



**WALCHAND PEOPLEFIRST LIMITED**

CIN: L74140MH1920PLC000791

Regd. Office: 1<sup>st</sup>Floor, Construction House, 5-Walchand Hirachand Marg, Ballard Estate, Mumbai -400001  
Website: www.walchandpeoplefirst.com; Tel: +91-22-67818181 Fax: +91-22-22610574

Dear Members,

**SUB: Corrigendum to the Notice of 102<sup>nd</sup> Annual General Meeting of the Shareholders of Walchand PeopleFirst Limited (WPFL)**

Pursuant to Section 101 and other applicable provisions of the Companies Act, 2013 read with the Circular issued by the Ministry of Corporate Affairs (MCA) dated 05.05.2022 [read with Circulars dated 08.04.2020, 13.04.2020, 21.04.2020, 05.05.2020, 13.01.2021 and 14.12.2021 (Collectively referred to as MCA Circulars)] and SEBI Circular dated 13.05.2022 read with Circulars dated 12.05.2020 and 15.01.2021, Walchand PeopleFirst Limited (WPFL) had issued a Notice for the 102<sup>nd</sup> Annual General Meeting (AGM) of the Company which is to be held on Thursday, 30<sup>th</sup> June 2022 to the Shareholders of the Company by email on 06<sup>th</sup> June 2022.

The Corrigendum is being issued in continuation of the said Notice to the Shareholders of WPFL to note the corrections as appearing hereunder with respect to point no. 15 (II) of the Directors' Report (Page No. 21).

Point no. 15(II) -Audit Committee of the Directors' Report to be read as under:

The Composition of the Committee is as under:

Sr. No.	Name of the Member	Designation
1	Mr. Joseph Pereira	Chairman
2	Mr. Jehangir Ardeshir	Member
3	Mr. Sanjay Jha	Member

All other contents of the 102<sup>nd</sup> Annual Report remain same as before.

Thanking you,

Yours faithfully,

**For Walchand PeopleFirst Limited**

**Kajal Sudani**  
**Company Secretary & Compliance Officer**



**102<sup>nd</sup> ANNUAL REPORT**  
**2021 - 2022**



WALCHAND  
**PEOPLEFIRST**

**WALCHAND PEOPLEFIRST LIMITED**



## **BOARD OF DIRECTORS**

MS. PALLAVI JHA - CHAIRPERSON & MANAGING DIRECTOR

MR. SANJAY JHA –WHOLE-TIME DIRECTOR

MR. H. N. SHRINIVAS -INDEPENDENT DIRECTOR

MR. JEHANGIR ARDESHIR -INDEPENDENT DIRECTOR

MR. JOSEPH ANDREW PEREIRA (APPOINTED AS AN INDEPENDENT DIRECTOR W.E.F. 26-10-2020)

## **COMPANY SECRETARY AND COMPLIANCE OFFICER**

MS. KAJAL SUDANI

## **STAUTORY AUDITORS**

M/S. CNK & ASSOCIATES LLP,

CHARTERED ACCOUNTANTS

## **INTERNAL AUDITOR**

M/S. SMMP & COMPANY

CHARTERED ACCOUNTANTS

## **BANKERS**

STANDARD CHARTERED BANK

HDFC BANK LTD.

## **REGISTERED OFFICE**

1<sup>ST</sup> FLOOR, CONSTRUCTION HOUSE,

5-WALCHAND HIRACHAND MARG,

BALLARD ESTATE, MUMBAI- 400 001

Tel No: 022-67818181

Fax: 22610574

Email: kajal@walchandgroup.com

Website: www.walchandpeoplefirst.com

## **REGISTRAR & TRANSFER AGENT**

### **BIGSHARE SERVICES PRIVATE LIMITED**

OFFICE NO S6-2, 6<sup>TH</sup> FLOOR PINNACLE BUSINESS PARK,

NEXT TO AHURA CENTRE, MAHAKALI CAVES ROAD,

ANDHERI (EAST), MUMBAI – 400093, MAHARASHTRA,

Tel No.: 022-6263 8200

Email: investor@bigshareonline.com

## **INFORMATION FOR SHAREHOLDERS**

### **102<sup>ND</sup> ANNUAL GENERAL MEETING**

DATE : THURSDAY, JUNE 30, 2022  
TIME : 11.30 A.M.  
MODE : THROUGH VIDEO CONFERENCING  
("VC")/OTHER AUDIO VISUAL MEANS  
("OVAM")  
DATE OF BOOK : 24<sup>th</sup> JULY, 2022 TO 30<sup>th</sup> JULY, 2022  
CLOSURE : (BOTH DAYS INCLUSIVE)

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## NOTICE

### NOTICE OF THE 102<sup>ND</sup> ANNUAL GENERAL MEETING

CIN: L74140MH1920PLC000791

**Regd. Office:** 1<sup>st</sup> Floor, Construction House, 5-Walchand Hirachand Marg, Ballard Estate, Mumbai – 400001

**NOTICE IS HEREBY GIVEN THAT THE ONE HUNDREDTH AND SECOND ANNUAL GENERAL MEETING OF MEMBERS OF WALCHAND PEOPLEFIRST LIMITED WILL BE HELD ON 30<sup>TH</sup> JUNE, 2022 AT 11:30 A.M. IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OVAM”) TO TRANSACT THE FOLLOWING BUSINESS:**

#### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend at the rate of Rs. 1.25 (One Rupee and Twenty Five Paise only), being 12.5%, per equity share of Rs. 10/- each of the Company for the financial year ended 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Mr. Sanjay Divakar Jha (DIN: 00068519), who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

4. **Re-appointment of Ms. Pallavi Jha (DIN:00068483), Chairperson and Managing Director of the Company for a period of two years and one month and fixation of the remuneration to be paid for the period commencing from 01<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2023 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the Articles of Association of the Company, the consent of members be and is hereby accorded to reappoint Ms. Pallavi Jha (DIN: 00068483), as Chairperson & Managing Director on such terms and conditions as approved by the Board of Directors and as recommended by the Nomination and Remuneration Committee during the Meeting and set out in clauses A to E below :

- A. Period of Appointment:** 01<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2024.
- B. Salary:** INR 65,83,500/- (Indian Rupees Sixty-Five Lakhs Eighty Three Thousand Five Hundred only) for the period commencing from the 1<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2023.

Increment per annum may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

- C. Perquisites:** In addition to Salary, a basket of allowances/ perquisites upto INR 31,18,500/- (Thirty One Lakhs Eighteen Thousand Five Hundred only) for the period commencing from 1<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2023 and increment per annum as may be recommended by the members of the Nomination & Remuneration Committee subject to the approval of the Board which will include perquisites of rent-free furnished accommodation including furniture, fixtures and furnishings, owned, leased or rented by the Company or House Rent Allowances in lieu thereof, leave travel concession for herself and her family, excluding payment towards repairs and maintenance of accommodation, telephone facility at residence, mobile phone facility, fees for two clubs, fees for two credit cards to the respective service providers and allowances or perquisites in terms of the Company's Rules such as Company owned car with driver's expenses, group personal accident insurance, health insurance premium etc.

“Family” mentioned above means the spouse, dependent parent and dependent children of the Chairperson & 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 or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with relevant rules made thereunder;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of Companies Act, 2013 read with the relevant rules made thereunder;
- 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 Act along with its relevant rules.

- D. Commission:** Such amount for each financial year as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
- E. Termination:** The appointment is liable for termination by either party giving 6 months' notice in writing to the other.

**RESOLVED FURTHER THAT** in the event in any financial year during the currency of tenure of the Chairperson & Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Chairperson & Managing Director, the above remuneration as the minimum remuneration by way of salary, perquisites, any other allowances and increment thereof as specified above.

**RESOLVED FURTHER THAT** the terms and conditions of the re-appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination and Remuneration Committee thereof) as it may in its discretion deem fit within the limits payable to the Chairperson & Managing Director in accordance with Section 197 read with Schedule V to the Companies Act 2013, other relevant provisions of the Companies Act, 2013 and in accordance to statutory modification/amendments made under the relevant provisions of the Companies Act, 2013 and Schedule(s) thereof and as agreed between the Board of Directors and Ms. Pallavi Jha.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors after taking into consideration the recommendations of the members of the Nomination and Remuneration Committee be and are 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 from time to time."

**5. Re-appointment of Mr. Sanjay Jha (DIN: 00068519), Whole-Time Director of the Company for a period of two years and one month and fixation of the remuneration to be paid for the period commencing from 01<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2023 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the Articles of Association of the Company, the consent of members be and is hereby accorded to re-appoint Mr. Sanjay Jha (DIN: 00068519), as Whole-Time Director on such terms and conditions as approved by the Board of Directors and recommended by the Nomination and Remuneration Committee during the Meeting and set out in clauses A to E below :

**A. Period of Appointment:** 01<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2024

**B. Salary:** INR 63,52,500/- (Indian Rupees Sixty-Three Lakhs Fifty Two Thousand Five Hundred Only) for the period commencing from the 1<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2023

Increment per annum 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 26,56,500/- (Indian Rupees Twenty Six Lakhs Fifty Six Thousand Five Hundred only) for the period commencing from 1<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2023 and increment per annum as may be recommended by the members of the Nomination and Remuneration Committee subject to the approval of the Board which will include perquisites of rent-free furnished accommodation including furniture, fixtures and furnishings, owned, leased or rented by the Company or House Rent Allowances in lieu thereof, leave travel concession for himself and his family, excluding payment towards repairs and maintenance of accommodation, telephone facility at residence, mobile phone facility, fees for two clubs, fees for two credit cards to the respective service providers and allowances or perquisites in terms of the Company's Rules such as Company owned car with driver's expenses, group personal accident insurance, health insurance premium etc.

"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 or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961 and pursuant to the provisions of the Companies Act, 2013 read with relevant rules made thereunder;
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service pursuant to the provisions of Companies Act, 2013 read with the relevant rules made thereunder;
- 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 Act along with its relevant rules.

**D. Commission:** Such amount for each financial year as may be recommended by the Nomination and Remuneration Committee and approved by the Board.



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

**RESOLVED FURTHER THAT** in the event in any financial year during the currency of tenure of the Whole-Time Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Whole-Time Director, the above remuneration as the minimum remuneration by way of salary, perquisites, any other allowances and increment thereof as specified above.

**RESOLVED FURTHER THAT** the terms and conditions of the re-appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination and Remuneration Committee thereof) as it may in its discretion deem fit within the limits payable to the Whole-Time Director in accordance with Section 197 read with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and in accordance to statutory modification/amendments made under the relevant provisions of the Companies Act, 2013 and Schedule(s) thereof and as agreed between the Board of Directors and Mr. Sanjay Jha.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors after taking into consideration the recommendations of the members of the Nomination and Remuneration Committee be and are 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 from time to time."

**By order of the Board**

**Sd/-**

**Pallavi Jha**

Chairperson & Managing Director

**DIN: -00068483**

**Address:** 201, Sterling Heritage 39,  
N.S. Patkar Marg, Gamdevi,  
Mumbai- 400007

**Place:** Mumbai

**Date:** 29<sup>th</sup> April, 2022

**Registered Office:**

1<sup>st</sup> Floor, Construction House,

5-Walchand Hirachand Marg,

Ballard Estate, Mumbai - 400 001.

#### Notes:

1. In accordance with General Circular No. 2/2022 dated 05<sup>th</sup> May 2022, General Circular No. 21/ 2021 dated 14<sup>th</sup> December, 2021, General Circular No. 19/ 2021 dated 8<sup>th</sup> December, 2021, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020 issued by Ministry of Corporate Affairs coupled with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020; the Annual General Meeting("AGM") is being held through video conferencing without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the company situated at 1st Floor, Construction House, 5-Walchand Hirachand Marg, Ballard Estate, Mumbai – 400001 Maharashtra, India. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing;
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the relevant details pursuant to Regulation 26 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect to the profile of the Directors to be re-appointed is enclosed as **Annexure I**;
3. The members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 11:00 A.M. till 11:45 A.M. i.e. at least 30 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the Meeting;
4. The members are requested to note that since the Meeting is being held through Video Conferencing, the facility for appointment of proxies shall not be available for the 102<sup>nd</sup> Annual General Meeting of the Company, therefore the Proxy Form and Attendance Slip are not annexed to this Notice;
5. The Register of Members and Transfer Books of the Company will be closed from Friday, 24<sup>th</sup> June, 2022 to Thursday, 30<sup>th</sup> June, 2022, both days inclusive in connection with the 102<sup>nd</sup> AGM and for the purpose of payment of dividend, if approved by the members;
6. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandated that dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of dividend payment to shareholders at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof;



The members are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form no. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com) by 5:00 p.m. IST on 23<sup>rd</sup> June, 2022.

The shareholders may also download these forms from Bigshare's website at [www.bigshareonline.com/Resources.aspx](http://www.bigshareonline.com/Resources.aspx) and send:

- a) physical copies of the duly filled forms / documents to Bigshare's registered office at Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093., Maharashtra, or
- b) scanned copies of the duly filled forms / documents to Bigshare's e-mail ID [tds@bigshareonline.com](mailto:tds@bigshareonline.com)

Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. no permanent establishment and Beneficial Ownership Declaration, Tax residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com)/[tds@bigshareonline.com](mailto:tds@bigshareonline.com).

It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

By submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents, the member is deemed to confirm to the Company that:

- a. the shareholder satisfies the requisite criteria for submission of the same and takes full responsibility for availing the TDS deduction exemption;
  - b. the Company or Bigshare will not be held responsible / liable and no claims shall lie against them in this regard;
  - c. the online submission of the Form 15G/Form 15H (if made) shall be deemed to have been signed by the shareholder.
7. The dividend, if declared, at the AGM, will be paid on or before 30<sup>th</sup> July 2022, subject to deduction of tax at source to those persons or their mandates:
- a) Whose names appear as Beneficial Owners as at the end of the business hours on Thursday, 23<sup>rd</sup> June, 2022 (record date) in the list of Beneficial Owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

- b) Whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the RTA on or before record date.

8. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members at the earliest who have not updated their bank account details.
9. In accordance with the Directions issued by the Ministry of Corporate Affairs, the Meeting has a capacity to host at least 1000 members on a First-Come, First-Serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The participants are allowed to pose their questions concurrently or they can submit the questions in advance on the email id – [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com).
10. In compliance with the aforesaid MCA Circulars dated 05<sup>th</sup> May 2022 read with SEBI Circular dated 13<sup>th</sup> May, 2022, Notice of the AGM along with the Annual Report of 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2021-22 will also be available on the Company's website [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com), websites of the Stock Exchange i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. 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. Bigshare Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Private Limited;
12. Members holding shares in physical form are requested to convert 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 Bigshare Services Private Limited for assistance in this regard;

13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Bigshare Services Private Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes;
14. 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 at the AGM;
15. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically;
16. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant;
17. Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases: -
  - a) Legal Heirs'/Nominees' PAN Card for transmission of shares,
  - b) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder,
  - c) Joint Holders' PAN Cards for transposition of shares.
18. 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 Company for the amounts so transferred prior to March 31, 2022, nor shall any payment be made in respect of such claim;
19. 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;
20. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the 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 along with all the documents referred to in the Notice will be available for inspection by the members in electronic mode at the Annual General Meeting, and also from the date of circulation of this Notice up to the date of AGM, i.e. 30<sup>th</sup> June, 2022 without any payment of fee by the members. Members seeking to inspect such documents can send an email to [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com).
21. Pursuant to Section 112 and 113 of the Companies Act, 2013, representative of members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through Video conference;
22. Authorized Representatives of Corporate Members and Representatives appointed in pursuance of Section 112 of the Companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com); if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer's verification;
23. Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, "Bigshare", Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093., Maharashtra.  
Telephone: 022-6263 8200;  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
24. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not 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 (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules;

25. 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 31, 2015	Final Dividend 2014-15	August 30, 2022
2.	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 and 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 the entire 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;

26. 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;
27. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice.

## 28. VOTING THROUGH ELECTRONIC MEANS:

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) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members with respect to the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. Thus, the facility for casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL;

- i. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 21/ 2021 dated 14<sup>th</sup> December, 2021, General Circular No. 19/ 2021 dated 8<sup>th</sup> December, 2021, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020 coupled with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020;. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).



vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 21/ 2021 dated 14<sup>th</sup> December, 2021, General Circular No. 19/ 2021 dated 8<sup>th</sup> December, 2021, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

viii. In continuation of this Ministry's General Circular No. 20/2020, dated 05<sup>th</sup> May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**A. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins from 09:00 A.M. IST on Monday, 27<sup>th</sup> June, 2022 and ends on Wednesday, 29<sup>th</sup> June, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 23<sup>rd</sup> June, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting .

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

#### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v) Login method for e-Voting and joining Virtual meeting for the shareholders other than individual shareholders and physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.  
  
Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- ix. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurx, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

29. Shareholders are requested to download the CISCO WebEx app from their respective stores to ensure ease of participation on the day of the AGM.
30. Mr. Pramod S. Shah (ICSI Membership No. FCS- 334), of Pramod S. Shah & Associates, Practicing 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 favor or against, if any, forthwith to the Chairperson of the Company;

31. 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](http://www.walchandpeoplefirst.com) and on the website of CDSL immediately after the result is declared by the Chairperson. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed

**By order of the Board**

Sd/-

**Pallavi Jha**

**Chairperson & Managing Director**

DIN: -00068483

Address: 201, Sterling Heritage 39,  
N.S. Patkar Marg, Gamdevi, Mumbai- 400007

**Place:** Mumbai

**Date:** 29<sup>th</sup> April, 2022

**Registered Office:**

1<sup>st</sup> Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai - 400 001.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4 & 5:**

At the 18<sup>th</sup> Nomination and Remuneration Committee Meeting and 1041<sup>st</sup> Meeting of the Board of Directors held on 29<sup>th</sup> April, 2022, the directors of the Company approved the re-appointment of Ms. Pallavi Jha as Managing Director of the Company for the period from 1<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2024. The Directors also approved the re-appointment of Mr. Sanjay Jha as the Whole-Time Director of the Company for the period from 1<sup>st</sup> May, 2022 to 31<sup>st</sup> May, 2024. The Nomination and Remuneration Committee of the Company's Board of Directors reviewed the remuneration of the Managing Director and Whole-Time Director of the Company with a view to align such remuneration with the best practices prevailing in the corporate world and in the Training and Development Sector globally. The Nomination and 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	Existing emuneration (amount in rs.) Per annum	Proposed Remuneration (Amount in Rs.) Per Annum
<b>Ms. Pallavi Jha, Chairperson and Managing Director</b>		
Salary	58,18,750	
Perquisite	27,56,250	
Commission	29,92,500	Amount of Commission for each financial year will be the amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
Limits	The total Remuneration including Salary, allowances, perquisites and Commission shall be as per the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013	The total Remuneration including Salary, allowances, perquisites and Commission shall be as per the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

Particulars	Existing Remuneration (Amount in Rs.) Per Annum	Proposed Remuneration (Amount in Rs.) Per Annum
<b>Mr. Sanjay Jha, Whole-Time Director</b>		
Salary	56,14,583	
Perquisite	23,47,917	
Commission	28,87,500	Amount of Commission for each financial year will be the amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board.
Limits	The total Remuneration including Salary, allowances, perquisites and Commission shall be as per the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.	The total Remuneration including Salary, allowances, perquisites and Commission shall be as per the provisions of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee has 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 29<sup>th</sup> April, 2022.

The remuneration proposed is in accordance with Section 196, Section 197 and Section 203 of the Companies Act, 2013 read with its relevant rules made thereunder and Schedule V and all other applicable provisions of the 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 Members of the Nomination and Remuneration Committee and Board of Directors and subject to the approval of Shareholders of the Company by way of the Special Resolution.

As per Section 197 of the Companies Act, 2013, the re-appointment of Ms. Pallavi Jha, Managing Director and Mr. Sanjay Jha, Whole-Time Director, on the revised terms as set out in the body of resolution in the Clause A to E of the respective resolutions in the accompanying Notice shall be paid with the approval of the shareholders.

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 respectively.

The aforesaid revisions in the terms of re-appointment of Ms. Pallavi Jha as Managing Director and Mr. Sanjay Jha as Whole-Time Director, presently requires the approval of the Shareholders pursuant to 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 resolutions, set out at item no. 4 and 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 their re-appointment as Managing Director and 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 are 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 Mr. Sanjay Jha as Whole-Time Director of the Company respectively 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 Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in **Annexure II**.

## ANNEXURE I

### DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 26 AND REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

#### 1. Ms. Pallavi Jha

##### **Chairperson & Managing Director Walchand PeopleFirst Limited**

Pallavi Jha is the Chairperson & Managing Director of Dale Carnegie Training India and Walchand PeopleFirst Ltd.

Pallavi 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 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 Walchand Plus.

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 CII Maharashtra Council and the Skills Development Committee for CII, Western Region, the National Council and the 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.

She is an MBA from Syracuse University, New York and a graduate in humanities from St Xavier's College, Mumbai. She is also a certified Executive Coach from Erickson Coaching International.

**Age:** 57 years

### **Disclosure of inter-se relationships between Directors and Key Managerial Personnel:**

No directors, Key managerial Personnel or their relatives are interested or concerned in this resolution, except Ms. Pallavi Jha and her husband Mr. Sanjay Jha.

### **Listed entities (other than the Walchand PeopleFirst Limited) in which Ms. Pallavi Jha holds directorship and committee membership:**

Ms. Pallavi Jha neither hold any Directorship nor membership of Committees of the Board of any other listed entities apart from this Company.

### **No. of shares held as on 31<sup>st</sup> March, 2022 in the Company:**

1620 shares - 0.19% of shareholding

For other details such as number of meetings of the board attended during the year, remuneration drawn please refer to the Directors Report and Form No. MGT-9 –Extract of Annual Return which is a part of this Annual Report.

#### 2. Mr. Sanjay Jha

##### **Executive Director, Dale Carnegie Training India**

Sanjay Jha is the Executive Director of the world-famous Dale Carnegie Training operations in India, which has a global experience of having worked with over 400 of the Top Fortune 500 companies. In India, Dale Carnegie has worked with over 3000 corporate firms, multinational companies, public sector, government and NGOs and trained more than 310,000 Dale Carnegie graduates in the last ten years. His area of professional interest and management science specialization includes leadership development, change management, corporate culture and ethics, business strategy and emotional intelligence. Sanjay is a Motivational speaker, an Executive Coach, and Mentor who has advised top management, including CEO's as well as senior political leaders.

Sanjay has often received overwhelming feedback and recognition of high-quality motivational and leadership training. He is one of the senior leaders in the worldwide Dale Carnegie Training network and has addressed global audiences. 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, and has also been engaged frequently as a strategic consultant/ advisor on training to a leading political party.

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, Rediff.com and The Huffington Post, and appears regularly to air his views on print and electronic media. He is one of India's top influencers on social media like Twitter.

Prior to starting Dale Carnegie, Sanjay 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.

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.

Jha has recently authored a book on leadership called The Superstar Syndrome (The Making of a Champion), co-authored with Dr. Myra White, who is a Professor at the Harvard Medical School. This book was launched in August 2013 and featured in the Crossword Bestseller list. He has 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.

**Age:** 61 years

#### **Disclosure of inter-se relationships between directors and Key Managerial Personnel:**

No directors, Key managerial Personnel or their relatives are interested or concerned in this resolution, except Mr. Sanjay Jha and his wife Ms. Pallavi Jha.

#### **Listed entities (other than the Walchand PeopleFirst Limited) in which Sanjay Jha holds directorship and committee membership:**

Mr. Sanjay Jha doesn't hold any Directorship and the membership of Committees of the board in any other listed entities apart from this Company.

#### **No. of shares held as on 31st March, 2022 in the Company:**

Nil

For other details such as number of meetings of the board attended during the year, remuneration drawn please refer to the Director's Report & Form no. MGT-9 - Extract of Annual Return which is a part of this Annual Report.

## **ANNEXURE II INFORMATION / DISCLOSURE STATEMENT**

Annexure to the Notice convening the 102<sup>nd</sup> Annual General Meeting to be held on 30<sup>th</sup> June, 2022:

Pursuant to Section II, Part II of Schedule V of the Companies Act, 2013 (the Act) in respect of item no. 4 & 5 of the accompanying Notice pertaining to re-appointment of Managing Director and Whole-Time Director respectively and their remuneration.

## **I. GENERAL INFORMATION:**

### **(1) Nature of Industry:**

The Company is in the business of specialized 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 as the Company is an existing Company.

### **(4) Financial performance based on given indicators – as per audited financial results for the year ended March 31, 2022:**

(INR in Lakhs)

Particulars	2021-2022
Income from operations	1,781.45
Other income	162.36
Profit/(Loss) before interest, depreciation & Taxation	271.69
Net Profit/ (Loss)	184.56
Add/(Less) : Other Comprehensive Income (Net of tax)	10.62
Profit after Other Comprehensive Income	195.18
Profit computed as per the Section 198 of the Companies Act, 2013	258.83

### **(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  
Chairperson & Managing Director  
Dale Carnegie Training India  
Walchand PeopleFirst Ltd (Refer Annexure I)
- Mr. Sanjay Jha  
Whole-Time Director,  
Dale Carnegie Training India (Refer Annexure I)

**(2) Past Remuneration:**

(Amount in Lakhs)

Particulars	During the year ended 31 <sup>st</sup> March, 2022
<b>Ms. Pallavi Jha- Chairperson and Managing Director</b>	
Salary	58,18,750
Performance Pay	29,92,500
Contribution to PF	6,98,250
Perquisites	27,56,250
Contribution to Super Annuation Fund	8,72,813
Gratuity	2,79,748
Total	1,34,18,311

Particulars	During the year ended 31 <sup>st</sup> March, 2022
<b>Mr. Sanjay Jha - Whole-Time Director</b>	
Salary	56,14,583
Performance Pay	28,87,500
Contribution to PF	6,73,750
Perquisites	23,47,917
Contribution to Super Annuation Fund	8,42,188
Gratuity	2,69,932
Total	1,26,35,869

**(3) Recognition or awards during the year:**

- Ms. Pallavi Jha - Women Super Archiver Award by World HRD Congress
- 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. 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 re- 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 of loss or inadequate profits:**

The Company is passing the Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 as the proposed remuneration is not falling within the limits specified under Section 197 of the Companies Act, 2013 which is payable to Ms. Pallavi Jha and Mr. Sanjay Jha for the period from 1<sup>st</sup> May 2022 to 31<sup>st</sup> May 2024. However, the same is in line with the industry standards for managerial personnel falling under the same cadre.

**2. Steps taken or proposed to be taken for improvement:**

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. It has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce costs and improve the bottom-line.

**3. Expected increase in productivity and profits in measurable terms:**

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.



## Directors' Report

To,  
The Members  
Walchand PeopleFirst Limited

The Directors are pleased to present the 102<sup>nd</sup> Annual Report along with the Audited Financial Statements of your Company for the Financial Year ended 31<sup>st</sup> March, 2022.

The State of the Company's Affairs

### 1. KEY FINANCIAL HIGHLIGHTS: (INR. in lakhs)

Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Profit before interest, depreciation and taxation *	307.99	36.61
Less: Interest	(1.89)	(2.39)
Less: Depreciation/ Amortisation	(34.39)	(53.39)
Less: Provision for Taxation – Current / earlier years	(75.75)	(2.51)
Add / (Less): Deferred Tax recognized	(11.38)	5.21
Net Profit *	184.57	(16.47)
Add/(Less) : Other Comprehensive Income (Net of tax)	10.62	18.26
Profit after Other Comprehensive Income *	195.19	1.79
Add: Balance brought forward	1,133.06	1,131.28
Less : Impact of Ind AS 116 - Lease Accounting	-	-
Amount available for appropriation	1,328.25	1,133.06
Less : Proposed Final Dividend	-	-
Less : Dividend Tax	-	-
<b>Balance carried to Balance Sheet</b>	<b>1,328.25</b>	<b>1,133.06</b>

During the year ended March 31, 2022, the company has received an order from Brihan Mumbai Mahanagar Palika for disputed municipal taxes. As per outcome of the order, the company has settled the Municipal taxes dues. On Account of the same Rs. 104.36 Lakhs charged to Statement of Profit & Loss under Other expenses. This was a one-time expense incurred net of provisions made towards the municipal taxes during all the years from April 2000 to March 2022.

During the year under review, the Company has reported a total income of INR 1943.81 Lakhs out of which non-operating income amounts to INR 162.37 Lakhs. Income from operations is INR 1781.44 lakhs which has increased by INR 899.32 Lakhs i.e. by 102 % as compared to the previous year.

During the year under review, the Company has reported Net Profit after tax and other comprehensive Income of Rs. 195.19 Lakhs during the year as compared to Rs. 1.78 Lakhs in 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 are pleased to recommend a final dividend of Rs. 1.25/- per equity share of the company for the Financial Year ended 31<sup>st</sup> March, 2022.

### 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 -

The particulars as required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy have not been furnished considering the nature of activities undertaken by the Company during the year under review.

#### (B) Technology Absorption -

The particulars as required under the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

#### (C) 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 31.03.2022 (INR. in lakhs)*	Financial Year ended 31.03.2021 (INR. in lakhs)*
Royalty Remitted	164.33	119.91
Others	65.18	19.33
B. Earnings in Foreign currency	Financial Year ended 31.03.2022 (INR. in lakhs)*	Financial Year ended 31.03.2021 (INR. in lakhs)*
Professional fees	8.24	12.92
Others	0.26	0.87

\*Expenses are grossed up.

## 6. MANAGEMENT DISCUSSION AND ANALYSIS:

### **Economic Trends:**

The global economic recovery is set to be volatile amid continued COVID-19 flare-ups on account of new variants, diminished policy support as governments tighten their fiscal profligacy of the pandemic peak years and continuing supply bottlenecks. The outlook is clouded by various downside possibilities, including rising inflation expectations and financial stress. If some countries eventually require debt restructuring, the recovery will be more difficult to achieve than in the past. Climate change may increase commodity price volatility. Social tensions may heighten as a result of the increase in inequality caused by the pandemic. These challenges underscore the need to foster widespread vaccination, enhance debt sustainability, tackle climate change and inequality, and diversify economic activity. To top all this, is the adverse economic consequences of the unexpected Ukraine war.

The post-Covid-19 pandemic recovery is being hit by a potentially huge global supply shock that will reduce growth and push up worldwide inflation. The war in Ukraine and economic sanctions on Russia have put global energy supplies at risk. This is a double whammy. Sanctions seem unlikely to be rescinded as the war escalates. Russia supplies around 10% of the world's energy, including 17% of its natural gas and 12% of its oil. The jump in oil and gas prices will add to industry costs and reduce consumers' real incomes. Outright shortages and energy rationing are possible in Europe if there is an abrupt halt to Russian supply. Higher energy prices are a given. Most international rating agencies have lowered world growth forecasts for Y 2022 to around 3% from the earlier 3.5%. India's impressive real growth is likely to be significantly impacted as we are an energy-dependant country.

India's GDP will likely grow 9.2 percent in FY22, according to the Ministry of Statistics and Programme Implementation. This is lower than the forecast by the Reserve Bank of India (RBI). The central bank had reiterated its GDP growth forecast of 9.5 percent for FY22 but that would certainly see a downward adjustment after the February 24<sup>th</sup> invasion of Ukraine by Russia which has completely upended all economic calculations.

We must also factor in that while the estimated GDP growth rate of 9.2 percent for FY22 is the highest in at least 17 years, it has been aided by an extremely favourable base effect, with the GDP having contracted by a record 7.3 percent in FY21 on account of the COVID-19 pandemic. It is likely that the bearish overhang of the impending economic crisis will reduce forecasted growth of India's GDP from 6% during January-March 2022 to less than 5%. The Omicron effect will be certainly felt as it completely paralyzed growth for a full month before abruptly petering out, before Kyiv and Vladimir Putin dominated headlines plunging the world economy into an unprecedented cataclysmic collapse, stock-markets notwithstanding. The depressed sentiment may linger throughout the year.

India will also experience negative aftershocks of supply bottlenecks in coal, power, and semiconductor shortages besides inflation, higher interest rates, and tepid private investments.

### **Opportunities and Challenges:**

The challenges clearly overwhelm the opportunities in a complex interconnected geopolitical world. We should be pragmatic and expect a disruptive economic system, susceptible to several unpredictable forces. After 43 million cases, over half a million deaths and almost 90% vaccinated, India seems to have acquired the elusive herd immunity. With the USA, Europe, China and South East Asia reeling under a fourth wave caused by the BA 2 variant of the Omicron, India seems to have bucked the trend. Our current daily cases are down to 1000 which has resulted in a nearly full opening of the economy, with masks and social distancing being made optional. This is perhaps the closest we have come to the pre-March 2020 normalcy. While the Ukraine war has completely neutralized the salutary gains of the pandemic's debilitating influence, it is hoped that the inherent resilience of the Indian economy (strong domestic demand and government capital spending) will help buffer the seismic shock of USD 100 plus per barrel of oil and rising food inflation.

For our core business, the sliver of optimism comes from our robust offline model and a stabilized online delivery platform, which when combined becomes a veritable learning proposition for our clients. We will be acutely dependant on the private sector's performance, with the education, public sector and the government being buffers. EdTech is the new buzzword which is both a complementary space as well as a competitive one. We expect training, learning and development to rise amidst a changing marketplace that is seeing start-ups, mergers and acquisitions, unicorns and the rise of diversified conglomerates with a particular predilection for infrastructure investments. With pandemic restrictions lifting and companies bringing back employees to office in either hybrid or regular workplaces, we are also witnessing the growing demand for in-person training and workshops. This combined with the new marketplace of digital consumption, including that of learning and development, India offers an exciting opportunity.

The RBI has cut the real GDP growth for FY 2023 to 7.2% while recalibrating focus to price stability instead of growth, with a realistic expectation of rising commodity prices. It is still too early to gauge what even the next quarter may look like till we see the full impact of the economic sanctions imposed on Russia, which has a multiplier effect worldwide.

### **Outlook, Risks and Control**

While the outlook appears mixed, the upsides are fairly clear. Sectors that are manifesting positive momentum include automobile, renewable energy, textile, retail, FinTech, pharmaceuticals, real estate, healthcare, and chemical.

It is evident that following the lockdown, there is now a digital addiction to online shopping despite the markets opening up and the return of bricks and mortar business. Convenience and value proposition (usually better discounted) seems to be driving this new tech phenomenon. Groceries lead the pack in fulfilment value, with big players ramping up operations. Healthcare Sector including Wellness is expected to see a vertical growth given the awareness of better personal hygiene and fitness, after the anxiety and stress caused by Covid 19. The digital education sector is seeing huge expansion with the unicorns spending big-ticket monies on brand building. Of course, it is inevitable that there is bound to be a shake-up here too. Similarly, the entertainment area is seeing competitive warfare for eyeballs between both foreign streaming services. The fintech sector is seeing the spectacular growth of payment companies, online banking, and several financial intermediaries.

Today's fundamental shift in the nature of work shows that India could create jobs (currently we face a 45 year high record unemployment) through online economic activities, although the gig economy is becoming the new norm. Increased automation in e-commerce and food delivery apps, streaming media, fintech, medical, logistics and services sectors, could revolutionize India's tech services economy.

Amidst the hype, a word of caution though. India's Gross Value Added will still need humongous capital investment in creating manufacturing assets, where India seems to have really slipped. Bureaucratic cholesterol still reigns and doing business is far from easy.

### **Cautionary Statement**

Your Company strives to continuously enhance our operating performance. As both the pandemic and the Ukraine war have proven, we all need to be prepared for external uncontrollable events and black swans that surprise us when we least expect it. It is thus fair to assume that in the foreseeable future we will probably have to be better prepared for unseen downturns and sharp volatilities. Economic sanctions, threats of nuclear war, climate change disasters, the rise of elected autocrats, the end of Quantitative Easing by the USA Federal Reserve, and the return of Cold War 2.0 have dramatically altered the trajectory of international economy. Even domestically, public policy is often determined by political trends, and by the economic philosophy of the ruling dispensation, besides various social and economic realities that we cannot be divorced from. Thus the statements made in this report describing the Company's objectives, expectations or predictions must be read in conjunction with this prevalent circumstance at different intervals. Accordingly, the final results of our company may materially or otherwise vary from those expressed in the statement.

### **Internal Control Systems**

Your company tirelessly and diligently tries to adhere to the highest standards of transparency, integrity and regulatory compliance. The Right to Privacy of confidential employee and customer information is strictly maintained. We understand that good business results do not happen in isolation; they require an architecture of governance that upholds shareholder and stakeholder interests.

Following the digitisation of our learning and development modules, protecting our intellectual copyright from being hacked or hijacked has become a paramount responsibility. We also recognize the need to have a fool-proof technological platform that can sustain high volumes of business and has adequate security safeguards. We are continuously improving our security systems and building in flexibility that aids our work flow processes.

As the company gears to launch a nation-wide Franchise model we do understand the enormous responsibility of providing our employees, partners, customers and participants a vibrant, easy to do, and user-friendly experience. At the same time, we are focused perennially on ticking all the boxes when it comes to statutory guidelines that a publicly listed company must uphold at all times.

### **Financial Performance**

Total income achieved during the year under review is INR 1,943.81 lakhs as against INR 1,093.38 lakhs in the previous year. Income from operations of the Company has been INR 1,781.45 lakhs against INR 882.12 lakhs in the previous year, showing an increase of 102% on account of recovery in the economy and efforts put in team. Owing to extensive cost control along with Other Income of INR 162.36 Lakhs the Company have achieved total EBITDA of 16% on total income as compared to 3% last year.

After providing for current tax of INR 75.75 Lakhs and deferred tax of INR 11.38 lakhs and Other Comprehensive income of INR 10.62 lakhs, the net profit of the Company is INR 195.18 lakhs (\*) as against the net profit of INR 1.78 lakhs in the previous year resulting in total PAT after OCI of 10% on total income as compared to 0.16% last year.

\* During the year ended March 31, 2022, the company has received an order from Brihan Mumbai Mahanagar Palika for disputed municipal taxes. As per outcome of the order, the company has settled the Municipal taxes dues. On Account of the same Rs. 104.36 Lakhs charged to Statement of Profit & Loss under Other expenses. This was a one-time expense incurred net of provisions made towards the municipal taxes during all the years from April 2000 to March 2022.



## Human Resources

The world has changed in remarkable ways after the pandemic, none more so than the workplace. After a long lockdown that created the WFH (Work from Home) model, nothing has been the same for everyone in the employee engagement food-chain. We believe that progressively a sustainable workable hybrid model will emerge that marries both mandatory physical presence in the office and prevents unnecessary attendance of it either, which will eventually benefit both the employees (more time for work-life balance, lesser travel stress, etc) and employers (lesser infrastructure and office maintenance costs, easier to hire talent from remote locations, lower administration expenses).

One of the biggest challenges for all companies is to create a oneness culture, despite the absence of physical proximity and watercooler conversations that contributes immensely to building personal relationships at work. Most organizations are battling the new global phenomenon of The Great Resignation, wherein for no apparent reason, millennials in particular are switching jobs. Attrition adds to wage bills and can seriously affect business plans. Thus, our principal objective is to create a performance culture which leads to higher productivity while at the same time recognizing the imperative of a great workplace. The latter will be our priority as we navigate a challenging yet hopeful year ahead.

### 7. REVISION OF FINANCIAL STATEMENT OF THE COMPANY/ THE REPORT OF THE BOARD:

The Financial statement of the Company/ Board Report has not been revised during the financial year 2021-22 as per Section 131 of the Companies Act, 2013.

### 8. ANNUAL RETURN:

The Annual Return of the Company in Form MGT-7 has been uploaded on the website of the Company and is available at the following link:

<https://www.walchandpeoplefirst.com/wp-content/uploads/2022/06/MGT-7-2022-WPFL.pdf>

Furthermore, the extract of Annual Return in Form MGT-9 is also attached with this Report in Annexure I and is a part of this Report. The same is as on 31<sup>st</sup> March, 2022.

### 9. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder.

### 10. THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate internal financial controls beside timely statutory audit, limited reviews and internal audits taking place periodically.

### 11. BOARD MEETINGS:

The Board of Directors (herein after called as “the Board”) met for five times during the Year under review:

Sr. No.	Date of the Meetings	Venue and Time of the Meetings	Directors present	Directors to whom Leave of Absence is granted
1.	30.04.2021	1 <sup>st</sup> Floor, Construction House, Walchand Hira-chand Marg, Ballard Estate, Mumbai – 400 001 (Through Video Conferencing/Other Audio-Visual Means)	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Joseph Pereira 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
2.	30.07.2021	1 <sup>st</sup> Floor, Construction House, Walchand Hira-chand Marg, Ballard Estate, Mumbai – 400 001 (Through Video Conferencing/Other Audio-Visual Means)	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Joseph Pereira 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
3.	29.10.2021	1 <sup>st</sup> Floor, Construction House, Walchand Hira-chand Marg, Ballard Estate, Mumbai – 400 001 (Through Video Conferencing/Other Audio-Visual Means)	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Joseph Pereira 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
4.	28.01.2022	1 <sup>st</sup> Floor, Construction House, Walchand Hira-chand Marg, Ballard Estate, Mumbai – 400 001 (Through Video Conferencing/Other Audio-Visual Means)	1. Mr. Sanjay Jha 2. Mr. Sanjay Jha 3. Mr. H. N. Shrinivas 4. Mr. Jehangir Ardeshir	1
5.	07.03.2022	1 <sup>st</sup> Floor, Construction House, Walchand Hira-chand Marg, Ballard Estate, Mumbai – 400 001 (Through Video Conferencing/Other Audio-Visual Means)	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Joseph Pereira 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None

### 12. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Sanjay Jha retires by Rotation and being eligible, offers himself for re-appointment in the ensuing Annual General meeting.

### 13. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013:

Pursuant to Section 149(4) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (subject to amendment and re-enactment from time to time), the Central Government has prescribed that your Company shall have minimum two Independent Directors on its Board.

In view of the above provisions, your Company had following Independent Directors during the year under review:

Sr. No.	Name of the Director	Date of Appointment	Date of passing of Resolution (if any)
1.	Mr. H. N. Shrinivas	26.10.2018	31.07.2019
2.	Mr. Jehangir Ardeshir	05.02.2019	31.07.2019
3.	Mr. Joseph Pereira (Regularized as an Independent Director with effect from 30 <sup>th</sup> July 2021)	26.10.2020	30.07.2021

All the above Independent Directors meet the criteria of

‘independence’ prescribed under Section 149(6) and have submitted declaration to the effect that they meet with the criteria of ‘independence’ as required under Section 149(7) of the Companies Act, 2013.

#### 14. STATEMENT REGARDING THE INTEGRITY, EXPERTISE, AND EXPERIENCE OF THE INDEPENDENT DIRECTORS:

In the opinion of the Board, the Independent Director of the Company whose appointment was regularized by the shareholders in the Annual General Meeting held on 30<sup>th</sup> July, 2021; meet the requirements of integrity, expertise and experience as required by Company.

#### 15. COMMITTEES OF BOARD:

##### I. Nomination and Remuneration Committee:

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with rules, the Company has appropriate Nomination and Remuneration Committee consisting of three Non-executive Directors, all the Directors being Independent Directors. The Committee acts in accordance with the ‘Terms of Reference’ approved and adopted by the Board from time to time.

The Composition of the Committee is as under:

Sr. No.	Name of the Member	Designation
1	Mr. H. N. Shrinivas	Chairman
2	Mr. Jehangir Ardeshtir	Member
3	Mr. Joseph Pereira	Member

##### Remuneration Policy

###### ➤ Introduction:

The Company considers human resources as an invaluable asset. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel (KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read with rules and the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonies the aspirations of human resources consistent with the goals of the Company.

###### ➤ Objective and purpose of the policy:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors (Executive and Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, KMP and other employees;
- To formulate the criteria for evaluation of performance of all the Independent Director and Directors on the Board;

- To devise a policy on Board diversity;
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company’s goals and support the organization’s business strategy, operating objectives and human capital needs.

###### ➤ Constitution of Nomination and Remuneration Committee:

The Board has constituted the Remuneration Committee on April 29, 2004. The nomenclature of the said Committee was changed to “Nomination and Remuneration Committee” on 17<sup>th</sup> April, 2014 and the Company has re-constituted committee on Board Meeting held on 05<sup>th</sup> February, 2019 and subsequently re-constituted it once again during the Board Meeting held on 26<sup>th</sup> October, 2020. This is in line with the requirements of the Companies Act, 2013. The Board has the authority to reconstitute the Committee from time to time.

###### ➤ Terms of Reference of the Nomination and Remuneration Committee:

The Nomination & Remuneration Committee is the sub - committee of the Board of Directors of the Company and the terms of reference of the Committee shall be decided by the Board from time to time. The roles and responsibilities of the Nomination and Remuneration Committee shall be as follows:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management and recommend to the Board their appointment and removal and shall carry out evaluation of every Director’s performance;
3. To determine such policy, taking into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
4. To review the ongoing appropriateness and relevance of the remuneration policy;
5. To approve the design of any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;

6. To decide on all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to the Executive Directors and other senior executives and the performance targets to be used;
  7. To consider and make recommendations in respect of any other terms of the service contracts of the executives and any proposed changes to these contracts, and to review the Company's standard form contract for Executive Directors from time to time;
  8. To consider any other matters relating to the remuneration of or terms of employment applicable to the remuneration of the Directors, Key Managerial Personnel and other employees.
- **Appointment of Directors and Key Managerial Personnel:**
- The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and KMP and recommending candidates to the Board, when circumstances warrant the appointment of a new Director and KMP, having regard to the experience and expertise as may be deemed appropriate by the Committee at the time of such recommendation.
- **Term of appointment of Directors:**
- a) **Managing Director/ Whole-Time Director/ Manager:**

The Company shall appoint or re-appoint any person as its Managing Director, Whole-Time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
  - b) **Independent Directors:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director, provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such person serves is restricted to seven listed companies as an Independent Director; and in case such person is serving as a Whole-Time Director in any listed company the number of boards on which such person serves as Independent Director is restricted to three listed companies.
- **Removal:**
- Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder including any amendments made thereon and any other applicable acts, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, Rules and Regulations.
- **Retirement:**
- The Directors and KMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors and KMP after attaining the retirement age, for the benefit of the Company.
- **Remuneration of Non-Executive Directors:**
- The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees as detailed hereunder:
- Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactments thereof from time to time).
- **Remuneration of Managing Director, CEO and Executive Director:**
- i. The remuneration/commission to the Managing Director, CEO and Executive Director will be determined by the Committee and recommended to the Board for approval.
  - ii. The remuneration, commission and increments to be paid to the Managing Director, CEO and Executive Director shall be in accordance with the provisions of the Companies Act, 2013 and the rules made there under.
  - iii. At the time of appointment or re-appointment, the Managing Director & CEO and Executive Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Managing Director & CEO and Executive Director within the overall limits prescribed under the Companies Act, 2013 and rules made thereunder.

- iv. The remuneration shall be subject to the approval of the Members of the Company in General Meeting, as applicable.
  - v. The remuneration of the Managing Director & CEO and Executive Director is broadly divided into fixed and variable components. The fixed compensation shall comprise of salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise of performance bonus/commission.
  - vi. In determining the remuneration (including the fixed increment and performance bonus/ commission) the Nomination & Remuneration Committee shall consider the following:
    - a) The relationship of remuneration and performance benchmarks is clear;
    - b) Balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
    - c) Responsibility required to be shouldered by the Managing Director & CEO and Executive Director and the industry benchmarks and the current trends;
  - vii. The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.
- **Remuneration of Key Managerial Personnel and their employees:**
- i. In determining the remuneration of the KMPs and other employees, the Nomination & Remuneration Committee shall consider the following:
    - a) The relationship of remuneration and performance benchmark is clear;
    - b) Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
    - c) The remuneration is divided into two components viz. fixed component of salaries, perquisites and retirement benefits and variable component of performance-based incentive;
    - d) The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individual's performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market;
  - ii. The Managing Director & CEO will carry out the individual performance review of the KMPs, based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned herein above and decide on the annual increment and performance incentive. The overall policy for such calculations will be explained to the Nomination & Remuneration Committee for its review and approval.
  - iii. Such performance reviews will be carried out by the KMPs for other employees and discussed with the Managing Director & CEO to decide on the annual increments and performance incentives.
- **Remuneration to Non-Executive/ Independent Director:**
- The Non-Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof except Stakeholders Relationship Committee/ Shareholders Grievance Committee Meeting, for which no sitting fees shall be paid. The sitting fees shall be paid as per the applicable provisions of the Companies Act, 2013 and rules made there under.
- II. Audit Committee:**
- The existing 'Audit Committee' of the Company consists of three Directors with Independent Directors forming a majority and the said constitution is in line with the provisions of Section 177 of the Companies Act, 2013, read with the rules. The Audit Committee acts in accordance with the 'Terms of Reference' specified by the Board in writing from time to time. The Composition of the Committee is as under:
- | Sr. No. | Name of the Member    | Designation |
|---------|-----------------------|-------------|
| 1       | Mr. Joseph Pereira    | Chairman    |
| 2       | Mr. Jehangir Ardeshir | Member      |
| 3       | Mr. Sanjay Jha        | Member      |
- Terms of Reference of the Audit Committee**
- The functions of the Audit Committee are broadly as under:
1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
  3. Approval of payment to Statutory Auditors for any other services rendered by them;



4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the 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;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
  - a. Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
  - b. The vigil mechanism under sub-section (9) of Section 177 of the Companies Act, 2013 read with rules shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases;
19. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
  - c. Internal audit reports relating to internal control weaknesses; and
  - d. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;
21. The Audit Committee shall have powers, which should include the following:
  - a. To investigate any activity within its terms of reference. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of the Companies Act, 2013

read with rules or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company;

- b. To seek information from any employee;
  - c. To obtain outside legal or other professional advice;
  - d. To secure attendance of outsiders with relevant expertise, if it considers necessary;
22. All Related Party Transactions and subsequent modification shall require prior approval of the Audit Committee. Approval or any subsequent modification of transactions of the company with related parties;
23. When money is raised through an issue (public issues, rights issues, preferential issues etc.), the Company shall disclose the uses / applications of funds by major category (capital expenditure, sales and marketing, working capital, etc.), on a quarterly basis as a part of their quarterly declaration of financial results to the Audit Committee. Further, on an annual basis, the Company shall prepare a statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and place it before the audit committee. Such disclosure shall be made only till such time that the full money raised through the issue has been fully spent. This statement shall be certified by the statutory auditors of the Company. Furthermore, where the Company has appointed a monitoring agency to monitor the utilization of proceeds of a public or rights issue, it shall place before the Audit Committee the monitoring report of such agency, upon receipt, without any delay. The audit committee shall make appropriate recommendations to the Board to take up steps in this matter.

### III. Stakeholders Relationship Committee/ Shareholders Grievance Committee:

The Committee has the mandate to review, redress shareholders' grievances and to approve all share transfers/transmissions. The composition of the Stakeholders Relationship Committee/ Shareholders Grievance Committee as on 31<sup>st</sup> March, 2022 is as under:

Sr. No.	Name of the Member	Designation
1	Mr. Jehangir Ardeshir	Chairman
2	Mr. Sanjay Jha	Member
3	Mr. Pallavi Jha	Member

The functions of the Stakeholder's Relationship Committee/Shareholders' Grievance Committee include the following:

1. Transfer /Transmission of shares;
2. Issue of duplicate share certificates;
3. Review of shares dematerialized and all other related matters;

4. Monitors expeditious redressal of investors' grievances;
5. Non receipt of Annual Report and declared dividend;
6. All other matters related to shares.

### IV. The Vigil Mechanism:

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy & Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for reporting the genuine concerns or grievances or concerns of actual or suspected, fraud or violation of the Company's code of conduct. The said Mechanism is established for directors and employees to report their concerns. The policy provides the procedure and other details required to be known for the purpose of reporting such grievances or concerns. The same is uploaded on the website of the Company ([www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com)).

### 16. QUALIFICATIONS GIVEN BY THE AUDITORS:

There are no qualifications, reservation or adverse remarks or disclaimers made by the Statutory Auditors of the Company in their report, however Secretarial Auditors of the Company have made the qualification in their report that due to late receipt of requisite data from the Registrar and Transfer Agent, there was a delay in filing the Shareholding Pattern under Regulation 31 of the Listing Regulation for the quarter ended on 31.03.2021. However, it is to be noted that the Company has duly paid the penalty to BSE Limited as per their communication and now the same is being reviewed by BSE Committee for refund considering the fact that the said non-compliance was due to the reasons beyond the control of the Company.

Company Secretary's Response:

The delay in filing the Shareholding Pattern under Regulation 31 of the Listing Regulation for the quarter ended on 31.03.2021 which happened due to the delay in providing the data by Computech Sharecap Limited (Old RTA). The Company had given prior intimation to all the concerned authorities on the non-availability of the data from the old RTA. The Company paid the penalty to BSE Limited as per their bill and the same is being reviewed by BSE Committee for refund consideration as it was beyond the Company's control.

### 17. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 read with rules and the particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as **Annexure – II**.

## 18. ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

As required under Section 178(2) of the Companies Act, 2013 and under Schedule IV to the Companies Act, 2013 on code of conduct for Independent directors a Comprehensive exercise for evaluation of the performances of every individual director, of the Board as a whole and its Committees and of the Chairperson of the Company has been Carried out by your Company during the year under review as per the evaluation criteria approved by the Board and based on the guidelines given in schedule IV to the Companies Act, 2013. For the purpose of carrying out performance evaluation exercise, three types of Evaluation forms were devised in which the evaluating director has allotted to the individual Director, the Board as a whole, its Committees and the Chairperson appropriate rating on the scale of six. Such evaluation exercise has been carried out:

- i. of Independent Directors by the Board;
- ii. of Non-Independent Directors by all the Independent Directors in separate meeting held for the purpose on 28<sup>th</sup> January, 2022;
- iii. of the Board as a whole by all the Directors;
- iv. of the Committees by all the Directors;
- v. of the Chairperson of your Company by the Independent Directors in separate meeting after taking into account the views of the Executive/ Non- Executive Directors;
- vi. of the Board by itself.

Having regard to the industry, size and nature of business your Company is engaged and the evaluation methodology adopted is in the opinion of the Board, sufficient, appropriate and is found to be serving the purpose. The Independent Directors of the Company are evaluated by the Non-Executive Directors and the other Directors of the Board. The criteria for the evaluation of the Independent Directors are:

- a. Attendance record;
- b. Possesses sufficient skills, experience and level of preparedness which allows the person to clearly add value to discussions and decisions;
- c. Able to challenge views of others in a constructive manner;
- d. Knowledge acquired with regard to the company's business/activities;
- e. Understanding of industry and global trends;
- f. Any qualitative comments and suggestions for improving effectiveness.

## 19. AUDITORS:

M/s. CNK & Associates LLP (ICAI Firm Registration No.101961W/W100036) were appointed at the 100<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> July, 2020 for a period of 5 years i.e., from Financial Year 2020-21 to 2024-25.

The members are requested to note the eligibility of the Statutory Auditors based on the Certificate received from them confirming that they do not attract any disqualification u/s. 141 of the Companies Act, 2013.

## 20. SECRETARIAL AUDITOR REPORT:

The Company has appointed M/s. Nilesh Shah & Associates, Practising Company Secretaries as a Secretarial Auditor of the Company, according to the provision of Section 204 of the Companies Act, 2013 and for conducting Secretarial Audit of Company for the financial year 2021-2022. The Report of the Secretarial Auditor annexed herewith as Annexure III. The Secretarial Audit Report contain the qualifications, reservation or adverse remarks as mentioned in Item No. 16 of the Directors' Report.

Furthermore, the Board has during their Meeting held on 29<sup>th</sup> July, 2020 decided to cease compliance with the Corporate Governance Regulations stipulated under the SEBI (LODR) Regulations, 2015 and therefore was not required to conduct the Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019.

## 21. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments other than in the normal course of business have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

## 22. DETAILS OF NEW SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:

There are no New Subsidiary/ Joint Ventures/ Associate Companies in our Company.

## 23. DETAILS OF THE COMPANY WHO CEASED TO BE ITS SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:

Sr. No.	Name of the Company	Subsidiary/ Joint Venture/Associate Company	Date of cession of Subsidiary / Joint ventures/ Associate Company.
N.A.	N.A.	N.A.	N.A.

## 24. STATEMENT FOR DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY U/S 134:

As per Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the top 100 listed entities need to adopt Risk Management Policy. Therefore, the Company is not required to adopt Risk Management Policy.



**25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to provide safe and conducive environment to its employees during the year under review. Your Directors further state that during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**26. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:**

The Company has complied with applicable secretarial standards during the year 2021-22.

**27. EQUITY SHARES WITH DIFFERENTIAL RIGHTS:**

The Company has not issued any equity shares with differential voting rights.

**28. DISCLOSURE AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure IV** to this Report.

**29. DETAILS IN RESPECT OF FRAUDS REPORTED BY THE AUDITORS UNDER SECTION 143 (12) OF COMPANIES ACT, 2013:**

There are no frauds reported by the Auditor which are required to be disclosed under Section 143 (12) of Companies Act, 2013.

**30. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY:**

The Company has not made any investments, given any loans and guarantee as per Section 186 of Companies Act, 2013 for the year ended 31<sup>st</sup> March, 2022.

Further, the Company had not given loan to firm/ companies in which the Directors are interested under Schedule V -Part C of Corporate Governance Report sub point 10 (m) of SEBI (Listing Obligation Disclosures Requirement) Regulations, 2015 for the year ended 31<sup>st</sup> March 2022.

**31. DISCLOSURE OF REMUNERATION PAID TO DIRECTOR, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:**

The Details with regards to the payment of Remuneration to the Directors and Key Managerial Personnel is provided in Form MGT – 9 – Extract of the Annual Return (**appended as Annexure-I**).

**32. CORPORATE SOCIAL RESPONSIBILITY POLICY:**

During the year under review, the Company has not developed the policy on Corporate Social Responsibility as the Company does not fall under the prescribed classes of Companies mentioned under Section 135(1) of the Companies Act, 2013.

**33. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATION IN FUTURE:**

No material changes and commitments other than in the normal course of business have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

**34. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained/ received from the operating Management, your Directors make the following statement and confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had 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 and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**35. MAINTENANCE OF COST RECORDS:**

The Company is not required to maintain a cost records during the year under review.

**36. DETAILS OF INSOLVENCY AND BANKRUPTCY CODE:**

During the year under review, no fresh application has been made neither is any application pending under the Insolvency and Bankruptcy Code.

**37. DETAILS REGARDING VALUATION REPORT:**

During the year under review, your Company has not entered into any One-Time Settlement with Bank's or Financial Institutions and therefore, no details of Valuation in this regard is available.

**38. ACKNOWLEDGEMENT:**

Your Directors place on record their sincere gratitude for the assistance, guidance and co-operation the Company has received from all stakeholders. The Board further places on record its appreciation for the dedicated services rendered by the employees of the Company.

**For and on behalf of the Board**

**Sd/-**

**Ms. Pallavi Jha**

**Chairperson & Managing Director**

**DIN: 00068483**

Address: 201, Sterling Heritage

39, N S Patkar Marg, Gamdevi

Mumbai-400007

**Place:** Mumbai

**Date:** 29<sup>th</sup> April, 2022

# Annexure to Board Report

## ANNEXURE – I

FORM NO. MGT-9

### EXTRACT OF ANNUAL RETURN

AS ON FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014]

#### I. REGISTRATION & OTHER DETAILS

i	CIN	L74140MH1920PLC000791
ii	Registration Date	06 <sup>th</sup> July, 1920
iii	Name of the Company	Walchand PeopleFirst Limited
iv	Category of the Company/Sub-Category of the Company	Company limited by Shares/ Indian Non-Govt. company
v	Address of the Registered office & contact details	1st Floor, Construction House, 5, Walchand Hirachand Marg, Ballard Estate, Mumbai-400001, Maharashtra, India 022-67818181
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited (Appointed vide Board Resolution dated 28 <sup>th</sup> January 2021 and the ISIN was shifted on 27 <sup>th</sup> July 2021) Corporate Office - Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093., Maharashtra, Contact No: 022 62638200

#### II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Consulting and Training Services	99929199	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% of shares held	Applicable section
1	Walchand and Company Private Limited	U99999MH1922PTC001028	Holding Company	57.31%	2 (46) of Companies Act, 2013

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2021				No. of Shares held at the end of the year 31.03.2022				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	8036	0	8036	0.28%	8036	0	8036	0.28%	0.00%
b) Central Govt.	0	0	0	0.00%	0	0	0	0	0.00%
c) State Govt.(s)	0	0	0	0.00%	0	0	0	0	0.00%
d) Bodies Corp.	1647526	0	1647526	56.74%	1664361	0	1664361	57.31%	0.58%
e) Banks / FI	0	0	0	0.00%	0	0	0	0	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0	0.00%
<b>Sub-total (A) (1)</b>	<b>1655562</b>	<b>0</b>	<b>1655562</b>	<b>57.01%</b>	<b>1672397</b>	<b>0</b>	<b>1672397</b>	<b>57.59%</b>	<b>0.58%</b>

<b>(2) Foreign</b>									
a) NRI - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Total shareholding of Promoter (A)= (A) (1) + (A) (2)</b>	<b>1655562</b>	<b>0</b>	<b>1655562</b>	<b>57.01%</b>	<b>1672397</b>	<b>0</b>	<b>1672397</b>	<b>57.59%</b>	<b>0.58%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	2790	8870	11660	0.40%	2790	8870	11660	0.40%	0.00%
c) Central Govt.	540	0	540	0.02%	540	0	540	0.02%	0.00%
d) State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>3330</b>	<b>8870</b>	<b>12200</b>	<b>0.42%</b>	<b>3330</b>	<b>8870</b>	<b>12200</b>	<b>0.42%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	27888	1430	29318	1.01%	31056	1430	32486	1.12%	0.11%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	590856	118140	708996	24.42%	547712	117130	664842	22.89%	(1.52)%
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	121474	149740	271214	9.34%	134863	88700	223563	7.70%	(1.64)%
c) Others (specify)	226140	460	226600	7.80%	297942	460	298402	10.28%	2.47%
<b>Sub-total (B)(2):-</b>	<b>966358</b>	<b>269770</b>	<b>1236128</b>	<b>42.57%</b>	<b>1011573</b>	<b>207720</b>	<b>1219293</b>	<b>41.99%</b>	<b>(0.58)%</b>
<b>Total Public Shareholding (B)=(B) (1)+ (B)(2)</b>	<b>969688</b>	<b>278640</b>	<b>1248328</b>	<b>42.99%</b>	<b>1014903</b>	<b>216590</b>	<b>1231493</b>	<b>42.41%</b>	<b>(0.58)%</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>2625250</b>	<b>278640</b>	<b>2903890</b>	<b>100.00%</b>	<b>2687300</b>	<b>216590</b>	<b>2903890</b>	<b>100.00%</b>	<b>(0.00)%</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2021			Shareholding at the end of the year 31.03.2022			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Anuja Vivek Joshi	1026	0.04%	0%	1026	0.04%	0%	0%
2	Kamalini Bahubali	5390	0.19%	0%	5390	0.19%	0%	0%
3	Pallavi Jha	1620	0.06%	0%	1620	0.06%	0%	0%
4	Walchand and Company Private Limited	1647526	56.74%	0%	1664361	57.31%	0%	0.58%
	<b>Total</b>	<b>1655562</b>	<b>57.01%</b>	<b>0%</b>	<b>1672397</b>	<b>57.59%</b>	<b>0%</b>	<b>0.58%</b>

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year 01.04.2021		Cumulative Shareholding during the year 31.03.2022	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anuja Vivek Joshi				
	At the beginning of the year	1026	0.04%	1026	0.04%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	0	0	0	0
	At the end of the year	1026	0.04%	1026	0.04%
2	Kamalini Bahubali				
	At the beginning of the year	5390	0.19%	5390	0.19%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment / transfer /bonus/sweat equity etc)	0	0	0	0
	At the End of the year	5390	0.19%	5390	0.19%
3	Pallavi Jha				
	At the beginning of the year	1620	0.06%	1620	0.06%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment / transfer /bonus/sweat equity etc)	0	0	0	0
	At the End of the year	1620	0.06%	1620	0.06%
4	Walchand and Company Private Limited				
	At the beginning of the year	1647526	56.74%	1647526	56.74%
	Market -Purchase	16835	0.57%	16835	0.57%
	At the End of the year	1664361	57.31%	1664361	57.31%

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Investor education and protection fund authority ministry of corporate affairs</b>				
	At the beginning of the year 01.04.2021	127821	4.40%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0%		
	At the end of the year 31.03.2022				
2.	<b>Vivek Wadhavkar (trustee)</b>			127821	4.40%
	At the beginning of the year 01.04.2021	88700	3.05%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year 31.03.2022			88700	3.05%

3.	<b>Walchand Diamond Jubilee Trust</b>				
	At the beginning of the year 01.04.2021	61040	2.10%		
	Dematerialisation of shares of shares on 25.02.2022	-	-		
	At the end of the year 31.03.2022			61040	2.10%
4.	<b>Vikram Mohandeep Chandiramani</b>				
	At the beginning of the year 01.04.2021	12226	0.42%		
	Purchase of shares on 16.07.2021	40	0.42%		
	Purchase of shares on 05.11.2021	1800	0.48%		
	<b>Purchase of shares on 12.11.2021</b>	24335	1.32%		
	Purchase of shares on 19.11.2021	100	1.33%		
	Purchase of shares on 26.11.2021	2107	1.40%		
	Purchase of shares on 24.12.2021	753	1.42%		
	Purchase of shares on 31.12.2021	609	1.45%		
	Purchase of shares on 07.01.2022	5779	1.64%		
	Purchase of shares on 11.02.2022	3000	1.75%		
	At the end of the year 31.03.2022			50749	1.75%
5.	<b>Mohan Deep Chandiramani HUF</b>				
	At the beginning of the year 01.04.2021	30743	1.06%		
	Purchase of shares on 07.05.2021	1175	1.10%		
	Purchase of shares on 09.07.2021	2567	1.19%		
	Purchase of shares on 12.11.2021	1198	1.23%		
	Purchase of shares on 19.11.2021	5348	1.41%		
	Purchase of shares on 26.11.2021	3416	1.53%		
	Purchase of shares on 07.01.2022	1000	1.57%		
	Purchase of shares on 11.02.2022	1700	1.62%		
	Purchase of shares on 18.02.2022	909	1.65%		
	At the end of the year 31.03.2022			48056	1.65%
6.	<b>Dayana Anand Patil</b>				
	At the beginning of the year 01.04.2021	33377	1.15%		
	Sale of shares on 02.04.2021	(33377)	0%		
	Purchase of shares on 30.06.2021	33377	1.15%		
	Sale of shares on 02.07.2021	(33377)	0%		
	Purchase of shares on 23.07.2021	33377	1.15%		
	Sale of shares on 17.12.2021	(3000)	(1.05)%		
	At the end of the year 31.03.2022			30377	1.05%
7.	<b>Dheeraj Kumar Lohia</b>				
	At the beginning of the year 01.04.2021	22044	0.76%		
	Sale of shares on 02.04.2021	(22044)	0%		
	Purchase of shares on 30.06.2021	22044	0.76%		
	Sale of shares on 02.07.2021	(22044)	0%		
	Purchase of shares on 23.07.2021	22044	0.76%		
	Sale of shares on 12.11.2021	(9726)	(0.42)%		
	Sale of shares on 26.11.2021	(3318)	(0.31)%		
	Sale of shares on 07.01.2022	(2000)	(0.24)%		
	Sale of shares on 11.02.2022	(5669)	(0.05)%		
	Sale of shares on 25.02.2022	(126)	(0.04)%		
	Sale of shares on 25.03.2022	(1000)	(0.01)%		
	Sale of shares on 31.03.2022	(205)	0%		
	At the end of the year 31.03.2022			0	0%
8.	<b>Nilesh Rameshchandra Gohil</b>				
	At the beginning of the year 01.04.2021	17100	0.59%		
	Sale of shares on 02.04.2021	(17100)	0%		
	Purchase of shares on 30.06.2021	18710	0.64%		
	Sale of shares on 02.07.2021	(18710)	0%		
	Purchase of shares on 23.07.2021	18710	0.64%		
	At the end of the year 31.03.2022			18710	0.64%

9.	<b>Kruti Capital Services Pvt Ltd</b>				
	At the beginning of the year 01.04.2021	18000	0.62%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0%		
	At the end of the year 31.03.2022			18000	0.62%
10.	<b>Nilesh Rameshchandra Gohil HUF</b>				
	At the beginning of the year 01.04.2021	15023	0.52%		
	Sale of shares on 02.04.2021	(15023)	0%		
	Purchase of shares on 30.06.2021	16512	0.57%		
	Sale of shares on 02.07.2021	(16512)	0%		
	Purchase of shares on 23.07.2021	16512	0.57%		
	At the end of the year 31.03.2022			16512	0.57%

(v) **Shareholding of Directors and Key Managerial Personnel**

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year 01.04.2021		Cumulative Shareholding during the year 31.03.2022	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>Pallavi Jha</b>				
	At the beginning of the year	1620	0.06%	1620	0.06%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the end of the year	1620	0.06%	1620	0.06%

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in Lakhs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>				
i) Addition	55.50	NIL	NIL	55.50
ii) Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	55.50	NIL	NIL	55.50
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	55.50	NIL	NIL	55.50
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	55.50	NIL	NIL	55.50



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**  
**A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:**

Sr. no	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Ms. Pallavi Jha	Mr. Sanjay Jha	
1	Gross salary	58,18,750	56,14,583	<b>1,14,33,333</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
	Commission	29,92,500	28,87,500	<b>58,80,000</b>
	- as % of profit	-	-	-
	- others, specify	-	-	-
	Perquisites- House	10,38,468	-	<b>10,38,468</b>
	- Movable Assets	1,41,515	-	<b>1,41,515</b>
	-Car	-	39,600	<b>39,600</b>
	LTA and other items	15,76,267	23,08,317	<b>38,84,584</b>
	Contribution to P.F.	6,98,250	6,73,750	<b>13,72,000</b>
	Gratuity	2,79,748	2,69,932	<b>5,49,679</b>
	Superannuation Fund	8,72,813	8,42,188	<b>17,15,001</b>
	Total (A)	1,34,18,311	1,26,35,869	<b>2,60,54,180</b>
	Ceiling as per the Act	The total managerial remuneration payable in respect of financial year 2021-2022 shall not exceed eleven percent of the net profit of the Company for financial year 2021-2022 or if the same exceeds it shall be within the limits of Schedule V part II of the Companies Act, 2013.	The total managerial remuneration payable in respect of financial year 2021-2022 shall not exceed eleven percent of the net profit of the Company for financial year 2021-2022 or if the same exceeds it shall be within the limits of Schedule V part II of the Companies Act, 2013.	

**B. Remuneration to other directors**

Sr. No.	Particulars of Remuneration	Mr. H. N. Shrinivas	Mr. Jehangir Ardeshir	Mr. Joseph Andrew Jude Pereira	Total Amount
1	<b>Independent Directors</b>				
	Fee for attending board committee meetings	85,000	1,45,000	1,45,000	<b>3,75,000</b>
	Commission				
	Others, please specify				
	<b>Total (1)</b>	<b>85,000</b>	<b>1,45,000</b>	<b>1,45,000</b>	<b>3,75,000</b>
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	<b>Total (2)</b>	0	0	0	
	<b>Total (B)=(1+2)</b>				
	<b>Total Managerial Remuneration</b>	<b>85,000</b>	<b>1,45,000</b>	<b>1,45,000</b>	<b>3,75,000</b>
	Overall Ceiling as per the Act	Sitting fees payable to the Director for attending the meeting of the Board or Committee shall not exceed one lakh rupees per meeting of the Board or Committee			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	7,49,000	50,88,481	<b>58,37,481</b>
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify-Incentive	-	-	4,75,000	<b>4,75,000</b>
	<b>Total</b>		<b>7,49,000</b>	<b>55,63,481</b>	<b>63,12,481</b>

Note: 1. The Company has a MD who act as a CEO

<b>VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>					
Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICER IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## **Annexure – II**

### **Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

- 1. Details of material contracts or arrangement or transactions not at arm's length basis:** Not Applicable
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**
  - a) Name(s) of the related party and nature of relationship: **M/s. Walchand And Company Private Limited.**
  - b) Nature of contracts/arrangements/transactions: **Rent Received.**
  - c) Duration of the contracts / arrangements/transactions: **11 Years & 11 Months.**
  - d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Nil**
  - e) Date(s) of approval by the Board, if any: **N.A.**
  - f) Amount paid as advances, if any: **NIL**

**For and on behalf of the Board**

**Sd/-**  
**Pallavi Jha**  
**Chairperson & Managing Director**  
**DIN: 00068483**  
Address: 201, Sterling Heritage 39,  
N S Patkar Marg, Gamdevi  
Mumbai-400007

**Place:** Mumbai

**Date:** 29<sup>th</sup> April, 2022

## Annexure – III

FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9  
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
**WALCHAND PEOPLEFIRST LIMITED**  
1<sup>st</sup> Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai- 400001.

Dear Sir / Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by **Walchand Peoplefirst Limited** (hereinafter called “**the Company**”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31<sup>st</sup> March, 2022, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31st March, 2022, as per the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable to the Company);
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
  - (e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As we have been given to understand that considering activities, there is no specific regulator subject to whose approval, the company can carry on / continue business operations. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to iv) as applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

We have also noted the compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations / Guidelines as covered under MR-3:

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (f) Foreign Exchange Management Act, 1999 and the rules and regulations made there under, to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (To the extent Applicable);

Based on the aforesaid information and explanation provided by the Officers and employees of the Company and based on test checking made by us, we report that during the financial year under review, due to late receipt of requisite data from the Registrar and Transfer Agent, there was a delay in filing the Shareholding Pattern under Regulation 31 of the Listing Regulation for the quarter ended on 31.03.2021. Save and except the same, the Company has generally complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Standards etc. and we have not found material observation / instances of material non Compliance in respect of the same. However, it is to be noted that the Company has duly paid the penalty to BSE Limited as per their communication and now the same is being reviewed by BSE Committee for refund considering the fact that the said non-compliance was due to the reasons beyond the control of the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change in the composition of the Board of Directors during the year under review are in agreement with the Provisions of Applicable regulations of LODR and Companies Act, 2013.

We also report that adequate notice in the form of email was given to Directors and Stock Exchange (BSE Ltd) the Notices and agenda along with detailed notes to agenda were provided / sent to Board of Directors and a reasonable system exists for Board members to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

It is noted that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, we report that there are reasonable systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules and regulations.

We further report that during the year under report, the Company has not undertaken any major event / action having a material bearing on the Company's statutory compliance and affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Sd/-  
Name:- Hetal Shah  
For:- Nilesh Shah & Associates  
FCS : 8063  
C.P. : 8964  
Peer Review No. : 698/2020  
UDIN No.: F008063D000250151

Date:- 30<sup>th</sup> April 2022  
Place:- Mumbai

This Report has to be read with "Annexure - A"



## ‘ANNEXURE A’

To,

**The Members,  
WALCHAND PEOPLEFIRST LIMITED**

1<sup>ST</sup> Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai- 400001.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis (by verifying records made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained Management oral / written representation about the compliance of laws, rules and regulations and occurrence of events and in case of non-material variations, the assurance has been obtained to regularize / improve the same in future.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. Due to COVID-19 outbreak and Lockdown situation, we have relied on the information, details, data, documents and explanation as provided by the Company and its officers and agents in electronic form without physically verifying their office.

Sd/-

Name:- Hetal Shah

For:- Nilesh Shah & Associates

FCS : 8063

C.P. : 8964

Peer Review No. : 698/2020

UDIN No.: F008063D000250151

Date:- 30<sup>th</sup> April 2022

Place:- Mumbai

## Annexure IV

### **Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- a. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr No.	Name of Director/KMP	Designation	Remuneration of Director / KMP for the Financial Year 2021-22 (Rs. in lakhs) (Excluding perquisite value of ESOPs exercised and bonus)	% increase in Remuneration in the Financial Year 2021-22 (Excluding perquisite value of ESOPs exercise and bonus)	Ratio of Remuneration of each Director to median remuneration of employees for the Financial Year
1	Pallavi Jha	Chairperson & Managing Director	1,04,25,810	40.80%	6.71:1
2	Mr. Sanjay Jha	Executive Director	97,48,369	40.80%	6.27:1
3	Shruthi Patni	Chief Financial Officer and Operations Head	50,88,481	52.86%	N.A
4	Kajal Sudani	Company Secretary and Compliance Officer	7,49,000	07.00%	N.A

**\*None of the Independent Directors drew remuneration.**

- b. **The percentage increased in the median remuneration of employees in the financial year:** 20% percent
- c. **The number of permanent employees on the rolls of Company:**

There were 47 (Including KMP) permanent employees on the rolls of the Company as on March 31, 2022.

- d. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase in the salaries of the employees in the financial year 2021-22 was 28% whereas the change in the managerial remuneration during the financial year 2021-22 is shown in the table above. The salary cuts done during the pandemic in the financial year 2020-21 were restored for all the employees and Directors and further increments were given in the financial year 2021-22.

- e. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

**The details of top ten employees of the company as per section 196 rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 are as per below:**

Sr. No.	Name of Employee	Designation of Employees	Nature of Employment whether contractual or otherwise	Qualification and experience of employee	Date of the Commencement of Employment	Age of Employee	Last employment held by such employee before joining the Company	Percentage of Equity shares held by employee	Remuneration including Performances Bonus
1	Pallavi Jha#	Chairperson And Managing Director	Level 1 A - Permanent	MBA	01-May-96	57	HCC	NA	1,34,18,311
2	Mr. Sanjay Jha#	Executive Director	Level 1 A - Permanent	MBA	27-Jul-07	61	Bank of America and ANZ Grindlays Bank	NA	1,26,35,869
3	Shruthi Patni	Chief Financial Officer and Operations Head	Level 2 A - Permanent	CA - 20 years	18-Jan-10	45	World Wide Media Limited	NA	55,63,481
4	Meghdoot Bose	Head - Business Development, South	Level 3 A - Permanent	MBA - 17 years	22-Apr-13	43	People Strong HR Service	NA	36,03,539
5	Sai Viswanathan	Head - Business Development - West	Level 3 A - Permanent	PGDBA - 17 years	01-Apr-11	40	Info Edge Limited	NA	34,75,683
6	Shrinivas Prabhu	AVP - Training Quality & Strategy	Level 3 A - Permanent	MBA - 14 years	09-Jan-15	40	Bharti Airtel	NA	31,10,374
7	Mangesh Wagle	AVP - Training	Level 2 C - Permanent	MMS - 26 years	04-Jan-10	49	Green and Pastures Consultant	NA	28,39,080
8	Paayal Varma	Senior Training Consultant	Level 3 A - Retainer	M.Com - 14 years	10-Aug-15	52	Yes Bank Limited	NA	28,25,454
9	Jitin Hemrajani	Business Consultant	Level 3 C - Permanent	PG in IB - 10 years	17-Jun-19	34	Hero Mindmine Institute Private Ltd	NA	24,50,000
10	Arjun Sharma	Associate Director - Sales	Level 3 A - Permanent	MBA - Marketing, 14 years	08-Jun-21	34	Mariott Hotels	NA	24,50,000

Mr. Sanjay Jha and Mrs. Pallavi Jha have husband and wife relation.

**For and on behalf of the Board**

**Sd/-**  
**Pallavi Jha**  
**Chairperson & Managing Director**  
**DIN: 00068483**  
**Address: 201, Sterling Heritage 39,**  
**N S Patkar Marg, Gamdevi**  
**Mumbai-400007**

**Place: Mumbai**  
**Date: 29<sup>th</sup> April 2022**

## Auditor's Report

To  
**THE MEMBERS OF WALCHAND PEOPLEFIRST LIMITED**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of **WALCHAND PEOPLEFIRST LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, and the statement of Profit and Loss (including other comprehensive income), statement of cash flows and Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. There are no Key Audit Matters to be reported.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure – A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014(as amended), in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – **Refer Note 31 to the financial Statements.**
- ii. The Company did not have any long-term contracts including derivative for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the ended March 31, 2022.

iv.

- i The Management has represented that, to the best of it’s knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing

or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- ii The Management has represented, that, to the best of it’s knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- v The dividend declared during the year by company is in compliance with section 123 of Companies Act, 2013.

**For C N K & Associates LLP**

Chartered Accountants

Firm Registration No.: 101961W/W-100036

**Sd/-**

**Pareen Shah**

Partner

Membership No. 125011

Place: Mumbai

Date: 29<sup>th</sup> April, 2022

UDIN: 22125011AICZVC9641

## Annexure – A to the Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a)

(A) The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment;

(B) The Company has maintained proper records showing the full particulars of Intangible assets;

(b) As per information and explanation provided to us, the management has carried out the physical verification of property, plant, and equipment during the year, in accordance with a program of verification, which in our opinion provides physical verification of all assets at reasonable intervals having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification;

(c) According to the information and explanations given to us and on the basis of our examination of the records, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company;

(d) According to the information and explanations given to us, the Company has not revalued its Property, Plant, and Equipment (including Right of Use Asset) and Intangible Assets during the year. Accordingly reporting under clause 3(i)(d) is not applicable to the Company;

(e) According to the information and explanations given to us, no proceedings has been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and rules made thereunder;

(ii) (a) The company is engaged in the business of providing service. Accordingly, reporting under clause 3 (ii)(a) of the Order is not applicable to the Company;

(b) According to the information and explanations given to us and records examined by us, the Company has not been sanctioned working capital limits in excess of five crores rupees. Accordingly, reporting under clause 3 (ii) (b) of the Order is not applicable to the Company;

(iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties. Accordingly, reporting under clause 3 (iii) (a), (b), (c), (d), (e) & (f) are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the company has Complied with the provisions of section 185 and 186 of the Act in respect of loans granted, investment made and guarantees and securities provided, as applicable;

(v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and other relevant provisions of the Act and rules made thereunder;

(vi) In our opinion and according to the information and explanations given to us, the Company is not required to maintain cost records pursuant to the Companies (Cost Records and Audit) Amendment Rules, 2016, and prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013;

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is generally regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employee state insurance, income-tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues as applicable to the appropriate authorities. There were no undisputed amounts payable with respect to above statutory dues in arrears as at March 31, 2022 for a period of six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the company examined by us, the particulars of statutory dues as at March 31, 2022 which have not been deposited on account of a dispute, are as follows:

Name of the Statute	Nature of Dues	Forum where the matter is pending	Period to which the amount relates	Amount (in Lakhs)
Mumbai Port Trust	Municipal Dues	City Civil Court	1 <sup>st</sup> Jan.'99 to 31 <sup>st</sup> March' 20	206.11
Finance Act, 1994	Service tax	Deputy Commissioner	July 2012 to June 2017	93.85
Finance Act, 1994	Service tax	Deputy Commissioner	July 2012 to June 2017	14.33

(viii) According to the information and explanations given to us, Company has no transactions which were not recorded in the books of account and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

(ix) (a) In our opinion and according to the information and explanations given to us, company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;

(b) According to the information and explanations given to us, the company is not declared as a wilful defaulter by any bank or financial institutions or other lender.

(c) In our opinion and according to the information and explanations given to us and records examined by us, company has utilised the fund of term loan for the purpose for which the loans were obtained;

- (d) According to the information and explanations given to us and the records examined by us, the Company has not raised any fund on short term basis. Accordingly reporting under clause (ix)(d) is not applicable to the company;
- (e) In our opinion and according to the information and explanations given to us, the Company has no subsidiaries, associates or joint venture.
- (ix) (a) In our opinion and according to the information and explanations furnished by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly reporting under the clause 3 (x)(a) of the order is not applicable to the company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly reporting under the clause 3 (x)(b) of the order is not applicable to the company.
- (ix) (a) Based on the audit procedure performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) According to the information and explanations provided to us, no whistle-blower complaints has received during the year by the company;
- (xii) In our opinion and according to the information and explanations provided to us, the Company is not a Nidhi company and therefore the provisions of clause 3 (xii) of the Order are not applicable to the company.
- (xiii) According to the records of the Company examined by us and the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, and the details have been disclosed in the Financial Statements Note No. 32 as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations provided by the management, the company has an Internal audit system commensurate with the size and nature of the business of the company;
- (b) We have consider the report of the Internal Auditors for the year under audit.
- (xv) According to the information and explanations given by the management, the Company has not entered into non-cash transactions with directors or persons connected with them as referred to in section 192 of the Act.
- (xvi) (a) In our opinion and according to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company;
- (b) According to the information and explanations given by the management, the company has not conducted any Non – Banking Financial or Housing Finance activities. Accordingly reporting under the clause 3(xvi)(b) is not applicable to the company;
- (c) In our opinion and according to the information and explanations provided by the management, the company is not Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly reporting under the clause 3(xvi)(c) is not applicable to the company;
- (d) In our opinion and according to the information and explanations provided by the management, the company has no Core Investment Company (CIC) as part of the group. Accordingly reporting under the clause 3(xvi)(d) is not applicable to the company;
- (xvii) In our opinion the company has not incurred cash losses in the financials year and in the immediately preceding financials year;
- (xviii) There has not been any resignation of the statutory auditor during the year;
- (xix) In our opinion and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payments of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, there is no material uncertainty exists as on the date of audit report that the Company is not capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date;
- (xx) In our opinion and according to the information and explanations provided by the management, the company do not fall under the prescribed classes of the Companies mentioned under the section 135(1) of the Companies Act, 2013;
- (xxi) In our opinion and according to the information and explanations provided by the management, the company do not have any subsidiary, associates or joint venture and the company is not required to prepare Consolidated Financial Statements as per the section 129 of the Companies Act. Accordingly reporting under the clause 3(xxi) is not applicable to the Company.

**For C N K & Associates LLP**  
Chartered Accountants  
FRN: 101961W/W-100036

**Sd/-**  
**Pareen Shah**  
Partner

Membership No. 125011  
Place: Mumbai

Date: 29<sup>th</sup> April, 2022  
UDIN: 22125011AICZVC9641



## **Annexure – B to the Auditor's Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

We have audited the internal financial controls over financial reporting of **WALCHAND PEOPLEFIRST LIMITED** ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For C N K & Associates LLP**

Chartered Accountants

FRN: 101961W/W-100036

Sd/-

**Parveen Shah**

**Partner**

Place: Mumbai

Date: 29<sup>th</sup> April, 2022

Membership No. 125011

UDIN: 22125011AICZVC9641



## BALANCE SHEET AS AT MARCH 31, 2022

PARTICULARS	Note No.	As at March 31, 2022	Rs. In Lakhs As at March 31, 2021
<b>I. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, plant and equipments	2	247.95	162.12
(b) Investment properties	4	6.18	7.28
(c) Intangible assets	3	21.48	13.03
(d) Intangible assets under development	3	1.50	-
(e) Financial assets			
(i) Investments	5	301.48	-
(ii) Other financial assets	6	217.15	44.36
(f) Other Non-current assets	7	12.30	-
(g) Deferred tax assets (net)	8	26.68	41.63
(h) Income tax assets (net)	9	224.46	332.37
		<b>1,059.18</b>	<b>600.79</b>
<b>(2) CURRENT ASSETS</b>			
(a) Financial assets			
(i) Trade receivables	10	245.63	237.54
(ii) Cash and cash equivalents	11	104.55	73.29
(iii) Other balances with banks	12	989.49	1,097.39
(iv) Other financial assets	13	22.69	41.47
(b) Other current assets	14	27.73	14.07
		<b>1,390.09</b>	<b>1,463.76</b>
<b>TOTAL ASSETS</b>		<b>2,449.27</b>	<b>2,064.55</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
(a) Equity Share Capital	15	290.39	290.39
(b) Other Equity	16	1,659.43	1,464.24
		<b>1,949.82</b>	<b>1,754.63</b>
<b>(2) LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Long-term borrowings	17	45.79	-
(ii) Other financial liabilities	18	25.94	24.12
(b) Provisions	19	51.45	37.05
		<b>123.18</b>	<b>61.17</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Short-term borrowings	20	9.71	-
(i) Trade payables	21	-	4.69
Total outstanding dues of micro and small enterprises		32.91	29.73
Total outstanding dues of creditors other than micro and small enterprises		121.25	75.09
(ii) Other financial liabilities	22	88.11	70.44
(b) Other current liabilities	23	124.29	68.80
(c) Provisions	24	376.27	248.75
		<b>2,449.27</b>	<b>2,064.55</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,449.27</b>	<b>2,064.55</b>

### SIGNIFICANT ACCOUNTING POLICIES

1

Notes on accounts form an integral part of financial statements.

As per our attached report of the even date

For and on behalf of the board of directors

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. : 101961W / W100036

**Pareen Shah**

Partner

Membership No- 125011

Place : Mumbai

Date : April 29, 2022

**PALLAVI JHA**

Chairperson and Managing Director

**SANJAY JHA**

Whole Time Director

**SHRUTHI PATNI**

Chief Financial Officer

**KAJAL SUDANI**

Company Secretary and Compliance Officer

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

PARTICULARS	Note No.	For the year ended March 31, 2022	Rs. In Lakhs For the year ended March 31, 2021
<b>Revenue</b>			
Revenue from Operations	25	1,781.44	882.12
Other income	26	162.37	211.26
<b>Total Income</b>		<b>1,943.81</b>	<b>1,093.38</b>
<b>Expenses</b>			
Employee benefit expenses	27	923.83	694.56
Royalty and related expenses		196.36	74.99
Training expenses		167.42	78.87
Travel, lodging and conveyance expenses		14.25	23.17
Rent and maintenance expense		7.51	11.76
Marketing expenses		50.82	20.01
Legal, Professional and Recruitment expenses		65.02	48.24
Finance Cost		1.89	2.39
Depreciation and amortisation expenses		34.39	53.39
Other Expenses	28	210.62	105.18
<b>Total Expenses</b>		<b>1,672.11</b>	<b>1,112.56</b>
<b>PROFIT / (LOSS) BEFORE TAX</b>		<b>271.70</b>	<b>(19.18)</b>
<b>Tax Expenses</b>	29		
Current Tax		57.50	-
Income tax earlier years		18.25	2.51
Deferred tax		11.38	(5.21)
<b>PROFIT / (LOSS) AFTER TAX (A)</b>		<b>184.57</b>	<b>(16.48)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Remeasurements of net defined benefit plans and Fair valuation of Investment		14.19	24.40
Income tax relating to above items		(3.57)	(6.14)
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)</b>		<b>10.62</b>	<b>18.26</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)</b>		<b>195.19</b>	<b>1.78</b>
<b>EARNING PER EQUITY SHARE</b>	30		
Equity shares of par value Rs 10/- each			
Basic and Diluted		6.36	(0.57)

### SIGNIFICANT ACCOUNTING POLICIES

1

Notes on accounts form an integral part of financial statements.

As per our attached report of the even date

For and on behalf of the board of directors

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. : 101961W / W100036

**PALLAVI JHA**

Chairperson and Managing Director

**SANJAY JHA**

Whole Time Director

**SHRUTHI PATNI**

Chief Financial Officer

**KAJAL SUDANI**

Company Secretary and Compliance Officer

**Pareen Shah**

Partner

Membership No- 125011

Place : Mumbai

Date : April 29, 2022

# CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

Particulars	Rs. In Lakhs	
	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A Cash flows from operating activities:</b>		
Net Profit before tax	271.70	(19.18)
<b>Adjustments for:</b>		
Depreciation and amortization	34.39	53.39
Interest income	(49.45)	(61.93)
Loss / (Profit) on sale of assets	1.24	0.23
Property, Plant and Equipments written off	0.42	0.51
Rent Income	(87.06)	(66.96)
Bad Debts Written Off	1.94	1.20
Expected Credit Loss	3.34	3.54
Fair value changes arising on Financial asset designated as at FVTPL	(1.48)	-
Provision for expenses written back	(12.65)	(34.44)
<b>Operating Profit / (Loss) before working capital changes</b>	<b>162.39</b>	<b>(123.62)</b>
<b>Adjustment for:</b>		
Current assets, Trade receivables and Loans and advances	23.01	265.88
Payables and Other liabilities	146.68	(216.69)
<b>Net cash from operating activities before income tax</b>	<b>332.08</b>	<b>(74.43)</b>
Taxes paid	32.16	171.03
<b>Net cash from operating activities</b>	<b>364.24</b>	<b>96.60</b>
<b>B Cash flow from investing activities:</b>		
Purchase of tangible and intangible assets	(152.14)	(1.41)
Sale of Property, Plant and Equipments	9.10	1.22
Investment in bank and other fixed deposits	(90.61)	(245.56)
Investment in Mutual Funds	(300.00)	-
Rent Income	87.06	66.96
Interest income	58.09	66.02
<b>Net cash used in investing activities</b>	<b>(388.50)</b>	<b>(112.77)</b>
<b>C Cash flow from financing activities:</b>		
Dividend Paid	-	(0.00)
Dividend transferred to Investor Education and Protection Fund	-	(1.55)
Receipts from Long term borrowings	55.50	-
<b>Net cash (used in) financing activities</b>	<b>55.50</b>	<b>(1.55)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>31.24</b>	<b>(17.72)</b>
<b>Cash and cash equivalents at beginning of year</b>		
Cash on Hand	0.38	3.45
Balances with Banks	72.91	87.55
<b>Cash and Cash equivalents at the end of year</b>	<b>104.54</b>	<b>73.29</b>
<b>Components of Cash and cash equivalents at end of year</b>		
Cash on Hand	0.80	0.38
Balances with Banks	103.74	72.91
	<b>104.54</b>	<b>73.29</b>

The above Statement of Cash flows has been prepared under the "Indirect Method" as set out in Ind AS 7 on "Statement of Cash Flows Notes on accounts form an integral part of financial statements"

As per our attached report of the even date

For CNK & Associates LLP

Chartered Accountants

Firm Registration No. : 101961W / W100036

**Pareen Shah**

Partner

Membership No- 125011

For and on behalf of the board of directors

**PALLAVI JHA**

Chairperson and Managing Director

**SANJAY JHA**

Whole Time Director

**SHRUTHI PATNI**

Chief Financial Officer

**KAJAL SUDANI**

Company Secretary and Compliance Officer

Place : Mumbai

Date : April 29, 2022

## Statement of Changes in Equity for the year ended March 31, 2022

### A. Equity Share Capital

#### 1) Current reporting period

Rs. In Lakhs

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	changes in equity share capital during the current year	Balance at the end of the current reporting period
290.39	-	-	-	290.39

#### 2) Previous reporting period

Rs. In Lakhs

Balance at the beginning of the current reporting period	Changes in Equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	changes in equity share capital during the current year	Balance at the end of the previous reporting period
290.39	-	-	-	290.39

### B. Other Equity

Rs. In Lakhs

Particulars	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Total
<b>Balance as on 1<sup>st</sup> April, 2020</b>	8.50	230.95	91.73	1,131.28	1,462.46
Profit for the year	-	-	-	(16.48)	(16.48)
Other Comprehensive income for the year	-	-	-	18.26	18.26
<b>Balance as on 31<sup>st</sup> March, 2021</b>	8.50	230.95	91.73	1,133.06	1,464.24
Profit/(Loss) for the year	-	-	-	184.57	184.57
Other Comprehensive income for the year (Net)	-	-	-	10.62	10.62
<b>Balance as on 31<sup>st</sup> March, 2022</b>	8.50	230.95	91.73	1,328.25	1,659.43

Notes on accounts form an integral part of financial statements

**As per our attached report of the even date**

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. : 101961W / W100036

**Pareen Shah**

Partner

Membership No- 125011

Place : Mumbai

Date : April 29, 2022

**For and on behalf of the board of directors**

**PALLAVI JHA**

Chairperson and Managing Director

**SANJAY JHA**

Whole Time Director

**SHRUTHI PATNI**

Chief Financial Officer

**KAJAL SUDANI**

Company Secretary and Compliance Officer

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

### I General Information:

Walchand PeopleFirst Limited (the 'Company') was incorporated in 1920 under The Indian Companies Act, 1913 having its registered office at Mumbai, Maharashtra. The Company is engaged in the business of imparting training in soft skills like leaderships, communication, presentation, etc. The Company had acquired the franchise rights to offer, sell, teach and impart the training methods, techniques and programs developed by Dale Carnegie Training & Associates, U.S.A. to individuals and employees of the corporate.

### II Significant accounting policies

#### 1.1 Basis of preparation of financial statements

##### (a) Compliance with Ind AS

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### (b) Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value.

##### (c) Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in the Schedule III to the Companies Act 2013. This is based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

##### (d) Authorisation of Financial Statements:

The Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on April 29, 2022.

##### (e) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### 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 Property, Plant and Equipment

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses.

The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining item.

Profit or loss on disposal / scrapping / write off / retirement from active use of an item of property, plant and equipment is recognised in the statement of profit and loss.



### **Capital Work-in-Progress:**

Projects under construction wherein assets are not ready for use in the manner as intended by the management are shown as Capital Work-In-Progress.

#### **1.4 Intangible Assets**

Intangible Assets acquired separately are measured on initial recognition at Cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Expenses incurred on franchisee rights and software is treated as an intangible asset.

#### **In-Process Research and Development assets (“IPR&D”) or Intangible assets under development:**

Acquired research and development intangible assets that are under development are recognised as In-Process Research and Development assets (“IPR&D”) or CWIP - Intangible Assets. IPR&D assets are not amortised, but evaluated for potential impairment on an annual basis or when there are indications that the carrying value may not be recoverable.

#### **1.5 Investment Properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

#### **1.6 Depreciation and amortisation expenses**

##### **a. Depreciation**

Depreciation is computed using the Written Down Value Method (“WDV”) as per the useful life of the asset as prescribed in part C of Schedule II of the Companies Act, 2013 leaving a residuary value of 5% of original cost of the asset.

##### **b. Amortisation expenses**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives.

#### **1.7 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/amortisation 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.

#### **1.8 Revenue Recognition**

Revenue is measured at the fair value of consideration received or receivable by the Company for services provided, excluding trade discounts and other applicable taxes. Revenue is recognised upon transfer of control of services under a contract.

Revenue is recognised when the amount can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company, the costs incurred or to be incurred can be measured reliably, and when the criteria for each of the Company’s different activities has been met.

#### **Training Income**

- (a) In case of Public Programs, revenue is recognized when program is delivered.
- (b) In case of Corporate Programs, appropriate revenue is recognized when program is delivered.
- (c) In case of long-term course (i.e. courses more than 6 weeks duration), revenue is accrued over the period of the course based on delivery.

#### **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.

## **1.9 Foreign Currency Transactions**

### **(a) Functional and presentation currency**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

### **(b) 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.

### **(c) Conversion**

Foreign currency monetary items are reported using the closing exchange rate.

### **(d) 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.

## **1.10 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) Remeasurement gains and losses related to Gratuity liability arising from experience adjustments and changes in actuarial assumptions recognised in Other Comprehensive Income. Other 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 operating segments as defined by Ind AS - 108.

## **1.13 Lease Accounting Policy**

### **(a) As a lessee**

At the date of commencement of the lease, the company recognizes a right to use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right to use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right to use assets are depreciated from the commencement date on a straight-line basis over useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right to use asset if the company changes its assessment if whether it will exercise an extension or a termination option. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

(b) As a lessor

Lease income from operating leases where the company is a lessor is recognised as income on a straight-line basis over the lease term. The respective leased assets are included in Investment Property.

#### 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). For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders & the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity 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.
  5. 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.

#### 1.16 Provisions and Contingencies

- (a) A provision is recognised when an enterprise has a present obligation as a result of past event and 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. At the end of each reporting period, provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at a future date. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense 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.

#### 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 Privilege Leave Benefits

Privilege leave benefits or compensated absences are considered as long term unfunded benefit and is recognized on the basis of an actuarial valuation using the Projected Unit Credit Method determined by an appointed Actuary.

### 1.19 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### (a) Financial Assets

##### Initial recognition and measurement:

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition. If the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

##### Subsequent measurement:

The Company classifies its financial assets into the following categories:

##### i. Financial assets measured at amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company.

##### ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

Where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

##### iii. Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. This is a residual category applied to all other Financial assets of the Company.

##### Derecognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when:

- i. The contractual rights to cash flows from the financial asset expires;
- ii. The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset.

##### Impairment of financial assets :

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

**(b) Financial Liabilities :**

**Initial recognition and measurement:**

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial liabilities are recognized initially at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial liability.

Where the fair value of a financial liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input). In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial liability.

**Subsequent measurement:**

All financial liabilities of the Company are subsequently measured at amortized cost.

**Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires

**1.20 Recent Accounting Pronouncements**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1<sup>st</sup>, 2022, as below:

**a) Ind AS 103 – Reference to Conceptual Framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

**b) Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

**c) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.



**Note : 2****Notes forming part of Balance Sheet as at March 31, 2022****PROPERTY, PLANT AND EQUIPMENTS :****Rs. in Lakhs**

ASSETS	GROSS CARRYING VALUE				DEPRECIATION				NET BLOCK	
	As at April 1, 2021	Additions during the year	Deductions during the year	As at March 31, 2022	As at April 1, 2021	For the year	Deductions during the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Buildings	181.00	11.00	-	192.00	38.92	6.69	-	45.61	146.39	142.08
Plant and machinery	7.71	-	-	7.71	4.76	0.50	-	5.26	2.45	2.95
Furniture and fixtures	15.59	8.03	0.28	23.34	9.72	1.58	0.16	11.14	12.20	5.87
Data Processing and allied equipments	57.33	26.40	18.66	65.07	52.78	12.00	17.62	47.16	17.91	4.55
Office equipments	19.45	2.55	1.15	20.85	16.35	1.63	1.00	16.98	3.86	3.10
Electric installations	2.43	-	-	2.43	1.18	0.26	-	1.44	0.99	1.25
Vehicles	9.11	72.17	17.01	64.27	6.79	0.88	7.55	0.12	64.15	2.32
<b>Total</b>	<b>292.62</b>	<b>120.14</b>	<b>37.09</b>	<b>375.66</b>	<b>130.50</b>	<b>23.55</b>	<b>26.32</b>	<b>127.71</b>	<b>247.95</b>	<b>162.12</b>
<b>Capital Work in progress</b>									-	-

**Notes forming part of Balance Sheet as at March 31, 2021****PROPERTY, PLANT AND EQUIPMENTS :****Rs. in Lakhs**

ASSETS	GROSS CARRYING VALUE				DEPRECIATION				NET BLOCK	
	As at April 1, 2020	Additions during the year	Deductions during the year	As at March 31, 2021	As at April 1, 2020	For the year	Deductions during the year	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Buildings	181.00	-	-	181.00	31.89	7.03	-	38.92	142.08	149.11
Plant and machinery	7.71	-	-	7.71	4.14	0.62	-	4.76	2.95	3.57
Furniture and fixtures	16.52	-	0.93	15.59	8.58	1.56	0.42	9.72	5.87	7.94
Data Processing and allied equipments	62.86	0.36	5.89	57.33	54.95	2.64	4.81	52.78	4.55	7.91
Office equipments	20.95	0.05	1.55	19.45	15.58	1.95	1.18	16.35	3.10	5.37
Electric installations	1.58	0.85	-	2.43	0.94	0.24	-	1.18	1.25	0.64
Vehicles	9.11	-	-	9.11	6.78	0.01	-	6.79	2.32	2.33
Right to use	243.80	-	243.80	-	53.31	27.34	80.65	-	-	190.49
<b>Total</b>	<b>543.53</b>	<b>1.26</b>	<b>252.17</b>	<b>292.62</b>	<b>176.17</b>	<b>41.39</b>	<b>87.06</b>	<b>130.50</b>	<b>162.12</b>	<b>367.36</b>

**Note : 3****Notes forming part of Balance Sheet as at March 31, 2022****INTANGIBLE ASSETS****Rs. in Lakhs**

ASSETS	GROSS CARRYING VALUE				AMORTIZATION				NET BLOCK	
	As at April 1, 2021	Additions during the year	Deductions during the year	As at March 31, 2022	As at April 1, 2021	For the year	Deductions during the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Franchise fees	-	-	-	-	-	-	-	-	-	-
Software	63.40	18.19	-	81.59	50.37	9.74	-	60.11	21.48	13.03
<b>Total</b>	<b>63.40</b>	<b>18.19</b>	<b>-</b>	<b>81.59</b>	<b>50.37</b>	<b>9.74</b>	<b>-</b>	<b>60.11</b>	<b>21.48</b>	<b>13.03</b>
<b>Intangible Assets under development</b>									1.50	-

**Notes forming part of Balance Sheet as at March 31, 2020****INTANGIBLE ASSETS****Rs. in Lakhs**

ASSETS	GROSS CARRYING VALUE				AMORTIZATION				NET BLOCK	
	As at April 1, 2020	Additions during the year	Deductions during the year	As at March 31, 2021	As at April 1, 2020	For the year	Deductions during the year	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Franchise fees	-	-	-	-	-	-	-	-	-	-
Software	63.25	0.15	-	63.40	39.48	10.89	-	50.37	13.03	23.76
<b>Total</b>	<b>63.25</b>	<b>0.15</b>	<b>-</b>	<b>63.40</b>	<b>39.48</b>	<b>10.89</b>	<b>-</b>	<b>50.37</b>	<b>13.03</b>	<b>23.76</b>

Ageing Schedule for Intangible assets under development as on 31.03.2022

Ageing Schedule	Amount of Intangible Assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.50	-	-	-	1.50

#### 4 INVESTMENT PROPERTIES

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Gross carrying amount</b>		
Deemed cost as on 1 <sup>st</sup> April 2016 / Closing balance	13.55	13.55
Additions	-	-
Disposal	-	-
<b>Closing Gross block</b>	<b>13.55</b>	13.55
<b>Accumulated Depreciation / Diminution</b>		
<b>Opening balance</b>	<b>6.26</b>	5.15
Additions	1.11	1.11
Disposal	-	-
<b>Closing accumulated depreciation</b>	<b>7.37</b>	6.26
<b>TOTAL INVESTMENT PROPERTIES</b>	<b>6.18</b>	7.28
<b>FAIR VALUE AS ON DATE</b>	<b>6,587.33</b>	6,587.33

Management is of the view that there will be not much deviation in fair value. Hence, the fair value as on 31<sup>st</sup> March 2021 is considered as fair value on 31<sup>st</sup> March 2022.

#### 4 A LEASES PROVIDED

The Company has provided above premises through operating and cancellable lease arrangements. The disclosures of future lease rent receipts are as follows:

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Not later than one year	89.45	85.23
Later than one year and not later than five years	96.28	184.93
Later than five years	1.15	1.66

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

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Gross carrying amount	13.55	13.55
Accumulated depreciation	7.37	6.26

Rs. in Lakhs

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Lease rent income during the year	87.06	66.96
Depreciation recognised in the statement of Profit and Loss account	1.11	1.11
Net Income from Properties Letout	85.95	65.85

## 5 . FINANCIAL ASSETS - INVESTMENTS

Particulars	Face Value	As at March 31, 2022		As at March 31, 2021	
		Quantity	Rs. in Lakhs	Quantity	Rs. in Lakhs
<b>Non - Current Investments</b>					
<b>Investment at fair value through profit or loss</b>					
<b>I) Unquoted Investments</b>					
<b>1) Investment in Equity shares</b>					
Bombay Mercantile Co-op Bank Ltd.	30	166	0.05	166	0.05
<b>Total</b>			0.05		0.05
<b>Less: Provision for investment</b>			0.05		0.05
<b>Total Unquoted Investments (A)</b>			-		-
<b>II) Quoted Investment</b>					
<b>1) Investment in Mutual Funds</b>					
Axis Bluechip Fund		220,396.739	98.69	-	-
Canara Robeco Bluechip Equity Fund		245,745.884	100.02	-	-
ICICI Prudential Bluechip Fund		156,705.846	102.77	-	-
<b>Total Quoted Investment (B)</b>			301.48		-
<b>TOTAL INVESTMENTS (A+B)</b>			301.48		-
Aggregate cost of Quoted Investement			300.00		-
Aggregate Market Value of Quoted Investement			301.48		-
Aggregate Carrying Value of Unquoted Investement			-		-

## 6. OTHER NON-CURRENT FINANCIAL ASSETS

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Security Deposits</b>		
<b>i) Unsecured, considered good</b>		
1. Electricity deposit	6.96	6.96
2. Rent deposit paid	1.53	1.56
3. Other deposits	4.17	29.84
<b>ii) Unsecured, considered doubtful</b>		
Security Deposit	2.21	2.21
Less: provision for doubtful debts	(2.21)	(2.21)
<b>Other Bank balances</b>		
i) In deposit accounts (maturity more than 12 months) *	4.50	6.00
<b>Fixed deposits with others</b>	200	-
<b>TOTAL OTHER NON-CURRENT FINANCIAL ASSETS</b>	<b>217.15</b>	<b>44.36</b>

\* Fixed deposit in HDFC Bank Limited amounting to Rs. 3.34 Lakhs kept as lien against bank guarantee (Previous year 6.00 Lakhs kept as lien against corporate Credit Card )

## 7. OTHER NON-CURRENT ASSETS

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advance	12.30	-
<b>TOTAL OTHER NON-CURRENT FINANCIAL ASSETS</b>	<b>12.30</b>	<b>-</b>

## 8. DEFERRED TAXES

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Deferred Tax Assets</b>		
Difference in Book value and Tax WDV of PPE	(1.50)	0.85
Expenditure u/s 43B of The Income Tax Act, 1961	37.89	30.31
Carried forward business losses	-	16.61
<b>Total – A</b>	<b>36.39</b>	<b>47.77</b>
<b>Deferred Tax Liabilities</b>		
Remeasurement of Defined Benefit Plans and Fair Valuation of Investments	9.71	6.14
<b>Total – B</b>	<b>9.71</b>	<b>6.14</b>
<b>NET DEFERRED TAX ASSET / (LIABILITIES) (A+B)</b>	<b>26.68</b>	<b>41.63</b>

## 9. INCOME TAX ASSETS (NET)

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>I) Other advances</b>		
Income Taxes	351.84	419.60
Less: Provision for taxation	(127.38)	(87.23)
<b>TOTAL CURRENT TAX ASSETS (NET)</b>	<b>224.46</b>	<b>332.37</b>

## 10. TRADE RECEIVABLES

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Unsecured</b>		
(a) Considered good - Secured	-	-
(b) Considered good - unsecured	245.63	237.54
(c) With significant increase in credit risk	20.61	17.33
(d) Credit Impaired	-	-
Less: Allowances for Credit Losses	(20.61)	(17.33)
<b>TOTAL TRADE RECEIVABLES</b>	<b>245.63</b>	<b>237.54</b>

### 10.1

Rs. in Lakhs

Particulars	Outstanding for following periods from due date of payment as on 31.03.2022					
	Less than 6 months	6 month - 1 Year	1-2 Years	2-3 Year	More than 3 years	Total
(i) Undisputed Trade receivable considered Good	231.45	-	-	14.17	-	245.63
(ii) Undisputed Trade receivable- which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivable- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables considered Good	-	-	-	-	-	-
(v) Disputed Trade receivable- which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivable- credit impaired	-	-	-	-	-	-

## 10.2

Particulars	Outstanding for following periods from due date of payment as on 31.03.2021					
	Less than 6 months	6 month - 1 Year	1-2 Years	2-3 Year	More than 3 years	Total
(i) Undisputed Trade receivable considered Good	216.27	6.24	15.01	-	0.01	237.54
(ii) Undisputed Trade receivable- which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivable-credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables considered Good	-	-	-	-	-	-
(v) Disputed Trade receivable- which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivable- credit impaired	-	-	-	-	-	-

## 11 CASH AND CASH EQUIVALENTS

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Cash and Cash Equivalents</b>		
Cash on hand	0.81	0.38
<b>Balances with banks</b>		
In current accounts	103.74	72.91
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b>104.55</b>	<b>73.29</b>

## 12 OTHER BALANCES WITH BANKS

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Bank Balances other than Bank balances</b>		
In deposit accounts (maturity more than 3 months) *	985.38	1093.28
<b>Balances with banks in unpaid dividend accounts</b>	<b>4.11</b>	<b>4.11</b>
<b>TOTAL OTHER BALANCES WITH BANKS</b>	<b>989.49</b>	<b>1,097.39</b>

\* Fixed deposit in HDFC Bank Limited amounting to Rs. 15.75 Lakhs kept as lien against bank guarantee and Rs. 6 Lakhs kept as lien against Corporate Credit Card. (Previous year Rs. 15.75 Lakhs kept as lien against bank guarantee.)

## 13 OTHER CURRENT FINANCIAL ASSETS

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Interest Accrued on Fixed Deposit	19.09	27.73
Others	3.60	13.74
<b>TOTAL OTHER CURRENT FINANCIAL ASSETS</b>	<b>22.69</b>	<b>41.47</b>



**14 OTHER CURRENT ASSETS**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>I) Unsecured, considered good</b>		
<b>1) Other advances</b>		
a) Prepaid expenses	16.85	9.73
b) Advances to employees	0.89	1.26
Less : Provision for advance to staff	(0.06)	-
c) Advances paid to vendors	9.12	2.15
Less : Provision for advance to vendors	-	-
d) Others	0.93	0.93
<b>TOTAL OTHER CURRENT ASSETS</b>	<b>27.73</b>	<b>14.07</b>

**15 EQUITY SHARE CAPITAL**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Authorised capital:</b>		
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
<b>Total</b>		
<b>Issued, Subscribed and paid up Capital:</b>	<b>2500.00</b>	<b>2500.00</b>
<b>Equity Share capital</b>		
<b>29,03,890 Equity Shares of Rs. 10/- each, fully paid up</b> (Previous year- 29,03,890 Equity Shares of Rs.10/- each, fully paid up)	290.39	290.39
<b>TOTAL EQUITY SHARE CAPITAL</b>	<b>290.39</b>	<b>290.39</b>

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

Equity shares	As at March 31, 2022		As at March 31, 2021	
Particulars	No. of shares	Rs. in Lakhs	No. of shares	Rs. in lakhs
At the beginning of the period	29,03,890	290.39	2,903,890	290.39
Issued during the period	-	-	-	-
Outstanding at the end of the period	29,03,890	290.39	2,903,890	290.39

**15.2 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.

**15.3 Holding company share holding details:-**

**Out of the 29,03,890 Equity shares, 16,64,361 Equity Shares are held by the holding company.**

(Previous year out of 29,03,890 Equity shares, 16,47,526 Equity Shares were held by the holding company).

**15.4 The details of the shareholder holding more than 5% shares is set out below:**

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of shares	% held	No. of shares	% held
<b>Walchand &amp; Company Private Limited (Holding Company)</b>	<b>1,664,361</b>	<b>57.31</b>	<b>1,647,526</b>	<b>56.74</b>

### 15.5 Shareholders by promotor at the end of the year

Promoters Name	As at March 31, 2022			As at March 31, 2021		
	No. of shares	% of Total Shares	% Change during the year	No. of shares	% of Total Shares	% Change during the year
Walchand & Company Private Limited (Holding Company)	1,664,361	57.31	0.58	1,647,526	56.74	0.06
Kamalini Bahubali	5,390	0.19	-	5,390	0.19	-
Pallavi Jha	1,620	0.06	-	1,620	0.06	-
Anuja Vivek Joshi	1,026	0.04	-	1,026	0.04	-

**15.6** The Company has not issued any bonus shares, any shares for consideration other than cash and shares bought back during the period of five years immediately preceding the date of the Balance Sheet.

**15.7** In respect of the year ended 31<sup>st</sup> March 2022, The Board of Directors proposed a final dividend of Rs. 1.25 per share to be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The proposed equity dividend is payable to all holders of fully paid equity shares. The total estimated equity dividend would result in total cash outflow of Rs. 36.30 Lakhs

### 16 OTHER EQUITY

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Capital Redemption Reserve</b>	<b>8.50</b>	8.50
<b>Securities Premium Reserve</b>	<b>230.95</b>	230.95
<b>General Reserve</b>	<b>91.73</b>	91.73
<b>Surplus - Opening balance</b>	<b>1,133.06</b>	1,131.28
Add / (Less) : Net profit / (Loss) after tax transferred from Statement of Profit and Loss	184.57	(16.48)
Add / (Less) : Other comprehensive income for the year	10.62	18.26
Surplus - Closing balance	<b>1328.25</b>	1133.06
<b>TOTAL OTHER EQUITY</b>	<b>1,659.43</b>	1,464.24

#### Description of nature and purpose of each reserve :

##### Capital Redemption reserve

Capital redemption reserve created at the time of redemption of Preference Shares.

##### Securities Premium

Securities premium is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

##### General reserve

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

**17 LONG TERM BORROWINGS**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Secured term Loan		
From Bank (Refer below note)	45.79	-
<b>TOTAL LONG TERM BORROWINGS</b>	<b>45.79</b>	<b>-</b>

Note - The above term loan is secured against hypothecation of BMW Motor Car. The term loan is taken from Bank of Baroda @ 7.10 interest p.a., repayable in 60 monthly installments starting from April 10, 2022

**18 OTHER NON-CURRENT FINANCIAL LIABILITIES**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Deposit received from tenant	25.94	24.12
<b>TOTAL OTHER NON-CURRENT FINANCIAL LIABILITIES</b>	<b>25.94</b>	<b>24.12</b>

**19 PROVISIONS - NON-CURRENT LIABILITIES**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Gratuity Obligation	49.91	35.15
Leave Encasement	1.54	1.90
<b>TOTAL PROVISIONS - NON-CURRENT LIABILITIES</b>	<b>51.45</b>	<b>37.05</b>

**20 SHORT TERM BORROWINGS**

Particulars	As at March 31, 2022	As at March 31, 2021
Current Maturities of Long term borrowings (Refer below note)	9.71	-
<b>TOTAL SHORT TERM BORROWINGS</b>	<b>9.71</b>	<b>-</b>

Note - Current Maturities of long term Debts - Refer Note 17 for details of security and repayment.

**21 TRADE PAYABLES**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Dues of Micro, small and medium enterprises	-	4.69
Other	32.91	29.73
<b>TOTAL TRADE PAYABLES</b>	<b>32.91</b>	<b>34.42</b>

**Disclosures under Micro, Small and Medium Enterprises Development Act, 2006**

Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Development Act, 2006 as well as they have filed required memorandum with the prescribed authorities. 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.

Particulars	As at March 31, 2022	As at March 31, 2021
Principal amount unpaid at the end of the year	-	-
Interest unpaid at the end of the year	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-
<b>Balance of MSME parties</b>	-	-

Particulars	Outstanding for following periods from due date of payment as on 31.03.2022			
	Less than 1 year	1-2 Years	More than 3 years	Total
(i) MSME	-	-	-	-
(ii) Others	32.19	0.72	-	32.91
(iii) Disputed dues MSME	-	-	-	-
(iv) Disputed dues Others	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31.03.2021			
	Less than 1 year	1-2 Years	More than 3 years	Total
(i) MSME	-	-	-	-
(ii) Others	34.42	-	-	34.42
(iii) Disputed dues MSME	-	-	-	-
(iv) Disputed dues Others	-	-	-	-

## 22 OTHER CURRENT FINANCIAL LIABILITIES

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
Unpaid Dividends (There is no amount due and outstanding to be credited to Investor Education and Protection Fund)	4.11	4.11
Provision for expenses	117.14	70.98
<b>TOTAL OTHER CURRENT FINANCIAL LIABILITIES</b>	<b>121.25</b>	<b>75.09</b>

**23 OTHER CURRENT LIABILITIES**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory dues	49.37	35.22
Other payables	1.50	11.40
Income received in advance	37.23	23.82
<b>TOTAL OTHER CURRENT LIABILITIES</b>	<b>88.11</b>	<b>70.44</b>

**24 PROVISIONS - CURRENT LIABILITIES**
**Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for employee benefits	90.39	45.15
Gratuity Obligation	31.11	22.98
Leave Encashment	2.79	0.67
<b>TOTAL PROVISIONS - CURRENT LIABILITIES</b>	<b>124.29</b>	<b>68.80</b>

**25 REVENUE FROM OPERATIONS**
**Rs. in Lakhs**

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
<b>Income from operation:</b>		
Training services	1,777.85	866.24
<b>Other operating revenue :</b>		
Reimbursement of expenses	3.59	15.88
<b>TOTAL REVENUE FROM OPERATIONS</b>	<b>1,781.44</b>	<b>882.12</b>

**26 OTHER INCOME**
**Rs. in Lakhs**

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Rent Income	87.06	66.96
Interest on Fixed Deposit	49.45	61.93
Provision / Payables Written Back	12.65	34.44
Interest From Income Tax Refunds	10.37	19.11
Gain on Lease termination	-	25.58
Fair value changes arising on Financial asset designated as at FVTPL	1.48	-
Sundry Receipts	1.36	3.24
<b>TOTAL OTHER INCOME</b>	<b>162.37</b>	<b>211.26</b>

**27 EMPLOYEE BENEFIT EXPENSES**
**Rs. in Lakhs**

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Salaries and bonus	840.48	639.93
Contribution to Provident fund, Gratuity and other funds	82.14	52.47
Staff welfare	1.21	2.16
<b>TOTAL EMPLOYEE BENEFIT EXPENSES</b>	<b>923.83</b>	<b>694.56</b>



**28 OTHER EXPENSES****Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
Repairs to building	3.51	0.35
Repairs to plant and machinery	7.50	3.51
Insurance and Maintenance Expenses	13.35	15.31
Rates and taxes	105.34	1.77
Electricity charges	5.27	5.40
Telephone and Internet charges	11.02	10.85
Freight expenses	2.92	1.09
Directors Sitting Fees	3.75	3.75
Bad Debts Written Off	1.94	1.20
Expected Credit Loss	3.34	3.54
Assets written off	0.42	0.51
Loss on sale of Property, Plant and Equipments	1.24	0.23
Miscellaneous expenses	44.35	51.61
<b>Audit Fees</b>		
a) Statutory Fees	3.75	3.30
b) Tax Audit Fees	0.75	0.75
c) Limited Review & other fees	2.13	1.95
d) Expenses Reimbursement	0.04	0.06
<b>TOTAL OTHER EXPENSES</b>	<b>210.62</b>	<b>105.18</b>

Note : During the year ended March 31, 2022, the Company has received the order from Brihan Mumbai Mahanagar Palika towards the municipal taxes matter. Based on this order, the Company has settled all the pending dues towards Municipal taxes and Rs. 104.36 Lakhs is charged to Statement of Profit & Loss under Rates and Taxes. This was a one time expense incurred net of provisions made towards the municipal taxes during all the years from April 2000 to March 2022.

**29 TAX EXPENSE****Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
<b>Income taxes</b>		
Current Tax	57.50	-
<b>Net Current tax Liability</b>	<b>57.50</b>	<b>-</b>
Income tax of earlier years	18.25	2.51
<b>Net Income tax of earlier years Liability</b>	<b>18.25</b>	<b>2.51</b>
<b>Deferred Tax (assets) / Liability</b>		
Deferred Tax (assets) / Liability	11.38	(5.21)
	<b>11.38</b>	<b>(5.21)</b>
<b>TOTAL TAX EXPENSE</b>	<b>87.13</b>	<b>(2.70)</b>

**Note 29A : Reconciliation of tax expense and accounting profit for the year is as under :**

**Rs. in Lakhs**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Enacted Income tax rate in India applicable to the Company	25.168%	25.168%
Profit / (Loss) before tax	271.70	(19.18)
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	68.38	(4.83)
Tax effect on non-deductible expenses	77.72	16.46
Deduction under section 24 of the Income Tax Act	(6.40)	(4.88)
Tax in respect of earlier years	18.25	2.51
Adjustments in respect of current income tax of previous year	(66.00)	-
Utilization of brought forward losses	(8.45)	-
Others	3.62	(11.96)
<b>Tax expense as per statement of Profit and Loss</b>	<b>87.13</b>	<b>(2.70)</b>

**Note 29 B : The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:**

**As at 31<sup>st</sup> March, 2022**

**Rs. in Lakhs**

Particulars	Balance Sheet 01.04.2021	Profit & Loss 2021-22	OCI 2021-22	Balance Sheet 31.03.2022
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961.	0.85	(2.35)	-	(1.50)
Provision for expense allowed for tax purpose on payment basis	30.31	7.58	-	37.89
Carried forward business Losses	16.61	(16.61)	-	-
Remeasurement benefit of the defined benefit plans through OCI	(6.14)	-	(3.57)	(9.71)
<b>Deferred tax (expense)/benefit</b>		<b>(11.38)</b>	<b>(3.57)</b>	
<b>Net Deferred tax Asset</b>	<b>41.63</b>			<b>26.68</b>

**As at 31<sup>st</sup> March, 2021**

**Rs. in Lakhs**

Particulars	Balance Sheet 01.04.2020	Profit & Loss 2020-21	OCI 2020-21	Balance Sheet 31.03.2021
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act, 1961.	10.57	(9.72)	-	0.85
Provision for expense allowed for tax purpose on payment basis	23.86	6.45	-	30.31
Carried forward business Losses	-	16.61	-	16.61
Remeasurement benefit of the defined benefit plans through OCI	8.13	-	(14.27)	(6.14)
Mat credit entitlement	0.93	(0.93)	-	-
<b>Deferred tax (expense)/benefit</b>		<b>12.41</b>	<b>(14.27)</b>	
<b>Net Deferred tax Asset</b>	<b>43.49</b>			<b>41.63</b>

### 30 EARNING PER SHARE

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

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
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	-	-
<b>Number of shares considered as weighted average shares and potential shares</b>	<b>2,903,890</b>	<b>2,903,890</b>

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Profit/(Loss) available as per Profit and Loss account available to Equity shareholder (Rs in Lakhs)	184.57	(16.48)
Face value per equity share (Rupees)	10.00	10.00
Weighted average number of equity shares for EPS computation (nos)	2,903,890	2,903,890
<b>Basic and Diluted earning per share (Rs)</b>	<b>6.36</b>	<b>(0.57)</b>

### 31 CONTINGENT LIABILITIES AND COMMITMENTS

Rs. in Lakhs

Particulars	As at March 31, 2022	As at March 31, 2021
a) Contingent liability with respect to the Municipal Corporation of Greater Mumbai ("BMC") notice in 2002 escalating the Property Tax on account of revision in the manner of calculation of the Rateable Value. In the said notice the Property tax increased by more than 300 times the Property Tax for earlier years. The said notice was challenged before the appropriate authorities of the BMC and later the Company filed an appeal in the Court of Small Causes. The Company was successful in the said appeal and the Court set aside the revision of the property tax and had ordered BMC to continue to assess the company at the earlier assessment rate. Against the said order of the Ld Small Causes Court, the BMC preferred an appeal in the Hon'ble Bombay High Court. In the year 2012, BMC changed the method of computation of Property Tax from Rateable Value to Capital Value with retrospective effect from 2010-11. In 2019, the Hon'ble High Court finally decided the matter in Company's favour and set aside the order dated 04.07.2017 and further directed the BMC to give the Company a hearing for assessment of the taxes for the entire period.  During the year ended March 31, 2022, the Company has received the order from Brihan Mumbai Mahanagar Palika towards the municipal taxes matter. Based on this order, the Company has settled all the pending dues towards Municipal taxes and Rs. 104.36 Lakhs is charged to Statement of Profit & Loss under Rates and Taxes. This is net of provisions made towards the municipal taxes during all the years from April 2000 to March 2021.	-	67.54

b) Contingent liability with respect to Mumbai Port Trust (MbPT) demand on account of lease rentals. The Company has filed a Suit for injunction before the Hon'ble City Civil Court restraining MbPT from taking any action against the Company and to withdraw the said Notice/Letter. According to the legal advice, the order is unreasonable and unwarranted. The MbPT vide letter dated 03.11.20, called for certain documents which Company has provided vide letter dated 09.12.20.	206.11	189.91
c) On 6 <sup>th</sup> April 2021, Company received a demand notice amounting to Rs. 93.85 lakhs (including Interest and penalties) under Service Tax Act, 1994 for the period 01.07.2012 to 30.06.2017. The department has not allowed service tax input credit which the company has claimed on certain business expenses. The Company has filed an appeal to higher authority against order raised by Deputy Commissioner (Dn. X) CGST, Mumbai South and is confident that the management will be successful in their appeal and there will not be any future outflow due to this demand.	93.85	93.85
d) On 31 <sup>st</sup> May 2021, Company received a demand notice amounting to Rs. 14.33 lakhs (including Interest and penalties) under Service Tax Act, 1994 for the period 01.07.2012 to 30.06.2017. The department raised a demand for non payment of service tax on Reverse charge basis. The Company has filed an appeal to higher authority against order raised by Deputy Commissioner (Dn. X) CGST, Mumbai South stating the facts about company is also eligible to claim input tax credit hence net service tax payable is Nil. The Company is confident that the management will be successful in their appeal and there will not be any future outflow due to this demand.	14.33	-

## 32 RELATED PARTY DISCLOSURES:-

### A Description of Companies:

Name of the Related Party	Nature of Relationship
Walchand and Company Private Limited	Holding Company
Walchand Netsoft Private Limited	Controlled by Holding Company
Walchand Diamond Jubilee Trust	Directors as Trustee

### B Key Management Personnel

Name of the Related Party	Nature of Relationship
Mrs. Pallavi Jha	Chairperson & Managing Director
Mr. Sanjay Jha	Whole-Time Director
Mr. Uday Phadke	Independent Director (upto November 01, 2020)
Mr. H.N. Shrinivas	Independent Director
Mr. Jehangir Ardeshir	Independent Director
Mr. Joseph Pereira	Independent Director (with effect from October 26, 2020)
Ms Shruthi Patni	Chief Financial Officer
Ms Kajal Sudani	Company Secretary & Compliance Officer

### C Relative of Key Management Personnel:

Name of the Related Party	Nature of Relationship

**Note :** As there are no transactions between the company and the relatives of Key management personnel during the year, their names are not disclosed here.

**D. Details of Transactions with Related Parties**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>A. Transaction with companies</b>		
<b>(i) Income from property</b>		
Walchand & Company Private Limited	0.51	0.51
<b>B. Transactions with Key Management Personnel</b>		
<b>(i) Director sitting fees</b>		
Mr. Uday Phadke	-	1.15
Mr. H.N. Shrinivas	0.85	0.85
Mr. Jehangir Ardeshir	1.45	1.45
Mr. Joseph Pereira	1.45	0.45
<b>(ii) Remuneration paid</b>		
Managing Director's Remuneration	134.19	74.04
Whole time Director's Remuneration	126.37	69.23
Chief Financial Officer's Remuneration	55.63	33.29
Company Secretary and Compliance Officer's Remuneration	7.49	7.00

**Managerial Remuneration****Rs. in Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Chairperson and Managing Director</b>		
Salary	58.19	41.33
Performance Pay	29.93	-
Contribution to Provident Fund	6.98	4.96
Contribution to Superannuation Fund	8.73	6.20
Gratuity	2.80	1.99
Perquisites	27.56	19.58
<b>Total</b>	<b>134.19</b>	<b>74.04</b>
<b>Whole- Time Director</b>		
Salary	56.15	39.88
Performance Pay	28.88	-
Contribution to Provident Fund	6.74	4.79
Contribution to Superannuation Fund	8.42	5.98
Gratuity	2.70	1.92
Perquisites	23.48	16.68
<b>Total</b>	<b>126.37</b>	<b>69.23</b>

**33 Employee benefit disclosure**

The Company has classified various employee benefits as under:

**(i) Defined Contribution plans**

The amounts recognized as expense :-

**Rs. In Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
Contribution to Provident Fund	26.04	23.05
Contribution to Superannuation Fund	17.15	12.18



**(ii) Defined Benefit plan – Gratuity:**
**Rs. In Lakhs**

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

Particulars	As at March 31, 2022	As at March 31, 2021
<b>A) Change in defined benefit obligation</b>		
Ai) Opening defined benefit obligation	93.96	115.87
Aii) Current service cost	5.60	11.77
Aiii) Past service cost	-	-
Aiv) Interest cost	5.01	7.08
<b>Av) Sub total (Included in Statement of Profit &amp; Loss)</b>	10.61	18.85
Avi) Actuarial (gain)/ Losses on Obligation	14.09	(25.90)
<b>Avii) Sub total (Included in Other Comprehensive Income)</b>	14.09	(25.90)
Aviii) Benefits paid	(2.69)	(14.86)
Additional provision		
<b>Aix) Closing defined benefit obligation</b>	115.97	93.96
<b>B) Change in fair value of assets</b>		
Bi) Opening fair value of plan assets	35.83	48.25
Bii) Expected return on plan assets	1.91	2.95
<b>Biii) Sub total (Included in Statement of Profit &amp; Loss)</b>	1.91	2.95
Biv) Actuarial gain/(losses) on plan assets	(0.11)	(1.50)
<b>Bv) Sub total (Included in Other Comprehensive Income)</b>	(0.11)	(1.50)
Bvi) Benefits paid	(2.69)	(14.86)
Bvii) Contributions by employer	-	0.98
<b>Bviii) Closing fair value of plan assets</b>	34.94	35.83
<b>C) Expenses recognised in</b>		
Statement of Profit & Loss	8.70	15.90
Other Comprehensive Income	14.19	(24.40)
Past service cost		
Expected return on plan assets	-	-
Net Actuarial (gain) /Losses recognized	-	-
<b>Total expense recognized</b>	22.89	(8.50)
<b>D) Amount recognised in Balance sheet</b>		
Present value of Funded obligations	115.96	93.96
Fair value of plan assets	(34.94)	(35.83)
<b>Net Liability/ (Asset)</b>	81.02	58.13
<b>E) Actuarial assumptions</b>		
Discount Rate (p.a)	5.66%	5.33%
Expected rate of return on assets (p.a)	5.66%	5.33%
Salary Escalation rate (p.a)	8.00%	4.00%
<b>F) Experience Adjustments:</b>		
Experience adjustment on plan liability- (Gains) / Losses	7.14	(27.58)
Experience adjustment on plan assets- Gains / (Losses)	-	-

**Category of Assets****Rs. In Lakhs**

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Government of India Assets	-	-
State Government Securities	-	-
Special Deposits Scheme	-	-
Debt Instruments	-	-
Corporate Bonds	-	-
Cash And Cash Equivalents	-	-
Insurance fund	34.94	35.83
Asset-Backed Securities	-	-
Structured Debt	-	-
Other	-	-

**Sensitivity Analysis****Rs. In Lakhs**

<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
Projected Benefit Obligation on Current Assumptions	115.97	93.96
Delta Effect of +1% Change in Rate of Discounting	(2.06)	(1.61)
Delta Effect of -1% Change in Rate of Discounting	2.21	1.71
Delta Effect of +1% Change in Rate of Salary Increase	2.06	1.49
Delta Effect of -1% Change in Rate of Salary Increase	(1.99)	(1.42)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.31)	0.01
Delta Effect of -1% Change in Rate of Employee Turnover	0.32	(0.01)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**Maturity Analysis of the Benefit Payment****Rs. In Lakhs**

<b>Projected Benefits Payable in Future Years From the Date of Reporting</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>
1 <sup>st</sup> Following Year	59.05	38.71
2 <sup>nd</sup> Following Year	13.79	15.68
3 <sup>rd</sup> Following Year	12.46	19.52
4 <sup>th</sup> Following Year	9.45	7.69
5 <sup>th</sup> Following Year	8.08	5.56
Sum of Years 6 to 10	20.81	13.22
Sum of Years 11 and above	7.31	4.15

**(iii) Defined Benefit plan – Leave encasement:**
**Rs. In Lakhs**

Particulars	As at March 31, 2022	As at March 31, 2021
<b>A) Funding Status</b>	Unfunded	Unfunded
<b>B) Expense recognize in Statement of Profit and Loss Account</b>	5.19	2.42
<b>C) Attrition rate</b>	25%	25%
<b>D) Actuarial assumptions</b>		
Discount Rate (p.a)	5.33%	5.33%
Salary Escalation rate (p.a)	8.00%	4.00%

**34. RATIO**

Name of Ratio	Formula	F.Y. 2021-22		F.Y. 2020-21		% of change	Reason for variation if change is more than 25% as compared to previous year
		Rs. In Lakhs	Ratio	Rs. In Lakhs	Ratio		
Current Ratio	Current assets	1,390.09	3.69 Times	1,463.76	5.88 Times	-37%	Realization of old dues from customers
	Current liabilities	376.27		248.75			
Debt equity Ratio	Short term debt + long term debt	55.50	0.03 Times	-	- Times	N.A.	
	Share holder's equity	1,949.82		1,754.63			
Debt service coverage Ratio	Earnings available for debt service	222.10	N.A.	39.53	N.A.	N.A.	
	Debt service	N.A.		N.A.			
Return on equity	Net profit after tax *	184.57	9.96 %	-16.48	-0.94 %	1160%	Increased sales, cost efficiency and productivity
	Average share holder's equity	1,852.22		1,753.74			
Inventory Turnover Ratio	Net Sales	1,781.44	N.A.	882.12	N.A.	N.A.	
	Average inventory at selling price	N.A.		N.A.			
Trade receivable turnover Ratio	Net sales	1,781.44	7.37 Times	882.12	2.53 Times	191%	Realization of old dues from customers
	Average trade receivables	241.58		348.35			
Trade payable turnover Ratio	Net credit purchase / services	606.66	4.75 Times	360.44	1.91 Times	148%	Increased sales led to increase in expenses
	Average trade payables	127.73		188.57			
Net capital turnover Ratio	Net sales	1,781.44	1.76 Times	882.12	0.73 Times	142%	Increase in sales
	Working capital	1,013.82		1,215.01			
Net profit Ratio	Net profit after tax *	184.57	9.50 %	-16.48	-1.51 %	730%	Increased sales, cost efficiency and productivity
	Total sales	1,943.81		1,093.38			
Return on capital employed	Earning before interest and tax *	273.59	13.83 %	-16.79	-0.98 %	1511%	Increased sales, cost efficiency and productivity
	Capital employed	1,978.64		1,713.00			
Return on investment	Income generated from invested funds *	50.93	3.86 %	61.93	5.50 %	-30%	Reduced market prices
	Average invested funds in treasury investment	1,318.73		1,127.01			

\* During the year ended March 31, 2022, the Company has received the order from Brihan Mumbai Mahanagar Palika towards the municipal taxes matter. Based on this order, the Company has settled all the pending dues towards Municipal taxes and Rs. 104.36 Lakhs is charged to Statement of Profit & Loss under Rates and Taxes. This was a one time expense incurred net of provisions made towards the municipal taxes during all the years from April 2000 to March 2022.

### 35 CATEGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

Rs. in Lakhs

Particulars	Refer Note no.	Non-current		Current	
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
<b>Financial Assets measured at Fair value through Profit or loss (FVTPL)</b>					
Investment in Equity shares (Net of provision)*	5	-	-		
Investment in Mutual Funds	5	301.48	-		
		301.48	-	-	-
<b>Financial Assets measured at Fair value through other comprehensive income (FVTOCI)</b>		-	-	-	-
		-	-	-	-
<b>Financial Assets measured at amortised cost</b>					
Electricity deposit	6	6.96	6.96		
Rent deposit paid	6	1.53	1.56		
Other deposits	6	4.17	29.84		
Security Deposits (Net of provision) **	6	-	-		
Bank Fixed deposits	6	4.50	6.00		
Fixed deposits with others	6	200.00	-		
Trade receivables	10			245.63	237.54
Cash and cash equivalents	11			104.55	73.29
Other balances with banks	12			989.49	1,097.39
Interest Accrued on Fixed Deposit	13			19.09	27.73
Others	13			3.60	13.74
		217.16	44.36	1,362.36	1,449.69
<b>Financial Liabilities measured at amortised cost</b>					
Secured term Loan from Bank	17 & 20	45.79		9.71	-
Deposit received from tenant	18	25.94	24.12		
Trade payables	21			32.91	34.42
Unpaid Dividends	22			4.11	4.11
Payable towards expenses	22			117.14	70.98
Payable towards expenses	19	-	-	70.98	183.31
		71.73		163.87	109.51

Rs. in Lakhs

FAIR VALUE MEASUREMENTS AS ON 31 <sup>ST</sup> MARCH 2022				
Financial Assets / Financial Liabilities	Note No.	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss*				
Investment in Mutual Funds	5	301.48		
Investment in Equity Instruments *	5			-
Financial assets measured at fair value through other comprehensive income (OCI)	NA	NA	NA	NA

Rs. in Lakhs

FAIR VALUE MEASUREMENTS AS ON 31 <sup>ST</sup> MARCH 2021	Fair Value hierarchy			
Financial Assets / Financial Liabilities	Note No.	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss*	-	-	-	-
Financial assets measured at fair value through other comprehensive income (OCI)	NA	NA	NA	NA

Level 1: hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

\* 100% provision made against Investment in Equity shares of Bombay Mercantile Co-op Bank Ltd. of Rs. 0.05 Lakhs. Hence closing value is NIL.

\*\* 100% provision made against Security deposit of Rs. 2.21 Lakhs (Previous year 2.21 Lakhs). Hence closing value is NIL.

## FINANCIAL RISK MANAGEMENT

### 1 Market risk

The Company's financial risk management is an integral part of how to plan and execute its business strategies. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument.

#### a Interest rate risk :

The company has investment in fixed deposits. However interest income from fixed deposits is a residuary income and will not affect the significant cash flow of the company.

#### b Foreign currency risk:

Foreign currency risk refers to risk that the fair value of future cash flows of an exposure may fluctuate due to change in foreign expense rates. The Company is exposed to foreign currency risk arising out of transactions in foreign currency.

The Foreign currency exposure of the Company as at the year end basis the closing exchange rates is as under.

Rs. in Lakhs

Particulars	Currency	31.03.2022 Unhedged	31.03.2021 Unhedged
Against Exports	US\$	0.76	4.87
Against Import	US\$	0.43	-

The Impact of strengthening / weakening of foreign currencies on outstanding exposure remaining unhedged at the year end is as under

Rs. in Lakhs

Particulars	Currency	31.03.2022 Unhedged	31.03.2021 Unhedged
5% appreciation / depreciation in INR			
Gain on appreciation	US\$	0.02	0.24
Loss on depreciation	US\$	(0.02)	(0.24)



## 2 Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

### Movement in Expected Credit Loss

Rs. in Lakhs

Particulars	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2021
Opening provision	14.16	24.86
Add : Additional provision made	3.28	11.17
Less : Provision write off	-	(19.97)
Less : Provision reversed	-	(1.90)
<b>Closing provisions</b>	<b>17.44</b>	<b>14.16</b>

## 3 Liquidity risk :

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset.

### Maturity patterns of Financial Liabilities

Rs. in Lakhs

Particulars	Less than 1 year	Between 1 to 5 years	Total
<b>At 31<sup>st</sup> March, 2022</b>			
Trade payables	32.91	-	32.91
Other financial liabilities (Current and non current)	130.96	71.73	202.68
<b>At 31<sup>st</sup> March, 2021</b>			
Trade payables	34.42	-	34.42
Other financial liabilities (Current and non current)	75.09	24.12	99.20

## 36. Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

As at March 31, 2022, the Company has one class of equity shares which is in the nature equity. Consequent to such capital structure, there are no externally imposed capital requirements

## 37. Ind AS 116 - Leases

During the year ended March 31, 2021, the Company has terminated lease agreements for Gurgaon, Pune and Bangalore locations. Accordingly the corresponding "Right to use Asset" and "Lease Liability " recognized as per IND-AS 116 in the previous year, have been reversed resulting in credit of Rs. 25.58 Lakhs included under other income & reversal of deferred tax asset of Rs. 6.44 Lakhs.

### 38. Other disclosures

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that The Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) The Company do not have any such transaction which is not recorded in the books of accounts and that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- viii) The Company holds all the title deeds of immovable property in its name.
- ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- x) The company is not declared as wilful defaulter by any bank or Financial Institution or other lender.

39. The Financial Statements were authorized for issue in accordance with a resolution passed by the Board of Directors on April 29, 2022. The Financial Statements as approved by the Board of Directors are subject to final approval by it's shareholders.

**As per our attached report of the even date**

**For and on behalf of the board of directors**

For **CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No. : 101961W / W100036

**Pareen Shah**  
Partner  
Membership No- 125011

<b>PALLAVI JHA</b>	Chairperson and Managing Director
<b>SANJAY JHA</b>	Whole Time Director
<b>SHRUTHI PATNI</b>	Chief Financial Officer
<b>KAJAL SUDANI</b>	Company Secretary and Compliance Officer

Place : Mumbai  
Date : April 29, 2022

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**WALCHAND PEOPLEFIRST LIMITED**

**Registered office : 1<sup>st</sup> Floor, Construction House, 5- Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001.**