerned or interested in the resolution at item no. 5. None of the other Directors of the Company

is in any way concerned or interested in this resolution.

This explanation together with the notice is and should be treated as abstract of the terms of re-appointment of Ms. Pallavi Jha as Managing Director of the Company and re- appointment of Mr. Sanjay Jha as Whole time Director of the Company and a Memorandum as to the nature of the concern or interest of the Directors in the said re-appointments, as required under Section 190 of the Companies Act, 2013.

Information required on the matter pursuant to Section II, Part II of Schedule V to the 2013 Act and Clause 49 - IV (G) of the Listing Agreement is given at **Annexure 2**.

Item No 6

Mr. V. K. Verma is an Independent Director of the Company and have held the position as such for more than 5(five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

It is proposed to appoint Mr. V. K. Verma as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.

Mr. V. K. Verma is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. V.K.Verma for the office of Director of the Company.

The Company has also received declarations from Mr. V. K. Verma that he meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. V.K. Verma fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement. Mr. V.K.Verma is independent of the Management.

Brief resume:

Mr. V.K. Verma is a veteran in the HR field contributing over three and a half decades in seeking creative and home-grown solutions to complex issues in order to see organizations excel. A B.E. in Electrical Engg and a Post Graduate in Business Management from XLRI, Jamshedpur, V.K. Verma as Head of Corporate HR at Tata Motors, had been instrumental in the restructuring of its workforce and the turnaround thereafter of the organization, a feat that has been included as a case study in IIM, Ahmadabad.

He has also been associated with CII's Training Committee at the National level for well over a decade and was Chairman of the Training Committee of CII at the Regional level. He represented Tata Motors on the Society of IIM (Ahmadabad). He was also a member of the advisory Committee of Maharashtra Government's Welfare Board. He continues to be a visiting faculty to several Management institutes.

He is amongst the select few HR professionals in India to have established Talent Management System with fast track options using Assessment & Development Centre Technologies.

He was selected as Business Today's Growth Managers in 2003 featuring in the magazine's cover story. He was also conferred the Super Achiever Award 2003 by the Indira Group of Institutes, Pune.

He is associated with the Work Level project of Tata Group currently.

Item no. 7

It is proposed to appoint Dr. Gupchup as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

Dr. Gupchup is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Gupchup for the office of Director of the Company.

The Company has also received declarations from Dr. Gupchup that he meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Gupchup fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement. Dr. Gupchup is independent of the Management.

Brief Resume:

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 45 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. 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) M/s Ion Exchange Projects and Engineering 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 Governing Board of the National Institute of Construction Management and Research (NICMAR), Pune, 4) Member of the Governing Council of Tolani Maritime Institute, Talegaon and 5) 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.

Item No. 8

Mr. Bhagwat is already an Independent Director of the Company and have held the position as such for more than 5(five) years. It is proposed to appoint Mr. Bhagwat as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

Mr. Bhagwat is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Bhagwat for the office of Director of the Company.

The Company has also received declarations from Mr. Bhagwat that he meet with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Bhagwat fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement. Mr. Bhagwat is independent of the Management.

Brief Resume:

Mr. Bhagwat did his Bachelor's Degree in Mechanical & Electricals engineering from the University of Pune, M.S. (Mechanical Engineering) from University of Illinois, USA and Diploma in Business Management from the prestigious Bajaj Institute of Management Studies, Mumbai.

He worked in various senior positions both in India and abroad, which includes Blue Star, Yokogawa Blue Star, Total Mechanical Systems Inc., USA, Skidmore, Owings & Merrill, Chicago, USA and Managing Director of Tata Honeywell Limited. He is Chairman of the Audit Committee of Walchand PeopleFirst Ltd, formerly, Walchand Capital Ltd.

Current positions:

1. Member, Executive Committee, TQMS, a Division of Tata Sons Ltd.
2. Chairman of the Board, Kennametal India Ltd.
3. Chairman of the Audit Committee, Kennametal India Ltd.

Item No. 9

Dr. Jha is already an Independent Directors of the Company and have held the position as such for more than 5(five) years.

It is proposed to appoint Dr. Jha as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

Dr. Jha is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Jha for the office of Director of the Company.

The Company has also received declarations from Dr. Jha that he meet with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Dr. Jha fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement. Dr. Jha is independent of the Management.

Brief Resume:

Dr. Jha has done his M.A. from Patna University and M.Sc. & Ph. D., in Agriculture Economics from the prestigious Stanford University and University of Illinois, USA.

Dr. Jha was a Consultant to the Economic Commission for Asian and Pacific (UN) during 1995-96. Prior to this, he was Director of Research – Indian Society of Agricultural Economics, Bombay during 1963-68 and Director & Chief Economist – Asian Development Bank, Manila, Philippines during 1968-1994.

He was on the Board of The Delhi Stock Exchange Association Ltd. He is also active in various industries forums and has delivered number of keynote addresses in various forum of topical interest.

Item No. 10

It is proposed to appoint Mr. Rajeev as Independent Director under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5(five) consecutive years for a term upto 31st March, 2019, not liable to retire by rotation.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Director by a Listed Company.

Mr. Rajeev is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajeev for the office of Director of the Company.

The Company has also received declarations from Mr. Rajeev that he meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Rajeev fulfills the conditions for appointment as Independent Directors as specified in the Act and the listing Agreement. Mr. Rajeev is independent of the Management.

Brief Resume:

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 Human Capital initiatives for the Group, the After Market businesses whose CEO's report to him, Corporate Communications, Government Relations and Infrastructure. He is the Chairman of Mahindra Insurance Brokers and Mahindra First Choice Services and serves on the Boards of several Group companies including Ssangyong Motors, Mahindra Electoral Trust, Mahindra Intertrade, Mahindra Electrical Steel, Mahindra First Choice Wheels and Mahindra Retail. He is Chairman of the Group CSR Council and the Corporate Governance Cell, and 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 CEO first of Tata Metaliks and then of Tata Rallis India.

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), President of the National Human Resource Development Network (NHRDN), co-Chair of the National Committee on Skill Development of the Confederation of Indian Industries (CII) and 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.

In the past he has served as President of the Mini – Blast Furnace Manufacturers Association of India, Vice Chairman of the Pesticides Association of India and Director of the Indian Crop Protection Association.

Rajeev has been involved in theatre and has acted in numerous TV and radio plays and worked with professional theatre groups in Delhi and Kolkata. An avid book lover, he practices yoga and reiki regularly. He has also explored past-life experiences and fire-walking.

By order of the Board
Pallavi Jha
Chairperson & Managing Director

Place : Mumbai

Date : 28th April, 2014

Registered Office:

1, Construction House, 5,
Walchand Hirachand Marg,
Ballard Estate,
Mumbai - 400 001.

**ANNEXURE 1
INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT RELATING TO DIRECTORS RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT**

Mr. Sanjay Jha

Sanjay Jha is the Executive Director of Walchand PeopleFirst Ltd. His area of professional interest and management science specialization includes leadership development, creating the vision and mission map and enhancing employee engagement. Sanjay is an Executive Coach and Mentor who has advised top management, including CEO's as well as senior political leaders. Mr. Jha has often received an overwhelming feedback and recognition for his high-quality training and leadership talk. He has addressed global audiences in New York, Washington, Los Angeles, Chicago, Singapore, Bermuda, Taiwan, Mexico and Toronto. 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.

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 and Rediff. com, and appears regularly to air his views on print and electronic media.

He has founded one of the world's leading internet portals called CricketNext.Com which was ranked once amongst Alexa Top 1000 sites globally, and is now part of the Network 18 media Group.

Earlier, Mr. Jha 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.

Mr. 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.

He 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. Mr. Jha has recently co-authored a book called The Superstar Syndrome (The Making Of A Champion), with Dr. Myra White, who is a Professor at the Harvard Medical School. This book was launched in August 2013.

Disclosure Pursuant to Clause 49 (IV) (E) (v) of the Listing Agreement: Not Applicable

**ANNEXURE 2
INFORMATION / DISCLOSURE STATEMENT**

Annexure to the Notice convening the 94th Annual General Meeting to be held on Wednesday, July 30, 2014 pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 (the Act) and Clause 49 - IV (G) of the Listing Agreement in respect of item no. 4 & 5 of the accompanying Notice pertaining to re-appointment of Managing Director and re-appointment of Whole time Director respectively and their remuneration.

I. GENERAL INFORMATION:

(1) Nature of Industry:

The Company is in the business of specialised sector of Training and Development dedicated to capacity building among corporates, institutions and individuals.

(2) Date or expected date of commencement of commercial production:

Not applicable as the Company is an existing Company.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :

Not applicable.

(4) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2014.

Particulars	2013-2014(INR in lacs)
Income from operations	1,525.82
Other income	125.83
Profit/(Loss) before interest, depreciation & Taxation	139.05
Net Profit/ (Loss)	45.06
Profit as computed under Section 309(5) read with Section 198 of the Companies Act, 1956	84.28

(5) Foreign investment or collaborations, if any:

The Company is a franchisee of Dale Carnegie Associates in India and offers the training programs and courses through its trained and certified faculty.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details:

Ms. Pallavi Jha:

Pallavi Jha is the Chairperson & Managing Director of Walchand PeopleFirst Ltd a publicly listed company. Walchand PeopleFirst has international partnerships with some of the world's leading firms and brands such as Dale Carnegie, USA (training), and PerformanSe, France (Assessments).

Pallavi Jha has diversified exposure to various management practices in areas such as training and development, HR, consulting and business restructuring, covering a wide range of industries from media, entertainment, technology to the financial services sector and the engineering industry.

She has singularly led the India operations into one of the fastest growing regions for Dale Carnegie Training, winning several global awards for service and sales excellence.

She has been a vocal spokesperson for industry associations, and has chaired and moderated panel discussions involving India's leading business leaders. She has played a pioneering role in setting up India's first Finishing School focused on soft -skills training, the missing ingredient in the talent development and employability challenge confronting Indian industry. She has been a keynote speaker and a panel member in various forums on business, HR, training and leadership. She is an active member of the Confederation of Indian Industry and has held offices of the Chairperson for Maharashtra Council, CII and the Skills Development Committee for CII, Western Region. She is also an active member of the National Council on Skills Development, CII and its National Sub-committee on School Education. Additionally, she has been part of women's groups, which has encouraged first generation women entrepreneurs into taking business initiatives. Currently she is leading the Maharashtra Chapter of Indian Women's Network which is dedicated to entrepreneurship and empowerment in women. As a member of Rotary Club of India, Pallavi pursues her efforts in social projects. She has also received recognition as a Paul Harris Fellow.

Earlier, Mrs. Jha was Executive Director of India's leading construction company, HCC, an erstwhile Walchand Group company before starting off her own ventures. She also worked briefly in market research at Feedback Ventures and Procter & Gamble. Mrs. Jha is an MBA from Syracuse University, New York and a graduate in humanities from St Xavier's College, Mumbai.

Mr. Sanjay Jha

Sanjay Jha is the Executive Director of Walchand PeopleFirst Ltd. His area of professional interest and management science specialization includes leadership development, creating the vision and mission map and enhancing employee engagement. Sanjay is an Executive Coach and Mentor who has advised top management, including CEO's as well as senior political leaders.

Mr. Sanjay Jha has often received an overwhelming feedback and recognition for his high-quality training and leadership talk. He has addressed global audiences in New York, Washington, Los Angeles, Chicago, Singapore, Bermuda, Taiwan, Mexico and Toronto. 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.

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 and Rediff. com, and appears regularly to air his views on print and electronic media.

He has founded one of the world's leading internet portals called CricketNext.Com which was ranked once amongst Alexa Top 1000 sites globally, and is now part of the Network 18 media Group.

Earlier, Mr. Jha 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.

Mr. Sanjay 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.

He 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. Mr. Jha has recently co-authored a book called The Superstar Syndrome (The Making Of A Champion), with Dr. Myra White, who is a Professor at the Harvard Medical School. This book was launched in August 2013.

(2) Past Remuneration:

Particulars	During the year ended 31 st March, 2014 (INR in lacs)	During the year ended 31 st March, 2013 (INR in lacs)
Chairperson & Managing Director		
Salary	31.68	26.40
Performance Pay	15.84	13.20
Contribution to PF	3.80	3.17
Perquisites	13.20	11.00
Contribution to Super Annuation Fund	4.75	3.96
Gratuity	1.52	1.27
TOTAL	70.80	59.00
Whole-Time Director		
Salary	30.36	25.30
Performance Pay	15.18	12.65
Contribution to PF	3.64	3.04
Perquisites	13.20	11.00
Contribution to Super Annuation Fund	4.55	3.80
Gratuity	1.46	1.21
TOTAL	68.40	57.00

(3) Recognition or awards during the year :

Ms. Pallavi Jha - **Paul Harris Fellow by Rotary Club**
Mr. Sanjay Jha - NIL

(4) Job profile and their suitability:-

Ms. Pallavi Jha - Same as above in Para II (1)
Mr. Sanjay Jha - Same as above in Para II (1)

(5) Remuneration proposed:

Ms. Pallavi Jha - Same as mentioned in body of Resolution at Item No. 4
Mr. Sanjay Jha - Same as mentioned in body of Resolution at Item No. 5

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Ms. Pallavi Jha, Chairperson and Managing Director and Mr. Sanjay Jha, Whole Time Director the responsibilities shouldered by them and industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterparts in the companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Ms. Pallavi Jha:

Ms. Pallavi Jha is interested in the resolution as it pertains to her re-appointment and remuneration payable to her. Mr. Sanjay Jha, being husband is deemed to be concerned or interested in the resolution at item no. 4. Shareholding of Ms. Pallavi Jha as on April 28, 2014 holds 1620 equity shares of Rs. 10/- each (0.06 per cent of the paid - up capital) and 61040 equity shares of Rs. 10/- each as a trustee (2.10 per cent of the paid - up capital) in the Company in her name as a beneficial owner. None of the other Directors of the Company is in any way concerned or interested in this resolution.

Mr. Sanjay Jha:

Mr. Sanjay Jha is interested in the resolution as it pertains to his appointment and remuneration payable to him. Ms. Pallavi Jha, being his wife is deemed to be concerned or interested in the resolution at item no. 5. None of the other Directors of the Company is in any way concerned or interested in this resolution.

(III) OTHER INFORMATION:-

(1) Reasons for inadequate profits:

The company had earned the net profit of Rs 41.49 Lacs during the financial year ended 31st March'2014. The company's revenue from operations had decreased by 11% in comparison to last year. This has been on account of sluggish growth in certain industry sectors which led to cutting down and/ or delaying of expenditure on training and development by our client base. The company is working on various business strategies, including diversification of client portfolio, in order to bring in revenue growth, which will lead to increase the profitability of the company. Further we also expect the general economic environment to strengthen in the near future which will be critical for our business growth.

(2) Steps taken for improvement and expected increase in productivity and profits in measurable terms:

Indian Industry is expected to grow over the coming years. The focus is on cost rationalization, enhancing the productivity per employee, sound business strategies to bring in business/ revenue growth resulting in increase in profitability. Training needs of Indian industry for soft skills like leadership, communication, team work, negotiations, interpersonal skills, etc are growing and expected to increase in the coming years.

(IV) NAMES OF COMPANIES IN WHICH THE PERSON ALSO HOLDS THE DIRECTORSHIP AND THE MEMBERSHIP OF COMMITTEES OF THE BOARD:

Name	Name of the Company	Directorship	Committee Membership
Pallavi Jha	Walchand & Company Private Limited	Director	—
	Walchand Netsoft Private Limited	Director	—
Sanjay Jha	Walchand & Company Private Limited	Director	—
	Walchand Netsoft Private Limited	Managing Director	—

DIRECTORS' REPORT

To,
The Members of
WALCHAND PEOPLEFIRST LIMITED

Your Directors are pleased to present herewith the 94th Annual Report on the business and operations of your Company and Audited Accounts for the Financial Year ended March 31, 2014 together with the Audited Statement of Accounts and Auditor's Report thereon.

1. **FINANCIAL RESULTS:**

	(Rs. in Lacs)	
	Financial Year ended 31.03.2014	Financial Year ended 31.03.2013
Profit before interest, depreciation and taxation	139.05	323.62
Less: Interest	13.94	21.15
Less: Depreciation/Amortisation	40.83	52.97
Less: Provision for Taxation - Current / earlier years	43.02	64.85
Less: Deferred Tax recognized	(3.80)	8.20
Net Profit	45.06	176.46
Add: Balance brought forward	<u>417.65</u>	<u>275.17</u>
Amount available for appropriation	462.71	451.63
Proposed Final Dividend	-	29.04
Dividend Tax	-	<u>4.94</u>
Balance carried to Balance Sheet	<u>462.71</u>	<u>417.65</u>

2. **DIVIDEND:**

Your Directors have decided not to recommend any dividend for the Financial Year ended 31st March, 2014.

3. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO (Section 217(1)(e) of the Companies Act, 1956):**

Particulars required to be furnished by the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 are as follows:-

- a. Rule 2(A) pertaining to Conservation of Energy and Rule 2(B) pertaining to Technology absorption are not applicable to the Company.
- b. Foreign exchange inflow and outflow – Rule 2(C):

(INR in Lacs)

(a) EXPENDITURE IN FOREIGN CURRENCY	Financial Year ended 31.03.2014	Financial Year ended 31.03.2013
Royalty Remitted	150.51	147.34
Others	11.19	11.82
(b) EARNING IN FOREIGN CURRENCY		
Professional Fees	58.96	34.29
Others	3.96	1.25

4. **MANAGEMENT DISCUSSION AND ANALYSIS:**

Industry Structure and Developments:

The advanced estimates released by the Central Statistics

Office (CSO) reports that the growth in GDP during the Financial Year 2013-14 is estimated at 4.9 per cent as compared to the growth rate of 4.5 per cent in 2012-13 mainly on an improved performance in agriculture and allied sectors. Manufacturing however is expected to register a contraction of 0.2 percent during the year. According to advance estimates, the services including finance, insurance, real estate and business services is likely to grow 11.2 percent during FY14.

Inflation coupled with the high volatility of India rupee against the appreciating US dollar and a ballooning current account deficit brought anxiousness and disappointment during the year. This led to a tighter monetary policy thereby curbing investment. However, the Government and RBI took several measures during August, 2013 to curb the fall in value of Indian rupee and to manage the current account deficit.

Towards the end of the financial year 2014, there was a considerable reduction in the current account deficit, inflation had softened but is expected to remain sticky. The rupee has strengthened and stock markets are looking up reflecting an improving sentiment.

Opportunities & Challenges:

India's Training sector is still evolving. For your company there are three segments to be addressed: 1) Corporate Training segment which is our key business, 2) Employability Training being addressed with the Walchand Dale Carnegie Finishing School which is a growing segment and 3) CSR segment which is making skills development a responsible activity for corporates – a new opportunity.

Corporate Training:

Skill deficit is a challenge that Indian companies across sectors are facing and will continue to face in the coming months. While the government's emphasis is on developing basic vocational skills to make the potential workforce employable, the employability of graduates and professionally trained candidates is also under question. Besides that, Indian companies are facing a leadership crisis at the middle management level. As a consequence of these trends, training and development budgets are expected to be robust across all industries in the coming months.

In the organized corporate sector, demand from companies will likely rise in the following areas:

Mid-management leadership development: The middle management crisis has been noticed across the industry and companies will invest a sizeable amount of effort in training the middle management. People development skills, ability to provide feedback, performance appraisal, communication, strategic thinking and the ability to think beyond functional to organizational thinking will be the core areas of focus for companies.

Trainer development: Companies will also focus greatly on "train the trainer" programs as newer skilling methods and modes get introduced into the market.

ROI: Return on investment on Training spends has been cited

as one of the top metrics that business leaders will be tracking against each individual learning initiatives. Whatever mode of delivery an organization chooses; programs will be designed keeping measurable outcomes in mind.

Coaching-style delivery: Across the globe, instructor-led training is still the most popular because of greater chance of interactivity. While a small percentage of companies are experimenting with effective digital training methods, instructor-led training will still continue to rule the market. Within instructor-led training, companies are focusing more on coaching style delivery of content so that engagement with individual modes are higher and sessions are more effective.

Focus on High Potential development: Succession planning and developing a leadership pipeline is critical for business continuity management. More and more Indian companies are recognizing the need for identification and development of high potential employees. Also the war for talent is intensifying and high potential development programs are a great tool for retaining talent. We expect to see a growing number of private as well as public sector organizations investing in high potential training and development.

Employee Engagement: It is now a well-researched fact that highly engaged employees are more productive and have a positive impact on market capitalization of companies. Dale Carnegie research also shows that employee engagement is influenced by relationship drivers at various levels of leadership and organization. Companies are actively seeking effective ways to enhance employee effectiveness, specially through programmatic initiatives that enhance communication skills, interpersonal skills and boss-subordinate relationships.

Employability Training:

The Government and partner agencies deployed for executing the skill development agenda have identified sectors with the potential to create high employment in the near future. Addressing gaps in the skill development framework in these sectors, coupled with the provision of effective employment, will be particularly useful to ensure consistent development of the economy.

The industry has now stepped up its role and is on its way to take charge of the country's skill development. With the implementation of the National Skills Policy 2009, Sector Skills Councils have begun to appear on the skills landscape. These autonomous bodies are set up by the industry to cater to their own requirement. The industry has the potential to play a significant role in various aspects of the country's skill development mission including setting up skill development institutes, assisting in capacity expansion, setting quality standards and supply of trainers.

The industry could provide quality trainers and support the "train-the-trainer" programs. It could look at creating a database of all of the industry experts who are willing to train students or trainers for a short duration. This could be of great help to training providers and the state governments.

Another opportunity for improving the supply of trainers is to create a new pool. Training of trainers is a key component of the skill development framework. The gross requirement of

instructors in India is approximately 79,000. Furthermore, the annual incremental requirement of instructors is approximately 20,000, whereas, the current annual capacity of training trainers is only 2,000. The Government and private sector need to collaborate to close the remaining gap, else the mismatch between demand and supply of trainers could become a serious bottleneck in the implementation of skill development projects. Your company intends to provide 'Train the Trainer' services to address this gap in the context of developing the trainer training skills and providing soft skills curriculum of global quality.

CSR: Making Skills a Responsible Activity

Several prominent industry houses have started contributing to the skilling movement, albeit in a small degree and primarily through CSR actions. While CSR activities that contribute to skills development are certainly helpful, they are not sufficient to cater to India's skill challenge. The industry should not relegate skill development as a mere CSR activity, but embrace it as a company strategy. Skill development initiatives provide a perfect vehicle for corporates to fulfill the new Companies' Bill mandate on CSR. This has opened up new possibilities for your Company and the management is exploring strategies to leverage this opportunity.

Outlook, Risks & Control:

India's economic growth is likely to accelerate to 6.5 percent in 2014-15 from the projected growth of less than five percent in the current fiscal ending March, according to CRISIL

The business outlook for your Company is cautiously optimistic. It is expected that since it is election year the first quarter of the year will be ambivalent. However, in the event of a stable government being elected and a normal monsoon, the macro-economic environment is expected to improve thereby enhancing industry investment. In such a scenario a stable growth in business maybe expected.

Cautionary Statement:

Your Company endeavours 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 and their Adequacy

Your Company ensures that appropriate risk management limits, 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 and mechanisms are rolled out by a full-fledge 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 1651.65 lakhs as against INR 1839.29 lakhs in the previous year. Income from operations of the Company has been INR 1525.82 lakhs against INR 1719.24 lakhs in the previous year, showing a decrease of 11.25%. The decrease is largely on account of the sluggishness in certain industry sectors that has adversely affected our clients leading to reduction and/or delay in investments towards training during the year. After providing for taxation of INR 43.02 lakhs and by creating deferred tax asset of INR 3.80 lakhs, the net profit of the Company is INR 45.06 lakhs as against the profit after tax of INR 176.47 lakhs in the previous year. There has been an increase in expenses on account of one time loss in sale of investments of INR 14.69 lakhs and write off of certain fixed assets valued at INR 33.21 lakhs. Operating Profit (Income from operations less direct expenses) of the Company for the current year is INR 295.53 lakhs as compared to INR 489.21 lakhs in the previous year, and hence has decreased by 40% compared to the previous year, largely on account of decrease in revenues.

Human Resources:

While growth and success are the prime motto of your Company, at the same time it also realizes the importance of its intellectual capital. Continuous efforts are made to enhance manpower productivity through its comprehensive compensation and benefit plans for all its employees. In order to develop a healthy environment within the organization, we have a strong Performance Management System which ensures fairness and growth of all individuals. A comprehensive code of conduct has been developed for all employees which reinforces our work ethics. An average eight days of training per year for each employee is directed at enriching leadership, behavioral, functional and technical skills as well as bringing about a change in the attitude, knowledge and skill of employees. Thus, through this process of learning and concurrent rewarding, your Company aims to equip its employees with essential skills and competencies that would enable them to step the ladder of success.

5. PARTICULARS OF EMPLOYEES:

The provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended vide Notification no. G.S.R 289 (E) dated March 31, 2011 require the disclosure of the names and particulars of the employees who are receipt of remuneration for the financial year under review which, in the aggregate, was not less than Rs. 60, 00,000/- per annum or who was in receipt of remuneration for any part of the financial year under review, at a rate which, in the aggregate, was not less than Rs. 5,00,000/- per month. The disclosure under the said Section is not given as there are no such employees.

6. INVESTMENTS:

During the Financial Year under report, the outstanding position in the investment of shares and debentures of

various companies were to the tune of Rs. 2.14 lacs as compared to the last Financial Year's investment of Rs. 69.05 lacs. The market value of the quoted investments was Rs. Nil (previous year Rs. 7.00 lacs).

7. FIXED DEPOSIT:

The Company has not accepted any deposits from public under the Provisions of Section 58A of the Companies Act, 1956 and rules framed thereunder during the Financial Year ended March 31, 2014. Accordingly, as at March 31, 2014, there is no outstanding liability to fixed depositors.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- i) that in the preparation of the Annual Accounts for the financial yearended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) that the Directors have 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 ended March 31, 2014 and of the Profit of the Company for the said year;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the Annual Accounts for the year ended March 31, 2014 on a going concern basis.

9. DIRECTORS:

In accordance with the Articles of Association of the Company and provisions of the Companies Act, 2013, Mr. Sanjay Jha will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Your Directors recommend his re-appointment.

10. STATUTORY AUDITORS:

You are requested to appoint Auditors for the current year and fix their remuneration. The Auditors of the Company, M/s. K.S. Aiyar & Co., Chartered Accountants retire at ensuing Annual General Meeting of the Company and have given their consent for re-appointment. The Company has also received a certificate from them under section 139 of the Companies Act, 2013.

11. COMPLIANCE CERTIFICATE:

As per Section 383A of the Companies Act, 1956 read with Notification No. G.S.R. 11 (E), Dated 5-1-2010 issued by the Ministry of Corporate Affairs, a Company having the paid up Share Capital of Rs. 10 Lacs or more but less than Rs. 5 Crores must obtain a Compliance Certificate from a Company Secretary in whole time practice and such Certificate must be annexed to the Report. A Compliance Certificate

obtained from M/s. Pramod S. Shah & Associates – Practising Company Secretaries is annexed as a part of the Directors' Report.

12. CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a Compliance Report on Corporate Governance together with the Certificate from M/s. Pramod S. Shah & Associates - Practising Company Secretaries is annexed as a part of the Annual Report.

13. NOMINATION AND REMUNERATION COMMITTEE –COMPANIES ACT 2013

Pursuant to Section 178 of Companies Act, 2013 the Board of Directors of the Company has consented the change in nomenclature of existing Remuneration Committee to 'Nomination and Remuneration Committee' as provided under Companies Act, 2013 and has also approved the revised terms of reference of the Nomination and Remuneration Committee as per the provisions of the Companies Act, 2013 (effective from 01/04/2014).

As per the said terms of reference approved by the Board the Nomination and Remuneration Committee shall formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Director, KMP and other employees. The Company's policy on Directors appointment and remuneration and other specifications as mentioned above will be disclosed in the

Boards' Report as provided under Section 134 (3) (e) once the same is formulated by the Committee.

14. COST AUDIT:

The Company is not required to undertake the cost audit as required under Section 233 B of the Companies Act, 1956.

15. ACKNOWLEDGMENT:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all the shareholders, customers, suppliers, bankers, Government authorities and all other business associates and their confidence in the management. Your Directors also wish to place on record their appreciation for the contribution made by the employees.

For and on behalf of the Board of Directors

**PALLAVI JHA
CHAIRPERSON & MANAGING DIRECTOR**

Date: 28th April, 2014

Place: Mumbai

Registered Office:

1, Construction House,
5, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400 001.

Compliance Certificate

[U/s 383A of the Companies Act, 1956 & Rule 3 of the Companies (Compliance Certificate) Rules, 2001]
To,
The Members
WALCHAND PEOPLEFIRST LIMITED

Nominal Capital: ' 250,000,000 /-
Registration No. 11- 000791
(31/03/2014)

I have examined the registers, records, books and papers of **Walchand PeopleFirst Limited** (the Company) as required to be maintained under the Companies Act 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as required under the Act and the rules made thereunder.
3. The Company, being a public limited Company, comments are not required.
4. The Board of Directors duly met **5** times on **13/05/2013, 30/07/2013, 29/10/2013, 29/01/2014 and 20/03/2014** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including circular resolution passed in the minutes books maintained for the purpose.
5. The Company closed its Register of Members from July 23, 2013 to July 30, 2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General meeting for the year ended on **31/03/2013** was held on **30/07/2013** after giving due notice to the members of the Company and other concerned and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. **No** extra-ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or Firms or Companies referred to under Section 295 of the Companies Act, 1956.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. i. The Company has delivered all the Certificates on lodgment thereof for transfer/ transmission in accordance with the provisions of the Act during the financial year. There was no allotment of Securities during the financial year;
ii. The Company has deposited the amount of dividend declared in a separate bank account on August 02, 2013 which is within five days from the date of declaration of such dividend;
iii. The Company has paid/ posted warrants for dividends to all the members within a period of thirty days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to unpaid Dividend Account of the Company with HDFC Bank Limited on September 04, 2013.
iv. The Company was required to transfer unpaid or unclaimed dividend amount to Investor Education & Protection Fund during the financial year which have remained unpaid or unclaimed for a period of seven years. The Company has deposited the said amount on September 30, 2013 to the Investor Education & Protection Fund;
v. The Company has duly-complied with the requirements of Section 217 of the Act regarding Boards' report.
14. The Board of Directors of the Company is duly constituted and there was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The re-appointment of Managing Director and Whole-time Director has been made in compliance with the provisions of the Companies Act, 1956 & Companies Act, 2013.

16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such Authorities as prescribed under the various provisions of the Act was required during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares during the financial year. The Company has not issued any Debentures.
22. There were no transactions, necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has neither raised nor accepted any deposits from Public during the financial year.
24. The amount borrowed by the Company from Directors, members, public, financial institution, banks and others during the financial year ended 31st March, 2014 are within the borrowing limits of the Company as laid down in Section of 293 (1) (d) of the Act.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment imposed on the Company during the year, for offences under the Act.
32. The Company has not received any money as security from its employees during the year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For Pramod S. Shah & Associates
Practising Company Secretaries

Place: Mumbai
Date: April 28, 2014

Pramod S. Shah
Partner
C.P. No. 3804

Annexure A

The Company has been maintaining the statutory records such as:

- 1) Minutes Book (Board Meeting),
- 2) Minutes Book (Audit Committee),
- 3) Minutes Book (Remuneration Committee),
- 4) Minutes Book (Shareholders' Grievance Committee),
- 5) Minutes Book (Investment Committee)
- 6) Minutes Book (AGM & EGM),
- 7) Register of Members,
- 8) Register of Directors,
- 9) Register of Director's shareholding,
- 10) Register of Assets,
- 11) Register of Investments,
- 12) Register of Charges,
- 13) Register of Contracts.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on **31st March, 2014**:

Sr. No.	Form No./Return	Filed u/s	For	Filed on	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No
1.	e-Form 23AC&ACAXBRL	220	31/03/2013	28/08/2013	Yes	N.A.
2.	e-Form 20B - Annual Return	159	31/03/2013	13/09/2013	Yes	N.A.
3.	e-Form 66 - Compliance Certificate	383A	31/03/2013	27/08/2013	Yes	N.A.
4.	e-Form 8	135	Modification of Charge	26/07/2013	Yes	N.A.
5.	e-Form 8	135	Modification of Charge	26/07/2013	Yes	N.A.
6.	Form 1 INV		Statement of amounts credited to investor education and protection fund for the unclaimed/unpaid dividend for the FY ended 2005-2006	26/10/2013		
7.	e-Form 5 INV	Pursuant to rule 3 of the Investor Education and Protection Fund Rules, 2012	Statement of unclaimed and unpaid amounts for the Financial Year ended 31/03/2013	28/10/2013	Yes	N.A.
8.	Form 1 INV		Statement of amounts credited to investor education and protection fund for the unclaimed/unpaid interim dividend declared during the F.Y 2005-2006	10/05/2013	Yes	N.A.

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-14

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

The Directors present the Company's report on Corporate Governance for the financial year ended March 31, 2014.

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.

2. BOARD OF DIRECTORS:

a. Size and Composition of Board

The composition and category of Directors as on March 31, 2014 is 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 Director	-	2	-	-
*Mr. M. N. Bhagwat	Independent Non-Executive	3	-	-	-
**Dr. S.C. Jha	Independent Non- Executive	2	1	-	-
Mr. V. K. Verma	Independent Non- Executive	-	-	-	-
Dr. Vijay N. Gupchup	Independent Non- Executive	4	2	-	-
Mr. Rajeev Dubey	Independent Non- Executive	8	4	1	2

* Mr. M.N.Bhagwat – Re-appointed as an Independent Non-executive Director of the Company at the Annual General Meeting of the Company held on July 30, 2013 under Section 256 of the Companies Act, 1956.

** Dr. S.C.Jha - Re-appointed as an Independent Non-executive Director of the Company at the Annual General Meeting of the Company held on July 30, 2013 under Section 256 of the Companies Act, 1956 .

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

During the accounting year 2013 - 14, 5 Board Meetings were held on May 13, 2013, July 30, 2013, October 29, 2013, January 29, 2014 and March 20, 2014.

The Annual General Meeting of the Company for the financial year 2012 - 13 was held on July 30, 2013.

Attendance at Board Meeting and last Annual General Meeting:-

Name of Directors	No. of Board Meetings attended	Attendance at last AGM
Ms. Pallavi Jha	5	Present
Mr. Sanjay Jha	5	Present
Mr. M.N. Bhagwat	4	Present
Dr. S.C. Jha	3	Absent
Mr. V.K. Verma	5	Present
Dr. V.N. Gupchup	4	Present
Mr. Rajeev Dubey	3	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 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, 2014 is as under:-

1. Mr. M.N. Bhagwat, Non-Executive Independent Director as Chairman;
2. Mr. V.K. Verma, Non-Executive Independent Director as Member;
3. Mr. Sanjay Jha, Whole-Time Director as Member;
4. Dr. S. C. Jha, Non-Executive Independent Director as Member;
5. Dr. Vijay N. Gupchup, Non-Executive Independent Director as Member

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 2013 - 14, 4 Audit Committee Meetings were held on May 13, 2013, July 30, 2013, October 29, 2013 and January 29, 2014.

Name of Members	No. of Audit Committee Meetings attended
Mr. M.N. Bhagwat	4
Mr. V.K. Verma	4
Mr. Sanjay Jha	3
Dr. S.C. Jha	3
Dr. Vijay N. Gupchup	3

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, 2014 is as under:-

1. Mr. V. K. Verma, Non- Executive Independent Director was appointed as a Chairman of the Remuneration Committee with effect from May 18, 2012;
2. Mr. M.N.Bhagwat, Non-executive Independent Director as Member;
3. Mr. Rajeev Dubey, Non- Executive Independent Director was appointed as a Member of the Remuneration Committee with effect from May 18, 2012.

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 2013 – 2014, 3 Remuneration Committee Meeting was held on 13th May, 2013, 24th June, 2013 & 20th March, 2014 respectively.

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

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

Details of remuneration paid to Directors during the accounting year ended March 31, 2014 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	47.52	10.08	13.20	-	70.80
Mr. Sanjay Jha	45.54	9.66	13.20	-	68.40
Mr. M.N. Bhagwat	-	-	-	1.00	1.00
Dr. S. C. Jha	-	-	-	0.60	0.60
Mr. V.K.Verma	-	-	-	1.20	1.20
Dr. V.N.Gupchup	-	-	-	0.70	0.70
Mr. Rajeev Dubey	-	-	-	0.40	0.40

Note: - Except Ms. Pallavi Jha who is Chairperson and Managing Director and Mr. Sanjay Jha who is Whole Time Director, all the 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

shareholder's grievances and also the share transfers and other investor related matters.

The composition of the Shareholders Grievance Committee as on March 31, 2014 is as under:-

1. Mr. V. K. Verma, a Non-Executive Director as the Chairman;
2. Mr. Sanjay Jha - Whole-Time Director as Member;
3. Ms. Pallavi Jha- Chairperson & Managing Director as Member

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 2013 - 2014, Twenty Shareholder Grievance Committee Meetings were held on 06/04/2013, 13/04/2013, 25/05/2013, 01/06/2013, 29/06/2013, 20/07/2013,27/07/2013, 10/08/2013, 07/09/2013, 16/09/2013, 07/12/2013, 14/12/2013, 21/12/2013, 28/12/2013, 04/01/2014, 18/01/2014,25/01/2014, 01/02/2014, 08/02/2014, 29/03/2014.

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	-
Non Receipt of Dividend Warrants	-
Non Receipt of Shares lodged for Transfer/Exchange	-
Non Receipt of Certificates	-
Others (Duplicate/Transmission/Procedure etc.)	-
TOTAL	-

All valid share transfers received during the accounting year ended March 31, 2014 have been acted upon. There were no share transfers pending as on March 31, 2014, for more than 30 days.

The Shareholders' Grievance Committee continued to function effectively and held Twenty 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 Twenty 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
2010 – 2011	Thursday, July 28, 2011	Walchand Hirachand Hall, Indian Merchants' Chambers, IMC Marg, Churchgate, Mumbai – 400 020	3:00 P.M.
2011-2012	Thursday, July 26, 2012	Killachand Conference Hall Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai 400 020	3:00 P.M.
2012-2013	Tuesday, July 30, 2013	Walchand Hirachand Hall, Indian Merchants' 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 INR 100/- each to INR 10/- each and hence the Authorised Share Capital of the Company changed to INR 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,30,00,000 (Two Crore Thirty Lacs) Equity shares of INR 10/- (Rupees Ten Only) each and 2,00,000 (Two Lacs) Preference Shares of INR 100/- (Rupees Hundred Only) each.

7. DISCLOSURES:

- The related party transaction as per Accounting Standard 18 is set out at note no. 27 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 :-

Particulars	Date of transfer	Amount (INR)
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	May 10, 2013	1,07,210/-
	October 26, 2013	1,08,715/-

- Adoption of non mandatory requirements under Clause 49 of the Listing Agreement is 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.

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
- 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 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 Directors 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, offer himself for re-appointment.

Mr. Sanjay Jha

Sanjay Jha is the Executive Director of Walchand PeopleFirst Ltd. His area of professional interest and management science specialization includes leadership development, creating the vision and mission map and enhancing employee engagement. Sanjay is an Executive Coach and Mentor who has advised top management, including CEO's as well as senior political leaders.

Mr. Jha has often received an overwhelming feedback and recognition for his high-quality training and leadership talk. He has addressed global audiences in New York, Washington, Los Angeles, Chicago, Singapore, Bermuda, Taiwan, Mexico and Toronto. 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.

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 and Rediff. com, and appears regularly to air his views on print and electronic media.

He has founded one of the world's leading internet portals called CricketNext.Com which was ranked once amongst Alexa Top 1000 sites globally, and is now part of the Network 18 media Group.

Earlier, Mr. Jha 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.

Mr. 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.

He 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. Mr. Jha has recently co-authored a book called The Superstar Syndrome (The Making Of A Champion), with Dr. Myra White, who is a Professor at the Harvard Medical School. This book was launched in August 2013.

Current positions:

1. Director- Walchand & Company Private Limited;
2. Director- Walchand Netsoft Private Limited

13. GENERAL SHAREHOLDER INFORMATION:

a. Annual General Meeting

- Date : July 30, 2014.
- Time : 3.00 P.M.
- Venue : Walchand Hirachand Hall,
Indian Merchants’ Chamber,
IMC Marg, Churchgate, Mumbai – 400 020

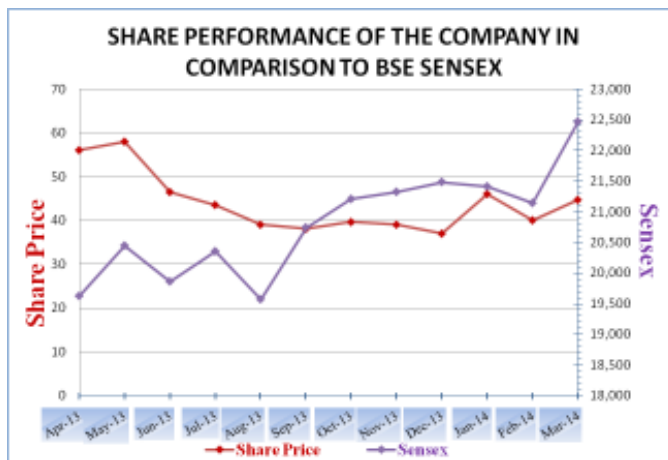
b. Financial Calendar :

- Financial Reporting for
Quarter ending June 30, 2014 By 14th August, 2014
Quarter/Half year ending Sept. 30, 2014 By 14th November, 2014
Quarter ending December 31, 2014 By 14th February, 2015
Quarter/Year ending March 31, 2015 By 30th May, 2015.
- Date of Book Closure: July 23 2014, to July 30, 2014 (both days inclusive).

c. Market information

- Listing on Stock Exchange : The Bombay Stock Exchange Limited
- Listing fee for the year 2013-14 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 2013-14 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 (INR)	High Price	Low Price	Close Price
Apr-13	44.5	56	40.05	43.15	15077	438	730871	19622.68	18144.22	19504.18
May-13	45	57.95	37.05	40.5	3634	44	159090	20443.62	19451.26	19760.3
Jun-13	40.1	46.45	39.05	39.9	1243	31	50931	19860.19	18467.16	19395.81
Jul-13	38.1	43.5	36.7	40.7	2289	64	92615	20351.06	19126.82	19345.7
Aug-13	39	39	33.45	34.05	3590	70	126169	19569.2	17448.71	18619.72
Sep-13	34.15	38	32.8	36.05	4846	83	171992	20739.69	18166.17	19379.77
Oct-13	37.35	39.6	31.4	36.35	11836	144	407839	21205.44	19264.72	21164.52
Nov-13	34.65	39	33.3	34.7	4624	78	167436	21321.53	20137.67	20791.93
Dec-13	34.7	36.95	31	35.5	5160	126	178674	21483.74	20568.7	21170.68
Jan-14	37	46	36.35	36.5	10808	309	443335	21409.66	20343.78	20513.85
Feb-14	37	40	33.35	36.4	3827	377	138194	21140.51	19963.12	21120.12
Mar-14	34.65	44.65	33	42.05	18440	757	709129	22467.21	20920.98	22386.27



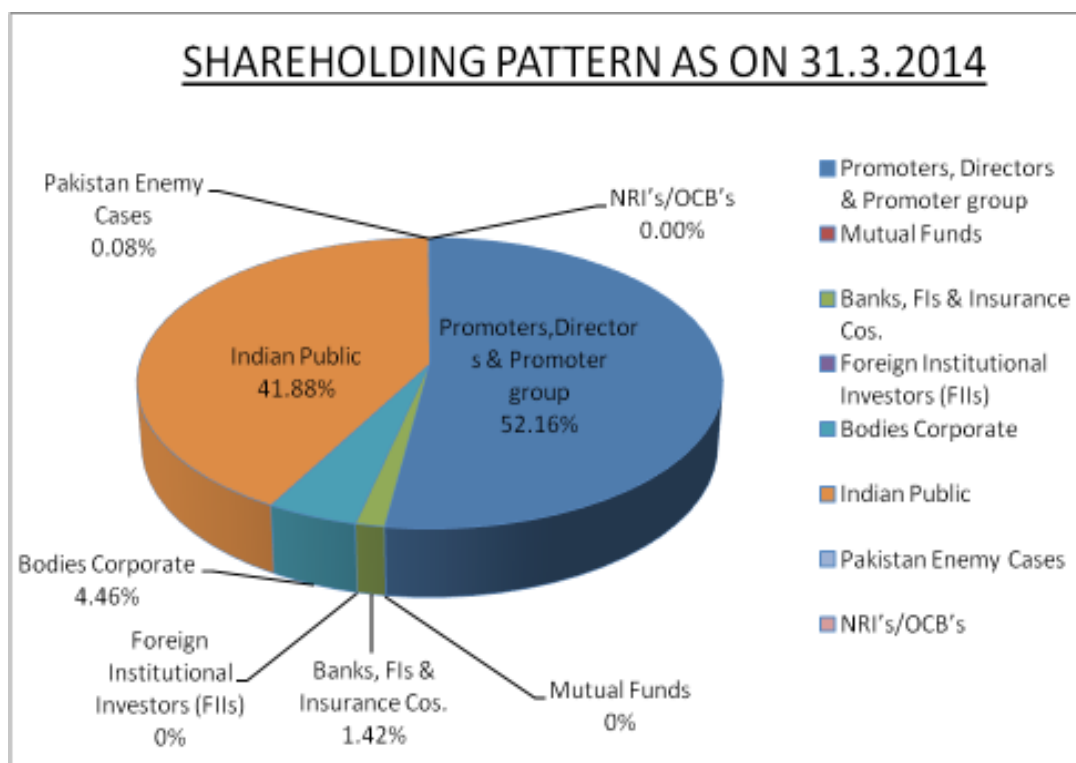
d. Share Transfer System and other related matters:

- 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 for the half year ended 30th September, 2013 and within a period of 15 days for the half year ended 31st March, 2014 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, 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 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 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 123 & 124 of the Companies Act, 2013, 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 March 31, 2014:

NO. OF EQUITY SHARES HELD			NO. OF SHARE -HOLDERS	% OF SHARE-HOLDERS	NO. OF SHARES HELD	% OF SHARE HOLDING
1	-	50	4247	56.39%	122176	4.21%
51	-	100	1432	19.01%	127689	4.40%
101	-	200	833	11.06%	130410	4.49%
201	-	300	380	5.05%	98591	3.40%
301	-	400	145	1.93%	52085	1.79%
401	-	500	134	1.78%	64633	2.23%
501	-	1000	197	2.62%	147180	5.07%
1001	AND ABOVE		163	2.16%	2161126	42.42%
TOTAL			7531	100.00%	2903890	100.00%

Shareholding Pattern as on 31.03.2014

Category	No. of shares held	Percentage to total (%)
a. Promoters, Directors & Promoter group	1514604	52.16
b. Mutual Funds	Nil	0.00
c. Banks, FIs & Insurance Cos.	41310	1.42
d. Foreign Institutional Investors (FIIs)	Nil	0.00
e. Bodies Corporate	129454	4.46
f. Indian Public	1216272	41.88
g. Pakistan Enemy Cases	2250	0.08
h. NRI's & OBC's	NIL	0.00
Total	2903890	100.00



- Dematerialization of Shares : The shares of the Company can be held and traded in electronic form 62.73% (24,52,250 no. of shares) of the Company's share holdings have been dematerialised as on 31.03.2014.
- 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 March 31, 2014 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 : April 28, 2014

Pramod S. Shah
Partner
Membership No. 334

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended 31st March 2014.

For WALCHAND PEOPLEFIRST LIMITED

Pallavi Jha
Chairperson & Managing Director

Place: Mumbai
Date: April 28, 2014

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, Pallavi Jha, Chairperson & Managing Director and Shruthi Patni, Vice President - Finance and Accounts, of WALCHAND PEOPLEFIRST LIMITED, to the best of our knowledge and belief, certify that:

1. We have reviewed the audited balance sheet and profit and loss account and notes on accounts, as well as the cash flow statements and the Directors' report;
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;
3. Based on our knowledge and information, the financial statements and other financial information included in this report, fairly present in all material respects, the financial condition, results of the operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
5. The Company's other certifying officers and we, are responsible for establishing and maintaining disclosure controls and procedures for the Company, and we have :
 - a. designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities particularly during the period during which this report is being prepared; and
 - b. evaluated the effectiveness of the Company's disclosure, controls and procedures.
6. The Company's other certifying officers and we, have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company's Board of Directors (and persons performing equivalent functions):
 - a. all significant deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weakness in internal controls;
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls;
 - c. the Company's other certifying officers and we, have indicated in this report whether or not there were significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weakness; and
 - d. all significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
7. In the event of any materially significant misstatements or omissions, the signing officers will return to the Company that part of any bonus or incentive or equity –based compensation, which was inflated on account of such errors, as decided by the Audit Committee;
8. We affirm that we have not denied any personnel access to the Audit Committee of the Company;
9. We further declare that all Board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Place : Mumbai
Date : April 28, 2014

Pallavi Jha
Chairperson & Managing Director

Shruthi Patni
Vice President - Finance and Accounts

AUDITORS' REPORT

**To,
The Members of,
Walchand PeopleFirst Limited.**

Report on the Financial Statements

We have audited the accompanying financial statements of WALCHAND PEOPLEFIRST LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2014, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') which shall continue to apply in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an

opinion on the effectiveness of the entities internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) ('the Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 which shall continue to apply in respect of section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs.

e) on the basis of the written representations received from the directors, as on March 31, 2014, and taken on record by the Board of Directors, none of the directors of the Company is disqualified as on March 31, 2014 from being appointed as a director, in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

**For K.S.Aiyar & Co.
Chartered Accountants
Registration No. 100186W**

**Satish K. Kelkar
Partner**

**Place: Mumbai
Date: 28th April, 2014**

Membership No. 38934

ANNEXURE TO THE AUDITORS' 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, 2014 of **Walchand Peoplefirst Limited.**)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) A substantial portion of 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) As per the information and explanation given to us on our enquiries the disposals of assets during the year do not affect its going concern.
- (ii) The Company does not have any inventory. Accordingly, clause 4 (ii)(a), (b) & (c) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable.
- (iii) (a) The Company has not granted any loan secured or unsecured from parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Accordingly, sub clauses (a),(b),(c) and (d) of clause 4(iii) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable.
- (b) The Company has not taken/repaid additional unsecured loan during the year from a party covered in the register maintained under Section 301 of the Companies Act, 1956. Maximum amount outstanding during the year was Rs. 60,00,000/- and year end outstanding balance is Rs. 60,00,000/-.
- (c) The rate of interest and other terms and conditions of loan taken by the Company are not prima facie prejudicial to the interest of the Company.
- (d) According to the information and explanations given to us, there is no stipulation with regard for the repayment of loans.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. During the course of our audit, no major weakness has been noticed in the internal controls.
- (v) Based upon the audit procedures performed and according to the information and explanations given to us, there are no contracts or arrangements during the year that need to be entered into the register maintained in pursuance of section 301 of the Companies Act, 1956. Accordingly, sub-clause (b) of Companies Audit Report (Order) 2003 as amended by (Amendment) Order 2004 is not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public to which the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules made thereunder is applicable. No order has been passed by the Company Law Board, National Law Tribunal or Reserve Bank of India or any other court or any other tribunal.
- (vii) The Company has an internal audit system commensurate with the nature and size of the business.
- (viii) The Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- (ix) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, sales tax, wealth tax, income-tax and service tax and other statutory dues. 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 31st March 2014, 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 income-tax, customs duty, wealth-tax, service Tax, and cess which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (Rs.In Lacs)	Period to which the amount relates	Forum where disputes pending
Income Tax Act, 1961	Income Tax	16.24	2008-09	ITAT
		42.02	2009-10	ITAT
		29.32	2010-11	CIT(A)
Municipal Corporation of Great Mumbai (BMC)	Property Tax	146.28	2000-01 to 2013-14	Bombay High Court
Mumbai Port Trust	Municipal Dues	110.84	1 st Jan.'99 to 31 st March'14	City Civil Court

- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year covered by our audit.
- (xi) In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution, banks. The Company does not have any outstanding debentures.
- (xii) Based on our examination of documents and records and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of the security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable to the Company.
- (xv) According to the information and explanations given

- to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The term loan raised has been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) Company has not made any allotment during the year. Hence, clause (xviii) of the Companies (Auditor's Report) (Amendment) Order, 2004 relating to preferential allotment of shares to parties under section 301 is not applicable.
- (xix) The Company has not issued any debentures during the financial year and therefore the question of creating security in respect thereof does not arise.
- (xx) The Company has not raised money by public issues during the year.
Therefore the provisions of clause 4(xx) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable.
- (xxi) Based upon the audit procedures performed and according to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For K. S. Aiyar & Co.
Chartered Accountants
Registration No. 100186W

Satish K. Kelkar
Partner
Membership No. 38934

Place : Mumbai
Date : 28th April, 2014

BALANCE SHEET AS AT MARCH 31, 2014

PARTICULARS	Note No.	As at March 31, 2014	Rs. in Laacs As at March 31, 2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	290.39	290.39
(b) Reserves and Surplus	3	793.90	748.84
		1,084.29	1,039.23
(2) Non-current liabilities			
(a) Long Term Borrowings	4	60.00	65.26
(b) Other long-term liabilities	5	20.00	55.92
(c) Long term provisions	6	-	4.47
		80.00	125.65
(3) Current liabilities			
(a) Short Term Borrowings	7	56.96	61.40
(b) Trade payables	8	55.33	56.77
(c) Other current liabilities	9	176.91	213.53
(d) Short term provisions	10	13.71	47.72
		302.91	379.42
	TOTAL	1,467.20	1,544.30
II. ASSETS			
(1) Non current assets			
(a) Fixed assets	11		
(i) Tangible assets		270.70	317.73
(ii) Intangible assets		11.90	5.75
(iii) Capital work in progress		4.43	8.70
		287.03	332.18
(b) Non-current investments	12	2.14	69.05
(c) Deferred tax assets (net)	13	13.39	9.59
(d) Long-term loans and advances	14	505.28	437.13
		807.84	847.95
(2) Current Assets			
(a) Trade receivables	15	276.62	348.55
(b) Cash and bank balances	16	340.11	318.36
(c) Short term loans and advances	17	27.17	15.41
(d) Other current assets	18	15.46	14.03
		659.36	696.35
	TOTAL	1,467.20	1,544.30
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

Satish Kelkar
Partner
Membership No- 38934

Place : Mumbai
Date : 28th April, 2014

For and on behalf of the board of directors

PALLAVI JHA

Chairperson and Managing Director

SANJAY JHA

Whole Time Director

SHRUTHI PATNI

Vice President - Finance and Accounts

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2014

PARTICULARS		For the Year Ended	Rs. in Lacs
	Note No.	March 31, 2014	For the Year Ended
			March 31, 2013
Revenue			
Revenue from Operations	19	1,525.82	1,719.24
Other income	20	125.83	120.03
Total Revenue		1,651.65	1,839.27
Expenses			
Employee benefit expenses	21	863.39	832.11
Royalty and related expenses		197.66	221.21
Training expenses		83.00	92.24
Travel, lodging and conveyance expenses		86.23	83.86
Rent and maintenance expense		50.18	46.64
Marketing expenses		28.60	31.08
Legal, Professional and Recruitment expenses		31.37	27.26
Finance Cost		13.94	21.15
Depreciation and amortisation expenses		40.83	52.97
Other Expenses	22	172.17	181.25
Total Expenses		1,567.37	1,589.77
PROFIT BEFORE TAX		84.28	249.50
Tax Expenses	23		
Current Tax		29.70	62.17
Income tax earlier years		13.32	2.67
Deferred tax		(3.80)	8.20
PROFIT FOR THE YEAR		45.06	176.46
EARNING PER EQUITY SHARE	24		
Equity shares of par value Rs 10/- each			
Basic and Diluted		1.55	6.08
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

Satish Kelkar
Partner
Membership No- 38934

Place : Mumbai
Date : 28th April, 2014

For and on behalf of the board of directors

PALLAVI JHA

Chairperson and Managing Director

SANJAY JHA

Whole Time Director

SHRUTHI PATNI

Vice President - Finance and Accounts

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1 Significant accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The Company has consistently applied the accounting policies and are consistent with those used in the previous year.

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 Fixed Assets

Fixed assets 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 Depreciation

Depreciation is provided using the written down value as per the rates prescribed under schedule XIV of the Companies Act, 1956. Fixed assets costing individually upto Rs. 5,000 are depreciated fully in the year of purchase.

<u>Rates of Depreciation</u> <u>Assets</u>	Schedule XIV rates (WDV)
Buildings	5%
Plant and Machinery	13.91%
Furniture and Fixtures	18.10%
Data Processing and Allied Equipments	40.00% 53.00% *
Office Equipments	13.91% 15.00% *
Electric Installations	13.91% 15.00% *
Vehicles	25.89%

* Based on the remaining useful lives of the certain assets purchased during the year, depreciation is charged at a higher rate than the rate prescribed under the Schedule XIV.

1.5 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 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.

1.6 Intangible Assets

Amount paid as franchisee rights and software is treated as an intangible asset and is amortized over a period of 5 years from the date of incurring such expenditure on pro-rata basis.

1.7 Revenue Recognition

Training Income

- (a) In case of Open Programs, income is recognized at the commencement of the program.
- (b) In case of Corporate Programs, appropriate revenue is recognized when confirmed order is received and there is reasonable certainty of completion of the program.
- (c) In case of long-term course (i.e. courses more than 6 weeks duration), revenue is accrued over the period of the course.

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.

1.8 Foreign Currency Transactions

(a) 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.

(b) Conversion

Foreign currency monetary items are reported using the closing rate.

(c) 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.

1.9 Investments

- (a) Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.
- (b) Current investments are carried at lower of cost and fair value determined on an individual investment basis.
- (c) Non current (Long-term) investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.
- (d) Carrying amount of an individual investment is determined on the basis of the average carrying amount of the total holding of the investment.

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) 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 business segments as defined by Accounting Standard -17.

1.13 Leases

Leases where the lesser effectively retains substantially all risk and reward of ownership of the leasehold assets are classified as operating lease. Operating lease payments are recognized as an expense in the profit and loss account on straight-line basis over the lease term.

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).

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.
- (d) At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may

- be that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- (e) 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.
 - (f)
 1. Minimum Alternate Tax (MAT) paid in a year is charged to statement of Profit and loss as current tax.
 2. MAT credit is recognised, as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.
 3. In the year in which company recognises the Minimum Alternative tax (MAT) credit as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

1.16 Provisions and Contingencies

- (a) A provision is recognised when an enterprise has a present obligation as a result of past event; 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. Provisions are not discounted to its present value 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.
- (d) Contingent assets are not recognised.

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 Figures for previous year figures have been regrouped / rearranged wherever necessary.

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2014.

Previous year's figures have been regrouped/ recast wherever found necessary to conform to the current period presentation.

2 SHARE CAPITAL	Rs. in Lacs	
Particulars	As at March 31, 2014	As at March 31, 2013
Authorised capital:		
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
Total	<u>2,500.00</u>	<u>2,500.00</u>
Subscribed, issued and paid up Capital:		
Equity Share capital		
29,03,890 Equity Shares of Rs. 10/- each, fully paid up		
(Previous year- 29,03,890 Equity Shares of Rs.10/- each, fully paid up)	290.39	290.39

2.2 Of the above Equity shares :

- (a) 11,666 Shares were issued in 1961 by converting 35,000 Promoters' Shares of Rs. 3.75 each (Rs. 1,31,250) into 11,666 Shares of Rs.11.25 each and by utilising Rs. 2,18,730 from Capital Reserves for issue of 11,666 Shares of Rs. 18.74936 each and consolidating the two.
- (b) 43,333 Shares of Rs. 30 each were issued in 1961 as Bonus Shares by utilising Capital Reserve of Rs. 12,99,990.
- (c) During 1966, the face value of 1,71,675 Equity Shares was increased from Rs. 30 each to Rs. 50 each by utilising Rs.34,33,500 from Reserve for Investments and Advances. Further 34,335 bonus Equity Shares of Rs. 50 each were issued as fully paid by capitalisation of Rs. 17,16,750 out of General Reserve.
- (d) During 1970, the face value of equity Shares was increased from Rs. 50 to Rs. 60 per share by capitalising Rs. 20,60,100 from General Reserve.
- (e) During 1984, the face value of Equity Shares was increased from Rs. 60 to Rs. 100 per share by capitalising Rs. 82,40,400 from General Reserve.
- (f) During 1994-95, 78,880 Equity Shares of Rs. 100 each were issued to the promoters on the preferential basis.
- (g) During 2009-10, 5499 Equity Shares of Rs 100 each were issued to one of the shareholder of the transferor company - Walchand TalentFirst Limited, on account of the scheme of amalgamation.
- (h) During 2011-12, 2,90,389 Equity shares of Rs 100 each were subdivided into 29,03,890 shares of Rs 10/ each.

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

Equity shares Particulars	As at March 31, 2014		As at March 31, 2013	
	No of shares	Rs in Lacs	No of shares	Rs in Lacs
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

2.4 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. During the year ended 31st March, 2014 the amount of dividend per share recommended by the Board of Directors to equity shareholders was Rs NIL. (31st March, 2013 - Re 1).

2.5 Holding company share holding details:-

Out of the 29,03,890 Equity shares, 15,05,974 Equity Shares are held by the holding company. (Previous year out of 29,03,890 Equity shares, 15,01,556 Equity Shares are held by the holding company).

2.6 The details of the shareholder holding more than 5% shares as at March 31, 2014 is set out below: -

Name of the shareholder	As at March 31, 2014		As at March 31, 2013	
	No of shares	% held	No of shares	% held
Walchand & Company Private Limited	1,505,974	51.86	1,501,556	51.71

3 RESERVE AND SURPLUS

Particulars	Rs. in Lacs	
	As at March 31, 2014	As at March 31, 2013
Capital Redemption Reserve	8.50	8.50
Securities Premium Reserve	230.95	230.95
General Reserve	91.74	91.74
Surplus - Opening balance	417.65	275.17
Add: Net profit after tax transferred from Statement of Profit and Loss	45.06	176.46
Amount available for appropriation	462.71	451.63
Appropriations:-		
Interim Dividend	-	-
Final Dividend	-	29.04
Total Dividend	-	29.04
Dividend tax	-	4.94
Amount transferred to general reserve	-	-
Surplus - Closing balance	462.71	417.65
Total Reserve and Surplus	793.90	748.84

4 LONG-TERM BORROWINGS**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
I) Secured Term loan - From a bank (Secured by hypothecation of vehicles)	-	5.26
II) Unsecured loans from a related party	60.00	60.00
TOTAL OTHER LONG-TERM LIABILITIES	60.00	65.26

4.1 The term loan from bank which is secured by the hypothecation of vehicles carries interest @ 10.87 % p.a. The loan is repayable in 35 equal monthly installments of Rs 1,08,162 each along with the interest from the 10th October,2011. The balance number of months left for the payment of EMI from 31st March,2014 is 5.

5 OTHER LONG-TERM LIABILITIES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Deposit received from tenant	20.00	55.92
TOTAL OTHER LONG-TERM LIABILITIES	20.00	55.92

6 LONG-TERM PROVISIONS**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Gratuity Obligation	-	4.47
TOTAL OTHER LONG-TERM LIABILITIES	-	4.47

7 SHORT-TERM BORROWINGS**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Secured cash credit - From a bank (Secured by Hypothecation of Debtors, mortgage of the building of the company and personal guarantee of the Chairman)	56.96	61.40
TOTAL SHORT-TERM BORROWINGS	56.96	61.40

8 TRADE PAYABLES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Dues of Micro, small and medium enterprises	-	7.49
Other creditors	55.33	49.28
TOTAL TRADE PAYABLES	55.33	56.77

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. Out of the letters send to the parties, no confirmations have been received till the date of finalization of Balance Sheet. 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 Lacs

Particulars	As at March 31, 2014	As at March 31, 2013
Principal amount unpaid at the end of the year	0.00	7.49
Interest unpaid at the end of the year	-	-
Balance of MSME parties	0.00	7.49

9 OTHER CURRENT LIABILITIES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Current maturities of long term debts	5.26	15.91
Unpaid Dividends (There is no amount due and outstanding to be credited to Investor Education and Protection Fund)	5.43	6.14
Interest accrued but not due on borrowings	0.03	0.15
Provision for expenses	129.70	156.71
Statutory dues	20.93	16.83
Other payables	15.56	17.79
TOTAL OTHER CURRENT LIABILITIES	176.91	213.53

10 SHORT TERM PROVISIONS**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
a) Provision for employee benefits	13.71	13.74
b) Others		
i) Proposed dividend	-	29.04
ii) Provision for tax on dividend	-	4.94
TOTAL SHORT TERM PROVISIONS	13.71	47.72

11. FIXED ASSETS:

Rs. in Lacs

ASSETS	ORIGINAL COST				DEPRECIATION/AMORTIZATION				NET BLOCK	
	As at April 1, 2013	Additions during the period	Deductions during the period	As at March 31, 2014	As at April 1, 2013	For the period	Deductions during the period	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Tangible Assets										
Buildings	375.81	1.26	-	377.07	169.35	10.01	-	179.36	197.71	206.46
Leasehold improvements	40.26	-	40.26	-	9.79	1.32	11.11	-	-	30.47
Plant and machinery	5.54	6.72	-	12.26	5.35	0.17	-	5.52	6.74	0.19
Furniture and fixtures	39.90	2.61	1.42	41.09	32.78	1.81	0.93	33.66	7.43	7.12
Data Processing and allied equipments	76.62	12.31	0.46	88.47	56.61	13.64	0.46	69.79	18.68	20.01
Office equipments	33.71	2.36	-	36.07	18.85	2.73	-	21.58	14.49	14.86
Electric instalations	14.07	-	5.36	8.71	6.32	0.73	1.79	5.26	3.45	7.75
Vehicles	51.41	-	5.08	46.33	20.54	7.85	4.26	24.13	22.20	30.87
Total - A	637.32	25.26	52.58	610.00	319.59	38.26	18.55	339.30	270.70	317.73
Intangible Assets										
Franchise fees	34.01	-	-	34.01	34.00	-	-	34.00	0.01	0.01
Software	12.22	8.72	-	20.94	6.48	2.57	-	9.05	11.89	5.74
Total - B	46.23	8.72	-	54.95	40.48	2.57	0.00	43.05	11.90	5.75
TOTAL - A + B	683.55	33.98	52.58	664.95	360.07	40.83	18.55	382.35	282.60	323.48
Previous Year	791.45	7.61	115.51	683.55	381.64	52.97	74.54	360.07	323.48	

11A LEASES PROVIDED

The Company has provided its certain premises though operating and non-cancelable lease arrangements. The disclosures are as follows:

Rs. in Lacs

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Not later than one year	55.80	77.84
Later than one year and not later than five years	274.78	145.00
Later than five years	-	-

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

Rs. in Lacs

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Gross carrying amount	2.80	2.80
Accumulated depreciation	2.50	2.48

	For the year ended March 31, 2014	For the year ended March 31, 2013
Depreciation recognised in the statement of Profit and Loss account	0.02	0.02
Lease rent income during the year	66.93	68.51

11B LEASES TAKEN

- a) The Company has taken certain premises through operating and non-cancelable lease arrangements. The disclosures are as follows:

Particulars	Rs. in Lacs	
	For the year ended March 31, 2014	For the year ended March 31, 2013
Not later than one year	32.44	48.94
Later than one year and not later than five years	21.31	36.16
Later than five years	-	-

- b) The company has entered into operating lease arrangements for its office premises which are non-cancelable and renewable as per terms. The related rent expenses is **Rs 49.58 Lacs**. (Previous Year - Rs 45.03 Lacs).

12 INVESTMENT

Other than trade PARTIULARS	Face Value	As at March 31, 2014		As at March 31, 2013	
		Quantity	Rs. in Lacs	Quantity	Rs. in Lacs
Non - Current Investments					
A) Quoted Investments					
1) Investment in Equity shares					
Bharati Airtel Ltd.	5	-	-	28	0.12
Hindustan Dorr - Oliver Ltd.	2	-	-	750	0.50
H T Media Ltd.	2	-	-	673	1.38
J K Tyres and Industries Ltd.	10	-	-	750	1.41
Kalpataru Power Transmission Ltd.	2	-	-	420	1.34
MIC Electronics Ltd.	2	-	-	75	0.11
Network 18 Media & Investment Ltd.	5	-	-	355	1.63
Onmobile Global Ltd.	10	-	-	88	0.23
Patni Computer Systems Ltd.	2	-	-	360	2.02
Prithvi Information Solutions Ltd.	10	-	-	300	1.03
PSL Holdings Ltd.	10	-	-	236	0.89
Reliance Capital Ltd.	10	-	-	16	0.16
Reliance Industries Ltd.	10	-	-	28	0.33
Sasken Communications Technologies Limited	10	-	-	400	1.92
Simplex Infrastructure Ltd.	2	-	-	185	1.24
Suzlon Energy Ltd.	2	-	-	127	0.15
Tata Steel Ltd.	10	-	-	27	0.12
Tech Mahindra Ltd.	10	-	-	169	2.51
TOTAL - A			-		17.09

INVESTMENT (Contd.)

Other than trade PARTIULARS	Face Value	As at March 31, 2014		As at March 31, 2013	
		Quantity	Rs. in Lacs	Quantity	Rs. in Lacs
Non - Current Investments					
B) Unquoted Investments					
(1) Investment In Mutual Fund Units					
Kotak 50 - Equity Scheme Dividend (Formerly known as Kotak-30 Equity Scheme Dividend)					
	10	-	-	49,372.944	21.39
Prudential ICICI Discovery Fund - Dividend					
	10	-	-	58,994.916	13.46
Reliance Equity Fund - Dividend					
	10	-	-	30,182.615	5.10
Reliance Long Term Equity Fund - Dividend					
	10	-	-	99,749.971	16.55
Tata Liquid Fund - A Weekly Dividend					
	10	0.682	0.007	0.176	0.002
Tata Liquid Fund - Fortnight Dividend					
	10	6.680	0.08	6.680	0.08
TOTAL - B			0.08		56.59
2) Investment in Equity shares					
Bombay Mercantile Co-op Bank Ltd.					
	30	166	0.05	166	0.05
TOTAL - C			0.05		0.05
3) Investment in immovable property					
Walchand Co-op. Housing Society Ltd.					
	50	5	0.003	5	0.003
TOTAL - D			0.003		0.003
4) Investment in others					
Gold Coins - 6 coins of 10 gm each (P. Y. - 3 coins of 10 gm each)					
		6	2.06	3	1.07
TOTAL - E		6	2.06	3	1.07
Less: Provision for investment			0.05		5.75
TOTAL OF A to E			2.14		69.05

Note : Market value of Quoted Investment is Rs NIL (Previous Year - Rs 7.00 Lacs).

13 DEFERRED TAXES
Rs. in Lacs

Particulars	Rs. in Lacs	
	As at March 31, 2014	As at March 31, 2013
Deferred Tax Liabilities		
Difference in Book and Tax WDV of Fixed Assets	-	-
Total - A	-	-
Deferred Tax Assets		
Difference in Book and Tax WDV of Fixed Assets	5.81	0.60
Others	7.58	8.99
Total - B	13.39	9.59
Net Deferred Tax Asset / (Liabilities) - (B - A)	13.39	9.59

14 LONG-TERM LOANS AND ADVANCES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Security Deposits		
i) Unsecured, considered good		
1. Electricity deposit	4.72	4.72
2. Rent deposit paid	9.24	20.46
3. Other deposits	14.92	14.92
ii) Unsecured, considered doubtful		
Security Deposit	3.61	3.61
Less: provision for doubtful debts	(3.61)	(3.61)
iii) Other loans and advances		
1. Capital Advances	-	0.07
2. Income Taxes	560.38	442.42
3. MAT credit entitlement - asset	57.88	76.08
Less: Provision for taxation	(141.86)	(121.54)
Total Long Term Loans and Advances	505.28	437.13

15 TRADE RECEIVABLES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
(i) Debts outstanding for a period exceeding six months		
Unsecured		
(a) Considered good	13.53	5.84
(b) Considered Doubtful	1.19	1.19
Less: Provision for Doubtful Debts	(1.19)	(1.19)
(ii) Other Debts		
Unsecured		
(a) Considered good	263.09	342.71
Total Trade Receivables	276.62	348.55

16 CASH AND BANK BALANCES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Cash on hand	0.36	0.66
Balances with banks		
In current accounts	71.90	106.06
Cheques in Hand	37.67	-
Total Cash and Cash Equivalent	109.93	106.72
In deposit accounts (maturity more than 3 months)	224.75	205.50
Balances with banks in unpaid dividend accounts	5.43	6.14
Total Cash and Bank Balances	340.11	318.36

17 SHORT TERM LOANS AND ADVANCES**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
I) Unsecured, considered good		
1) Others loan and advances		
a) Rent deposit	13.50	6.00
b) Prepaid expenses	6.67	5.27
c) Advances to employees	2.59	1.07
d) Advances paid to vendors	0.85	0.51
e) Others	3.56	2.56
	27.17	15.41
II) Unsecured, considered doubtful		
1) Others loan and advances		
a) Advances to employees	2.81	2.92
Less: Provision for doubtful loans and advances to employees	(2.81)	(2.92)
Total short term loans and advances	27.17	15.41

18 OTHER CURRENT ASSETS**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Interest Accrued on Fixed Deposit	14.60	13.82
Advance to LIC Gratuity Fund	0.83	-
Other current assets	0.03	0.21
Total Other current assets	15.46	14.03

19 Revenue from Operations**Rs. in Lacs**

Particulars	For the year ended 31st March' 2014	For the year ended 31st March' 2013
Income from operation - Training services	1,525.82	1,719.24

20 OTHER INCOME**Rs. in Lacs**

Particulars	For the year ended 31st March' 2014	For the year ended 31st March' 2013
Rent Income	66.93	68.51
Interest on Fixed Deposit	19.63	19.30
Provision / Creditors Written Back	14.11	12.33
Interest From Income Tax Refunds	7.23	6.34
Dividend Income	3.13	2.78
Profit on Sale of Investment	0.11	5.95
Profit on Sale of Fixed Assets	1.17	-
Income From Hutch Alerts	0.13	0.20
Profit & Loss on Exchange Rate	-	0.06
Sundry Receipts	13.39	4.56
Total other Income	125.83	120.03

EXPENSES**Rs. in Lacs**

Particulars	For the year ended 31st March' 2014	For the year ended 31st March' 2013
21 Employee benefit expenses		
Salaries and bonus	803.70	783.45
Contribution to Provident fund, Gratuity and other funds	19.43	16.12
Staff welfare	40.26	32.53
Total employee benefit expenses	863.39	832.11

22 Other Expenses

Repairs to building	3.65	3.76
Repairs to plant and machinery	2.03	1.71
Insurance and Maintenance Expenses	6.60	6.80
Rates and taxes	11.20	8.45
Electricity charges	14.48	14.13
Telephone and Internet charges	14.04	12.69
Freight expenses	12.73	35.83
Directors Sitting Fees	4.29	3.33
Provision for Advances and Deposits	-	2.24
Fixed asset written off	33.21	34.20
Loss on sale of Fixed assets	-	4.44
Loss on sale of Investment	14.69	-
Miscellaneous expenses	51.13	49.68
Audit Fees		
a) Statutory Fees	2.15	2.15
b) Tax Audit Fees	0.50	0.50
c) Limited Review fees and Others	1.26	1.26
d) Expenses Reimbursement	0.21	0.08
Total Other Expenses	172.17	181.25

23 TAX EXPENSE**Rs. in Lacs**

Particulars	For the year ended 31st March' 2014	For the year ended 31st March' 2013
Income taxes		
A) Current Tax - Normal Tax - Payable	15.52	49.34
B) MAT credit entitlement utilized	14.18	12.83
Net Current tax Liability	29.70	62.17
C) Earlier Income Tax	13.32	2.67
Less: Earlier MAT credit entitlement	-	-
Net Earlier tax Liability	13.32	2.67
Deferred Taxes	(3.80)	8.20
Total Tax Liability	39.22	73.04

24 RECONCILIATION OF BASIC AND DILUTED SHARES USED IN COMPUTING EARNING PER SHARE

Particulars	As at March 31, 2014	As at March 31, 2013
Number of shares considered as basic weighted average shares outstanding	2,903,890	2,903,890
Add: Effect of dilutive issues of shares/ stock options	-	-
Number of shares considered as weighted average shares and potential shares outstanding	2,903,890	2,903,890

Particulars	As at March 31, 2014	As at March 31, 2013
Net Profit available as per Profit and Loss account available to Equity shareholder (Rs in Lacs)	45.06	176.46
Weighted average number of equity shares for EPS computation (nos)	2,903,890	2,903,890
Basic and Diluted earning per share (Rs)	1.55	6.08

25 CONTINGENT LIABILITIES AND COMMITMENTS**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Income tax liability on disputed dues	87.58	76.89
In relation to payment of Rates and Taxes payable to Municipal Corporation of Great Mumbai (BMC) for the period from 1st April,2000 to 31st March 2014 the demand amount stated is disputed and Appeal is pending before the High Court.	146.28	145.66
In relation to Lease rental payable to Mumbai Port Trust the disputed amount stated has been challenged by the Company in the City Civil Court.	110.84	103.23

26 ACTIVITY IN FOREIGN CURRENCY**Rs. in Lacs**

Particulars	As at March 31, 2014	As at March 31, 2013
Earnings in foreign currency		
Income from training services	58.96	34.29
Others	3.96	1.25
Expenditure in foreign currency		
Royalty remitted	150.51	147.34
Others	11.19	11.82

27 RELATED PARTY DISCLOSURES:-

A Description of Companies:

Name of the Related Party

Walchand & Company Pvt. Ltd.

Walchand Netsoft Pvt Ltd.

Walchand Diamond Jubilee Trust

Nature of Relationship

Holding Company

Controlled Company

Directors as Trustee

B Key Management Personnel:

Name of the Related Party

Mrs. Pallavi Jha

Mr. Sanjay Jha

Nature of Relationship

Chairperson & Managing Director

Whole Time Director

C Relative of Key Management Personnel:

Name of the Related Party

Mrs. Kamalini Bahubali

Nature of Relationship

Mother of Chairperson & Managing Director

Particulars	Rs. in Lacs	
	As at March 31, 2014	As at March 31, 2013
A. Transaction with companies		
(i) Interest on unsecured loan		
Walchand & Company Private Limited	5.40	5.40
(ii) Dividend paid		
Walchand & Company Private Limited	15.06	15.00
Walchand Diamond Jubilee Trust	0.61	0.61
(iii) Unsecured loan outstanding		
Walchand & Company Private Limited	60.00	60.00
(iv) Income from property		
Walchand & Company Private Limited	0.51	0.51
B. Transactions with Key Management Personnel		
(i) Remuneration paid		
Managing Director's Remuneration	70.80	59.00
Whole time Directors Remuneration	68.40	57.00
(ii) Dividend paid		
Mrs. Kamalini Bahubali	0.05	0.05
Chairperson and Managing Director	0.02	0.02

Managerial remuneration**Rs. in Lacs**

Particulars	For the year ended March 31, 2014	For the year ended March 31,2013
Chairperson and Managing Director		
Salary	31.68	26.40
Performance Pay	15.84	13.20
Contribution to Provident Fund	3.80	3.17
Contribution to Superannuation Fund	4.75	3.96
Gratuity	1.53	1.27
Perquisites	13.20	11.00
Total	70.80	59.00
Whole- Time Director		
Salary	30.36	25.30
Performance Pay	15.18	12.65
Contribution to Provident Fund	3.64	3.04
Contribution to Superannuation Fund	4.56	3.80
Gratuity	1.46	1.21
Perquisites	13.20	11.00
Total	68.40	57.00

28 Employee benefit disclosure

The Company has classified various employee benefits as under:

(i) Defined Contribution plans

The amounts recognized as expense :-

Rs. in Lacs

Particulars	For the year ended March 31, 2014	For the year ended March 31,2013
Contribution to Provident Fund and Construction Employees Provident Fund	19.60	18.27
Contribution to Superannuation Fund	10.32	7.76

(ii) Defined Benefit plan – Gratuity:

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

Rs. in Lacs

Particulars	As at March 31, 2014	As at March 31, 2013
A) Change in defined benefit obligation		
Opening defined benefit obligation	35.57	38.45
Current service cost	7.13	8.81
Interest cost	2.93	3.27
Actuarial (gain)/ Losses on Obligation	(4.97)	(11.93)
Benefits paid	-	(3.03)
Additional provision	-	-
Closing defined benefit obligation	40.66	35.57
B) Change in fair value of assets		
Opening fair value of plan assets	31.10	29.89
Expected return on plan assets	2.71	2.57
Actuarial gain/(losses) on plan assets	0.09	0.05
Contributions by employer	7.59	1.62
Benefits paid	-	(3.03)
Closing fair value of plan assets	41.49	31.10
C) Expenses recognised		
Current service cost	7.13	8.81
Interest on Defined Benefit Obligation	2.93	3.27
Expected return on plan assets	(2.71)	(2.57)
Net Actuarial (gain) /Losses recognized	(5.07)	(11.98)
Total expense recognized	2.28	(2.47)
D) Amount recognised in Balance sheet		
Present value of Funded obligations	40.66	35.57
Fair value of plan assets	41.49	31.10
Net Liability/ (Asset)	(0.83)	4.47
E) Actuarial assumptions		
Discount Rate (p.a)	9.31%	8.25%
Expected rate of return on assets (p.a)	8.70%	8.70%
Salary Escalation rate (p.a)	4.00%	4.00%
F) Experience Adjustments		
Experience adjustment on plan liability-Loss/ (Gain)	(1.40)	1.98
Experience adjustment on plan assets-Gain	0.09	0.05

CASH FLOW STATEMENT

Cash Flow Statement For the Year Ended 31st March, 2014

	2013-2014		2012-2013	
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
A Cash flows from operating activities:				
Net Profit before tax		84.28		249.50
Adjustments for:				
Depreciation and amortization	40.83		52.97	
Dividend income	(3.13)		(2.78)	
Wealth Tax	3.65		3.55	
Interest income	(19.63)		(19.30)	
Interest expense	13.94		21.15	
Loss on sale of assets	-		4.44	
Loss on sale of investment	14.69		-	
Profit on sale of assets	(1.17)		-	
Profit on sale of investment	(0.11)		(5.95)	
Fixed assets written off	33.21		34.20	
Provision for doubtful debts	-		-	
Provision for doubtful loans and advances	-		2.24	
Provision for diminution in value of investment	-		-	
Provision for expenses written back	(14.11)	68.17	(12.33)	78.19
		152.45		327.69
Adjustment for:				
Current assets, Trade receivables and Loans and advances	70.79		(121.47)	
Payables and Other liabilities	(52.88)	17.91	(8.98)	(130.45)
Net cash from operating activities before income tax		170.36		197.24
Taxes paid		(126.09)		(112.68)
Net cash from operating activities		44.27		84.56
B Cash flow from investing activities:				
Purchase of fixed assets	(33.98)		(7.61)	
Capital work in progress	4.27		(8.70)	
Sale of fixed assets	1.99		2.36	
Sale of investments	52.32		48.06	
Dividend income	3.13		2.78	
Interest income	18.85		7.35	
Net cash from investing activities		46.58		44.24
C Cash flow from financing activities:				
Repayment of unsecured loan	-		-	
Proceeds from secured loans	-		-	
Repayment of secured loans	(20.35)		(40.68)	
Interest paid	(14.06)		(22.45)	
Dividend Paid	(29.75)		(27.69)	
Dividend Tax Paid	(4.94)		(4.71)	
Net cash from financing activities		(69.10)		(95.53)
Net increase/(decrease) in cash and cash equivalents		21.75		33.27
Cash and cash equivalents at beginning of year				
Cash on Hand	0.66		0.83	
Balances with Banks	112.20		77.21	
Balances with Schedule banks in Deposits accounts	205.50		207.05	
		318.36		285.09
Cash and cash equivalents at end of year				
Cash on Hand	0.36		0.66	
Balances with Banks	115.00		112.20	
Balances with Schedule banks in Deposits accounts	224.75		205.50	
		340.11		318.36

As per our attached report of the even date
For **K.S. AIYAR & CO.**
Chartered Accountants

Satish Kelkar
Partner
Membership No- 38934

Place : Mumbai
Date : 28th April, 2014

For and on behalf of the board of directors

PALLAVI JHA

Chairperson and Managing Director

SANJAY JHA

Whole Time Director

SHRUTHI PATNI

Vice President - Finance and Accounts



WALCHAND PEOPLEFIRST LIMITED

Registered Office : 1, Construction House, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001.

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name of the member :

Registered Folio No.:

Client ID No.:

No. of Shares held :

DP ID No.:

(Please write your name in BLOCK Letters)

I hereby record my presence at the 94th ANNUAL GENERAL MEETING of the Company Scheduled to be held at Walchand Hirachand Hall, Indian Merchants' Chambers, IMC Marg, Churchgate, Mumbai - 400 020 on Wednesday, July 30, 2014 at 3:00 p.m.

Members/Proxy's Signature

(To be signed at the time of handing over this slip)

NOTES :

1. Members/Proxy holders are requested to bring their copy of the Annual Report with them at the meeting.
2. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

✂ CUT HERE

Form No. MGT-11 - PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L65993MH1920PLC000791

Name of the company: WALCHAND PEOPLEFIRST LIMITED

Registered office: 1, Construction House, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001.

Name of the member (s):

Registered address:

E-mail Id:

Folio No./ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id: Signature: or failing him

2. Name:

Address:

E-mail Id: Signature: or failing him

3. Name:

Address:

E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 94th Annual general meeting/ Extraordinary general meeting of the company, to be held on the Wednesday, July 30, 2014 at 3:00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chambers, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1

2

3

Signed this day of 2014.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Book Post



WALCHAND PEOPLEFIRST LIMITED

Registered office : 1, Construction House, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001.

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