



Westlife Development Ltd.

CIN No. : L65990MH1982PLC028593

Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400013

Tel : 022-4913 5000 | Fax : 022-4913 5001

Website : www.westlife.co.in | E-mail id : shatadru@westlife.co.in

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of Westlife Development Limited will be held at Imperial Hall, 1st Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai 400 018 on Wednesday, the 20th day of September, 2017 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and the Auditors thereon.
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017.
2. To appoint a Director in place of Mr. Achal Jatia (DIN: 03587681), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the appointment of B S R & Associates LLP (Registration No.: 116231W/W-100024), Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (Five) years, to hold office from the conclusion of the 34th Annual General Meeting (AGM) till the conclusion of the 39th AGM of the Company at a remuneration for the financial year ending 31st March, 2018 as may be agreed between the auditors and the Board of Directors of the Company, be and is hereby approved, subject to ratification at every AGM on yearly basis."

ITEM OF BUSINESS REQUIRING SPECIAL NOTICE OF THE RESOLUTION PURSUANT TO SECTION 115 OF THE COMPANIES ACT, 2013, READ WITH RULE 23 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item 3 :

The Statutory Auditors of the Company, S R B C & CO LLP (ICAI Registration No. 324982E) hold office till the conclusion of the 36th AGM of the Company. The Company had received communication from them that they are not seeking ratification of their appointment because the term of their appointment as auditors of the Company's subsidiary is coming to an end by efflux of time at the forthcoming AGM of such subsidiary. Further, the Company had received communication from B S R & Associates LLP (ICAI Registration No.: 116231W/W-100024), that they are willing to be appointed as Auditors, and they have also provided to the Company a certificate to the effect that their appointment, if made, would be within the prescribed limits under Section 139 (1) of the Companies Act, 2013. The Board commends the resolution at this item for members' approval.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting i.e. by 2.30 p.m. on Monday, 18th September, 2017. Proxies submitted on behalf of companies, societies, etc., must be accompanied with appropriate

supporting resolutions/ authority, etc., as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. In case of joint holders, only the member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.
3. This Notice is being sent to all members of the Company whose names appear in the Register of Members/lists of beneficiaries received from the depositories as on 18th August, 2017.
4. The entry to the meeting venue will be regulated by means of Attendance Slips. For attending the meeting, members, proxies and authorized representatives of members, as the case may be, are requested to bring the enclosed Attendance Slip completed in all respects, including Client ID and DP ID, and signed. Duplicate Attendance Slips will not be issued.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and participate on their behalf at the Meeting.
6. This Notice along with the relevant financial statements and annexures thereto are being sent in electronic mode to those members whose email addresses are registered with the depositories, unless any member has requested a physical copy of the same. Physical copies are being sent to other members. All members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses as aforesaid to receive all these documents electronically from the Company, in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have also been uploaded on and are available for download from the Company's website, being www.westlife.co.in. Kindly bring your copy of the Annual Report to the meeting.
7. Rule 3 of the Companies (Management & Administration) Rules, 2014 mandates that the Register of Members of all companies should include details pertaining to e-mail address, Permanent Account Number or CIN, Unique Identification Number, if any, Father's/Mother's/Spouse's name, Occupation, Status, Nationality, in case member is a minor, name of the guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository participant.
8. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Unit: Westlife Development Ltd, Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083.
10. Members may, pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, file nomination in the prescribed Form SH-13 with the respective depository participant.
11. Pursuant to the applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also

be transferred to the demat account created by the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends. Further, the corresponding shares will be transferred as per the requirements of the IEPF Rules, details of which are provided on our website, at <http://www.westlife.co.in/investors-compliance-and-policies.php>.

12. No gifts shall be provided to members before, during or after the Annual General Meeting.
13. The Company provides its members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through remote e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions appearing below.

A. Instructions for members using remote e-voting are as under:-

- i. The remote e-voting period begins on 17th September, 2017 at 9.00 a.m. and ends on 19th September, 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th September, 2017, may cast their vote electronically. The right of voting of the members shall be reckoned as on the cut-off date i.e. 13th September, 2017. Remote e-voting shall not be allowed beyond the said date and time.
- ii. Log on to the e-voting website www.evotingindia.com
- iii. Click on "Shareholders" tab.
- iv. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password

Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Shareholders and custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should email a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding remote e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- xxi. Members may alternatively cast their votes using the Ballot Form which is enclosed with this Notice, which is also available on the website of the Company. Please refer to instructions under the heading "B" below for more details.

B. Members who wish to vote using Ballot Form:

Members may fill in the Ballot Form and submit the same in a sealed envelope to the Scrutinizer, Mr. Shailesh Kachalia, Practising Company Secretary, Unit: Westlife Development Ltd Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083, so as to reach there by 5.00 p.m. on 20th September, 2017. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final. In the event a member casts his votes through both the processes i.e. remote e-voting and Ballot Form, the votes in the remote e-voting system would be considered, and the Ballot Form would be disregarded.

Other Instructions:

- a. Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- b. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 22nd September, 2016, may obtain the User ID and password in the manner as mentioned on the CDSL'S website i.e. www.cdslindia.com.
- c. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 20th September, 2017.
- d. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.westlife.co.in and on the website of CDSL www.cdslindia.com within two days of the passing of the Resolutions at the 34th AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.
- e. Details of the person responsible to address the grievances connected with the remote e-voting are:

i)	Name	Mr. Rakesh Dalvi
ii)	Designation	Dy Manager
iii)	Address	Central Depository Services (India) Limited 16th floor, P J Towers, Dalal Street, Fort, Mumbai – 400001
iv)	Email Id	helpdesk.evoting@cdslindia.com
v)	Phone No.	1800 200 5533

14. Details of Director seeking re-appointment at the forthcoming Annual General Meeting are furnished below:

Name of Director	Mr. Achal Jatia
Date of Birth	31/01/1971
Date of Appointment	01/08/2014
Expertise in Specific Functional areas	General Management
Qualifications	Bachelor of Science degree in Business Administration from the University of Southern California, Los Angeles.
Other Public Limited Companies in which Directorship held	Hardcastle Petrofer Private Limited
Chairman/ Member of Committees of Boards of other Companies	Hardcastle Petrofer Private Limited: Corporate Social Responsibility Committee - Member
Shares held in the Company	Nil
Relationship with other directors	Mr. B.L. Jatia (Father); Mr. Amit Jatia (Brother); and Ms Smita Jatia (Sister- In-Law)

15. Complete particulars of the venue of the meeting are enclosed.

By Order of the Board of Directors

Sd/-

Mumbai
1st August, 2017

Dr Shatadru Sengupta
Company Secretary



Westlife Development Ltd.

CIN No. : L65990MH1982PLC028593

Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400013

Tel : 022-4913 5000 | Fax : 022-4913 5001

Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

FORM NO. MGT-11

Proxy Form

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

Name of the member (s) :

Registered address :

Email Id :

Folio No. / Client Id :

DP ID :

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

1. Name:..... Address:.....

E-mail Id:..... Signature:....., or failing him

2. Name:..... Address:.....

E-mail Id:..... Signature:....., or failing him

3. Name:..... Address:.....

E-mail Id:..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Wednesday, the 20th day of September, 2017 at 2.30 p.m. at Imperial Hall, 1st Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Item
1	Adopting Accounts and Reports
2	Reappointment of Mr. Achal Jatia as Director
3	Appointment of Statutory Auditors

Signed this..... day of.....2017

Signature of shareholder(member).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

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



Westlife Development Ltd.

CIN No. : L65990MH1982PLC028593

Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400013

Tel : 022-4913 5000 | Fax : 022-4913 5001

Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER / BALLOT FORM

S No	Particulars	
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adopting Accounts and Reports			
2.	Reappointment of Mr. Achal Jatia as Director			
3.	Appointment of Statutory Auditors			

Place:.....

Date:.....

(Signature of the shareholder)



Westlife Development Ltd.

CIN No. : L65990MH1982PLC028593

Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400013

Tel : 022-4913 5000 | Fax : 022-4913 5001

Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

Attendance Slip

DP ID..... Client ID No. of Shares held.....
.....

Name of the Member (in BLOCK LETTERS):.....

I hereby record my presence at the 34th ANNUAL GENERAL MEETING of the Company held at Imperial Hall, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Wednesday, 20th September, 2017 at 2.30 p.m.

I am : A Member / A Proxy (tick as appropriate)

.....
Signature of the Proxy (Not required if the Member is attending in person)

.....
Signature of the Member

NOTE:

1. Members / Proxy holders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over to the representatives of the Company's Registrars and Transfer Agent for verification at the entrance of the meeting hall after completing the details of DP ID, Client ID, number of shares held and Member's name, and signing the same.
2. Members / Proxy holders attending the meeting are requested to bring their copies of the Notice of the Annual General Meeting (AGM) and Annual Report with them.
3. The electronic copy of the AGM Notice and Annual Report along with Ballot Form, Proxy Form and Attendance Slip have been sent to all members whose email address is registered with the Depository Participant except to those members who have requested physical copies of the same. Physical copies of the AGM Notice and the Annual Report have been sent to all other members in the permitted mode.
4. Members receiving the electronic copy and attending the AGM in person or by proxy are requested to print this Attendance Slip and follow the instructions at Note 1 above.

Complete particulars of the venue of the meeting are provided as follows:

Venue address:

Imperial Hall, 1st floor, Sunville Banquets, 9, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra 400018.

Prominent Landmarks:

- 1. Near Poonam Chambers.

A route map for the venue is provided along with this notice and on the Company's website, being www.westlife.co.in.

