



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 Third Annual General Meeting of Westlife Development Limited will be held at, Fantasy Banquet Room, 1st floor, Sunville Banquets, 9, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra 400018 on Thursday, the 29th day of September, 2016 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, 2016 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, 2016.
2. To appoint a Director in place of Ms. Smita Jatia (DIN: 03165703), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of 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), pursuant to the recommendation of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on 26th September, 2014 the appointment of M/s. S R B C & CO LLP, Chartered Accountants (ICAI Registration No.- 324982E) as the Statutory Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company at a remuneration for the financial year ending 31st March,2017 as may be agreed between the auditors and the Board of Directors of the Company, be and is hereby ratified."

Special Business:

4. To consider requiring payment for service of documents and to pass the following resolution as an ordinary resolution:

"RESOLVED THAT any member asking for delivery of any document from the Company through a particular mode (Registered Post / Speed Post / Courier Service) or any other mode as may be prescribed by the Ministry of Corporate Affairs, Government of India under Section 20 (2) of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act be required to pay in advance the following amounts as fees for complying with such request:

 - I. Actual Charges at applicable rates at the relevant time; and
 - II. Rs 100/- (or such other amount as may be determined by the Board of Directors of the Company from time to time)."
5. To consider and if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 88, 94 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier

resolutions passed in this regard, the approval of the members be and is hereby accorded to shift and maintain the Registers and Index of Members, as required to be maintained under Section 88 and copies of Annual Return filed under Section 92 of the Companies Act, 2013, at the office of Link Intime India Private Limited, Registrar and Transfer Agent of the Company, situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 or at such other places where the Registrar and Transfer Agent may shift from time to time, effective from 28th June, 2016.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things, as may be necessary and expedient, to give effect to the aforesaid resolution."

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 Tuesday, 27th September, 2016. 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. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2016 to 29th September, 2016, both days inclusive.
3. 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.
4. 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 26th August, 2016.
5. 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.
6. 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.
7. 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.
8. 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.
9. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.
10. 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-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400 078.

11. 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.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014 and Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2015 (the date of the last Annual General Meeting) on the website of the Company (www.westlife.co.in), as also on the website of the Ministry of Corporate Affairs.
13. No gifts shall be provided to members before, during or after the Annual General Meeting.
14. 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 26th September, 2016 at 9.00 a.m. and ends on 28th September, 2016 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 22nd September, 2016, may cast their vote electronically. The right of voting of the members shall be reckoned as on the cut-off date i.e. 22nd September, 2016. 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) 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. 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.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take 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 C/o Link Intime India Pvt Ltd, C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai 400 078, so as to reach there by 5.00 p.m. on 28th September, 2016. 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. 29th September, 2016.
- 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 33rd 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

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

Name of Director	Ms Smita Jatia
Date of Birth	20/05/1970
Date of Appointment	18/09/2013
Expertise in Specific Functional areas	General Management
Qualifications	B.Com, Mumbai University, Management Development Program, Harvard University, Boston, USA; Marketing and Restaurant Leadership Program, Hamburger University, USA
Other Public Limited Companies in which Directorship held	Hardcastle And Waud Manufacturing Company Limited
Chairman/ Member of Committees of Boards of other Companies	Nil
Shares held in the Company	18,75,250 shares (1.21%)
Relationship with other directors	Mr Amit Jatia (Spouse); Mr B.L. Jatia (Father-In- Law) and Mr Achal Jatia (Brother- In-Law)

By Order of the Board of Directors

Mumbai
5th August, 2016

Sd/-
Dr Shatadru Sengupta
Company Secretary

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

Explanatory Statement

Item No. 4

Pursuant to the provisions of Section 20 (2) of the Act, a document may be served by the Company on any member by sending it to him either by post or by registered post or by speed post or by courier or by delivering it at his office address. The said Section also provides that a member may request the Company for delivery of any document through a particular mode for which the Company may charge fees from such member, however such fees must be pre-determined by the Company through its general meeting.

It is proposed to fix the amount of fee, for administrative convenience, which shall be paid by members to the Company, for delivering of any document(s) by a particular mode upon any such request which may be considered by the Company.

In view of the above, the Board commends the resolution as set out at item no. 4 for the approval of the members.

Item No. 5

Sharepro Services (India) Private Limited ("Sharepro") was acting as Registrar and Transfer Agent of the Company.

Recently, an investigation carried out by the Securities and Exchange Board of India (SEBI) revealed irregularities by Sharepro and its senior management. Subsequently, SEBI passed an ad interim order against Sharepro and others on 22nd March, 2016 as mentioned in the said order.

In the said order, SEBI also advised the clients of Sharepro to change their Registrar and Transfer Agent and to conduct thorough audit of the records and systems of Sharepro for past several years with respect to dividends paid and securities transferred. The Company has duly complied with the requirements of SEBI.

The Board of Directors terminated the arrangement entered into with Sharepro and appointed Link Intime India Private Limited ("Link Intime"), who are duly registered under the SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as Registrar and Share Transfer Agent of the Company effective 28th June, 2016.

In accordance with Section 94 of the Companies Act, 2016 and the Companies (Management and Administration) Rules, 2014, the Register and Index of Members under Section 88 and copies of Annual Return filed under Section 92 shall be kept and maintained at the Registered Office of the Company unless a Special Resolution is passed in a general meeting authorizing keeping the registers at any other place in which more than one-tenth of the total number of members resides.

The Board recommends keeping of the Register and Index of Members and copies of Annual Return of the Company at the office of Link Intime, Registrar & Transfer Agent of the Company, such office being situated at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078 or at such other places where the Registrar and Transfer Agent may shift from time to time, effective from 28th June, 2016.

The Board recommends the passing of the resolution as set out at Item no. 5 as a special resolution.

By Order of the Board of Directors

Mumbai
5th August, 2016

Sd/-
Dr Shatadru Sengupta
Company Secretary



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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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 2.30 p.m. at Fantasy Banquet Room, 1st floor, Sunville Banquets, 9, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra 400018 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 Ms Smita Jatia as Director
3	Ratification of appointment of Statutory Auditors and fixing their remuneration
4	Payment for service of documents
5	Shift and maintain Register and Index of members

Signed this..... day of.....2016

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.



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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 Ms Smita Jatia as Director			
3.	Ratification of appointment of Statutory Auditors and fixing their remuneration			
4.	Payment for service of documents			
5.	Shift and maintain Register and Index of members			

Place:.....

Date:.....

(Signature of the shareholder)



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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 33rd ANNUAL GENERAL MEETING of the Company held at Fantasy Banquet Room 1st floor, Sunville Banquets, 9, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra 400018 on Thursday, 29th September, 2016 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:

Fantasy Banquet Room, 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.

