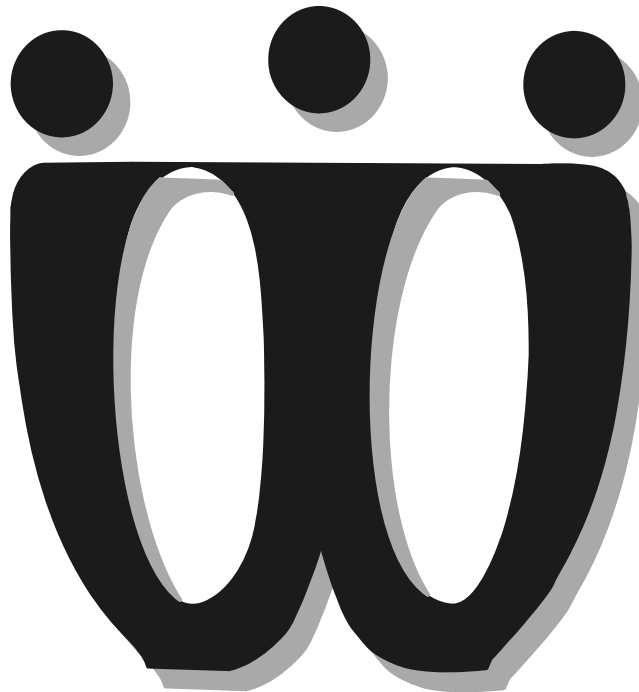


97th ANNUAL REPORT
2016 - 2017



**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

Mr. V. K. VERMA

Mr. RAJEEV DUBEY

Dr. VIJAY GUPCHUP

Ms. SHINJINI KUMAR (Appointed as an Additional Director w.e.f. 21-04-2017)

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

INFORMATION FOR SHAREHOLDERS
97th ANNUAL GENERAL MEETING

DATE : MONDAY, JULY 31, 2017
TIME : 3:00 P.M.
VENUE : KILACHAND CONFERENCE ROOM,
INDIAN MERCHANTS' CHAMBER,
IMC MARG, CHURCHGATE,
MUMBAI - 400 020.
DATE OF BOOK : JULY 24, 2017 To JULY 30, 2017
CLOSURE (BOTH DAYS INCLUSIVE)

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NOTICE

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINETY-SEVENTH ANNUAL GENERAL MEETING OF WALCHAND PEOPLEFIRST LIMITED WILL BE HELD ON MONDAY, 31ST JULY, 2017 AT 3:00 P.M AT THE KILACHAND CONFERENCE ROOM, INDIAN MERCHANTS' CHAMBER, IMC MARG, CHURCHGATE, MUMBAI - 400020 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Pallavi Jha who retires by rotation and being eligible, offers herself 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 pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the 95th Annual General Meeting (AGM) held on July 31, 2015 in respect of appointment of the auditors, M/s. K. S. Aiyar & Co., Chartered Accounts (ICAI Firm Registration 100186W) till the conclusion of the 100th AGM, the members of the Company hereby ratifies the appointment of M/s. K. S. Aiyar & Co., Chartered Accounts (ICAI Firm Registration 100186W), as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 98th AGM of the Company to be held in the Financial year ended 31st March, 2018 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the members in their Annual General Meeting held on 28th July, 2016 for re-appointment of Ms. Pallavi Jha (DIN 00068483) Chairperson and Managing Director and Mr. Sanjay Jha (DIN 00068519) Whole-time Director and payment of remuneration to them in excess of the amounts specified in the Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded take on record the applicability of the revised Schedule V for the payment of remuneration to Ms. Pallavi Jha and Mr. Sanjay Jha and ratify the pattern of payment of remuneration to Ms. Pallavi Jha and Mr. Sanjay Jha for the financial year 2016-2017.”

5. Appointment of Ms. Shinjini Kumar (DIN:02954112) 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 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 as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the consent of the members be and is hereby accorded for the appointment of Ms. Shinjini Kumar (DIN: 02954112) as the Independent Director of the Company, who was on the recommendation of Nomination and Remuneration Committee appointed as the Additional Director by the Board of Directors in their Meeting held on 21st April, 2017 to hold office till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from 31st July, 2017.”

By order of the Board

Pallavi Jha

Chairperson & Managing Director

DIN:-00068483

Address: 201, Sterling Heritage 39,
Ns Patkar Marg, Gamdevi,
Mumbai- 400007

Place: Mumbai

Date: 21st April, 2017

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) The Register of Members and Transfer Books of the Company will be closed from 24th July, 2017 to 30th July, 2017, both days inclusive;

- 4) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Computech Sharecap Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Computech Sharecap Limited;
- 5) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s. Computech Sharecap Limited for assistance in this regard;
- 6) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s. Computech Sharecap Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;
- 7) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
- 8) Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 and section 123 of Companies Act, 2013 all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2017, nor shall any payment be made in respect of such claim;
- 9) In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice;
- 10) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder will be available for inspection by the members at the Annual General Meeting;
- 11) Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the meeting. 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;

- 12) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting;
- 13) All documents referred to in the notice are open for inspection at the registered office of the Company between Business hours on all working days up to the date of the Meeting;
- 14) 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: 022-22635000-001,
Fax No.: 022-22635005,
Email:helpdesk@computechsharecap.com.
- 15) 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 125 of the Companies Act, 2013;
- 16) 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 26, 2012	Final Dividend 2011-12	August 25, 2019
2	July 30, 2013	Final Dividend 2012-13	August 29, 2020
3	July, 31, 2015	Final Dividend 2014-15	August 30, 2022
4	July , 28, 2016	Final Dividend 2015-16	August 27, 2023

It may be noted that the claimant of the shares transferred above shall be entitled 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 encash them before the due date for transfer to the Central Government.

- 17) 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, 2017 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	Nil	Nil	Nil	Nil

- 18) As per the provisions of the Companies Act, 2013 read with the rules made thereunder 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;
- 19) 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;
- 20) The requirements of the regulation 36 of the securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 pertaining to the profile of the director to be re-appointed is enclosed as **Annexure I**;

21) E- voting:

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 97th 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:

- The voting period begins from 9.00 A.M on Friday 28th July, 2017 and ends on Sunday, 30th July, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 24th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter;
- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on Shareholders.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the password provided on the address slip.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals,

HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

In case of members receiving the physical copy:

- 23) Please follow all steps from sr.no. (i) to sr.no (xx) above to caste vote.
- 24) 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;
- 22) M/s. Pramod S. Shah & Associates, Practicing Company Secretaries (Membership No. FCS, 334), 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 Chairperson of the Company;
- 23) 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 immediately after the result is declared by the Chairperson.

By order of the Board

Pallavi Jha
Chairperson & Managing Director
DIN:-00068483
Address: 201, Sterling Heritage 39,
Ns Patkar Marg, Gamdevi,
Mumbai- 400007

Place: Mumbai

Date: 21st April, 2017

Registered Office:

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

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies, Act, 2013:

Item No. 5:

The members of the Company in their 96th Annual General Meeting held on 28th July, 2016 had approved the re-appointment of Ms. Pallavi Jha, Chairperson and Managing Director and Mr. Sanjay Jha, Whole-time Director of the Company and pay the remuneration to them in excess of the limits specified in the provisions of Section 197 of the Companies Act, 2013 read with Schedule V. The amount proposed to be paid to Ms. Pallavi Jha and Mr. Sanjay Jha required the Central Government approval. The Company had filed an Application on to Central Government dated 10th September, 2016, for seeking its approval of for re-appointment and payment of remuneration to Ms. Pallavi Jha and Mr. Sanjay Jha, for the period commencing from 01st May, 2016 to 30th April, 2019, on such terms and conditions as specified in the special resolution;

Ministry of Corporate Affairs vide its notification dated 12th September, 2016, amended the provisions of Schedule V and doubled the limits mentioned therein due to which the Company was not required to go to Central Government for its approval as the proposed remuneration was within the limits of revised Schedule V.

In view of the above, the members are required to ratify the pattern of payment of Managerial remuneration to Ms. Pallavi Jha and Mr. Sanjay Jha. The Managerial remuneration has been paid for the period 1st May, 2016 to 31st December, 2016 as per old schedule V and for the period 1st January, 2017 to 30th April, 2019 in accordance with revised schedule V. The arrears for the period 1st May, 2016 to 31st December, 2016 has been paid in month of January, 2017.

Further, the members are also requested to note that the Company has received letter dated 03rd March, 2017 from the Ministry of Corporate Affairs stating that the application filed by the Company for Central Government approval in e-form MR-2 filed by the Company for payment of remuneration to M/s. Pallavi Jha, Chairperson and Managing Director and Mr. Sanjay Jha, Whole-time Director of the Company in excess of the limits specified under the old schedule V of the Companies Act, 2013 has been marked as closed.

Item No. 6:

Ms. Shinjini Kumar (DIN:02954112), was appointed as an Additional Director by the Board on the recommendation of Nomination and Remuneration Committee in their Meeting held on 21st April, 2017 with immediate effect. In accordance with provision of section 161 of the Companies Act, 2013 and applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 to hold office upto the date of the Annual General Meeting.

Ms. Shinjini Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Shinjini Kumar for the office of Director of the Company.

The Company has also received declarations from Ms. Shinjini Kumar that she meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Ms. Shinjini Kumar fulfills the conditions required to be fulfilled for being appointed as an Independent Director as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In view of the above, the members are requested to appoint Ms. Shinjini Kumar as an Independent Director of the Company.

Brief resume:

Shinjini Kumar has over two decades of experience in banking and financial services in India. She is currently working at Paytm as CEO for Paytm Payments Bank. Prior to joining Paytm, Shinjini has held senior positions at PricewaterhouseCoopers, Reserve Bank of India (RBI) and Bank of America-Merill Lynch. She writes regularly on banking policy matters and participates in conference and seminars. At PwC, Shinjini led banking and capital markets practice for India. Her clients included multinational banks and financial institutions, that sought to establish or grow their presence in India or align their governance, product governance, compliance or anti money laundering frameworks with local regulations or operating environment. She worked extensively with non-bank financial services, micro finance and payments companies, advising them on business set up and regulatory complexities. She has also worked on regulatory aspects of mergers and acquisitions in India and cross border investments. She was part of PwC's global Financial Services Future Leaders program.

In her stint at the RBI, Shinjini has worked on Foreign Direct Investments and other foreign exchange related matters and conducted on site and off site supervision of banks and non bank finance companies (NBFCs). In her last assignment at the RBI, Shinjini was the Principal Inspecting Office for some of the largest foreign banks operating in India.

Shinjini holds a Master's Degree in Public Policy from University of Texas at Austin and M.A. (English Literature) from Delhi University. She trained as journalist at the Times Centre for Media Studies in Delhi prior to joining Reserve Bank of India and has attended various programs at reputed institutions in India and abroad on leadership, strategy and communication.

ANNEXURE 1

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

**Ms. Pallavi Jha
Chairperson & Managing Director
Walchand PeopleFirst Limited**

Pallavi Jha is the Chairperson & Managing Director of Walchand PeopleFirst Limited.

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 Engineering, Construction, FMCG, Media and Financial Services.

She has singularly led the India operations into the fastest growing region 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. Today her company has a focused practice on employability and livelihoods training through its India Futures division.

She has been a keynote speaker and a panel member in

various fora 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, the National Council on Skills Development, CII and its National Sub-committee on School Education. Currently she is Chairperson for Indian Women's Network, a CII initiative aimed at engaging, enabling and empowering women. Additionally, she has been part of women's groups, which has encouraged first generation women entrepreneurs into taking business initiatives.

Earlier, she 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.

Pallavi Jha is an MBA from Syracuse University, New York and a graduate in humanities from St Xavier's College, Mumbai.

**2. Shinjini Kumar:
Independent Director
Walchand PeopleFirst Limited**

Shinjini Kumar has over two decades of experience in banking and financial services in India. She is currently working at Paytm as CEO for Paytm Payments Bank. Prior to joining Paytm, Shinjini has held senior positions at PricewaterhouseCoopers, Reserve Bank of India (RBI) and Bank of America-Merill Lynch. She writes regularly on banking policy matters and participates in conference and seminars. At PwC, Shinjini led banking and capital markets practice for India. Her clients included multinational banks and financial institutions, that sought to establish or grow their presence in India or align their governance, product governance, compliance or anti money laundering frameworks with local regulations or operating environment. She worked extensively with non-bank financial services, micro finance and payments companies, advising them on business set up and regulatory complexities. She has also worked on regulatory aspects of mergers and acquisitions in India and cross border investments. She was part of PwC's global Financial Services Future Leaders program.

In her stint at the RBI, Shinjini has worked on Foreign Direct Investments and other foreign exchange related matters and conducted on site and off site supervision of banks and non bank finance companies (NBFCs). In her last assignment at the RBI, Shinjini was the Principal Inspecting Office for some of the largest foreign banks operating in India.

Shinjini holds a Master's Degree in Public Policy from University of Texas at Austin and M.A. (English Literature) from Delhi University. She trained as journalist at the Times Centre for Media Studies in Delhi prior to joining Reserve Bank of India and has attended various programs at reputed institutions in India and abroad on leadership, strategy and communication.

- b. Disclosure of relationship between directors inter-se
There is no relationship between Ms. Shinjini Kumar and any of the Director of the Company.
- c. Name of listed Company in which Ms. Shinjini Kumar holds directorship and membership of the Committees of the board:
Name of listed entities (other than Company) in which director holds directorship - **NIL**
Name of listed entities (other than Company) in which director holds Chairperson in Committee - **NIL**
Name of listed entities (other than Company) in which director holds membership in Committee - **NIL**
- d. Shareholding in the Company- Ms. Shinjini Kumar does not hold any shares in the Company.

DIRECTORS' REPORT

To,
The Members
Walchand PeopleFirst Limited

The Directors are pleased to present the 97th Annual Report along with the Audited Financial Statements of your Company for the Financial Year ended 31st March, 2017.

The State of the Company's Affairs

1. KEY FINANCIAL HIGHLIGHTS:

<i>Particulars</i>	For the Year ended 31st March, 2017 (INR. in lakhs)	For the Year ended 31st March, 2016 (INR. in lakhs)
Profit before interest, depreciation and taxation	161.49	412.70
Less: Interest	(0.02)	(0.05)
Less: Depreciation/Amortisation	(49.14)	(36.75)
Less: Provision for Taxation - Current / earlier years	(48.85)	(117.88)
Add/(Less): Deferred Tax recognized	18.27	(9.92)
Net Profit	81.75	248.10
Add: Balance brought forward	734.66	530.25
Amount available for appropriation	816.41	778.35
Less : Proposed Final Dividend	-	(36.30)
Less : Dividend Tax	-	(7.39)
Balance carried to Balance Sheet	<u>816.41</u>	<u>734.66</u>

During the year under review, the Company has reported a total income of INR. 2,493.87 lakhs out of which non-operating income amounts to INR 169.84 lakhs. Income from operations is INR 2,324.03 lakhs which has increased by INR 49.08 lakhs i.e. by 2% as compared to the previous year.

2. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of Business by the Company during the period under review.

3. DIVIDEND:

Your Directors have decided not to recommend any dividend for the Financial Year ended 31st March, 2017.

4. TRANSFER TO RESERVES:

The Company has proposed to transfer Nil amount to the General Reserve out of amount available for appropriations.

5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of energy -

Sub-rule 3(A) of Rule 8 of the Companies (Accounts) Rules, 2014 pertaining to the Conservation of energy is not applicable to the Company.

(B) Technology Absorption -

Sub-rule 3(B) of Rule 8 of the Companies (Accounts)

Rules, 2014 pertaining to the Technology Absorption is not applicable to the Company.

Foreign exchange Earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo in terms of actual outflows is as follows:

A. Expenditure In Foreign Currency	Financial Year ended 31.03.2017 (INR in Lakhs)	Financial Year ended 31.03.2016 (INR in Lakhs)
Royalty Remitted	223.81	186.16
Others	11.98	8.51
B. Earnings in Foreign currency		
Professional fees	8.28	14.73
Others	6.46	4.07

6. MANAGEMENT DISCUSSION AND ANALYSIS:

Industry Structure & Developments

India's economy is set to grow at 7.4% in the current fiscal year 2017-18 against 7.1% in the previous year, on the back of pick-up in consumption demand and higher public investment according to the Asian Development Bank

In its latest Asian Development Outlook (ADO) 2017 report, ADB said while the recent gross domestic product (GDP) data for 2016-17 did not fully capture the effects of demonetization, the slowdown did reflect a continued slump in investment. "Dragging on growth were excess production capacity, problems that past over investment left on corporate balance sheets, and new bank lending inhibited by too many stressed assets." Moderately higher growth is projected as consumption picks up and government initiatives boost private investment. A continued commitment to reform-especially in the banking sector-will help India maintain its status as the world's fastest growing major economy. The ADO expects consumption to pick up as more new bank notes are put in circulation after the shock withdrawal of high-value currencies and as planned salary and pension hike for state employees are implemented. The public sector will remain the main driver of investment as banks continue to wind down balance sheets constrained by high levels of stressed assets. Exports are forecast to grow by 6% in the coming year.

Opportunities and Challenges

The corporate training market has been one of the most fluctuating segments in the overall Education industry in India. The period of 2008-2010 saw a severe low point in the industry's growth on account of the recession. However, good economic growth and stabilization in businesses across industry along with greater emphasis on employee training and skill development in Indian organizations have been instrumental in fueling the corporate training market for last few years. As per the