

# B S R & Associates LLP

Chartered Accountants

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## Independent Auditors' Report

### To the Board of Directors of Westlife Development Limited

#### Report on the audit of the Consolidated Annual Financial Results

##### Opinion

We have audited the accompanying consolidated annual financial results of Westlife Development Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), for the year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated annual financial results:

- a. include the annual financial results of the subsidiary, Hardcastle Restaurants Private Limited;
- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net loss and other comprehensive income and other financial information of the Group for the year ended 31 March 2020.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

## **Independent Auditors' Report**

### **Westlife Development Limited**

#### **Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results**

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net loss and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the Management and the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

#### **Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results 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 consolidated annual financial results.

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 consolidated annual financial results, 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.

## **Independent Auditors' Report (*Continued*)**

### **Westlife Development Limited**

#### **Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results (*Continued*)**

- Obtain an understanding of internal control 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 through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements 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 in the consolidated financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 consolidated annual financial results 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of the entities included in the consolidated financial results of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and the subsidiary included in the consolidated annual financial results of which we are the independent auditors 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.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

**Independent Auditors' Report (*Continued*)**

**Westlife Development Limited**

**Other Matters**

The consolidated annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **B S R & Associates LLP**

*Chartered Accountants*

Firm's Registration No.: 116231W/W-100024

**Shabbir Readymadewala**

*Partner*

Membership No: 100060

UDIN: 20100060AAAABP4364

Mumbai

11 June 2020

**WESTLIFE DEVELOPMENT LIMITED**

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(Rs. in Lacs)

**Statement of Audited Consolidated Financial Results for the quarter and year ended March 31, 2020**

	Particulars	3 months ended 31/03/2020	Preceding 3 months ended 31/12/2019	Corresponding 3 months ended 31/03/2019	Year ended 31/03/2020	Year ended 31/03/2019
		Audited	Unaudited	Audited	Audited	Audited
<b>1</b>	<b>Income</b>					
	(a) Revenue from operations					
	- Interest income	-	-	-	-	-
	- Dividend income	-	-	-	-	-
	- Rental income	-	-	-	-	-
	- Fees and commission income	-	-	-	-	-
	- Sale of Products	33,276.68	43,060.33	33,363.73	153,834.26	138,870.28
	- Net gain on fair value changes	11.34	11.51	10.86	49.46	43.73
	- Net gain on derecognition of financial instruments under amortised cost category	-	-	-	-	-
	- Sale of services	-	-	-	-	-
	- Other Operating Income	347.38	221.12	553.46	894.74	1,290.22
	Total revenue from operations	<b>33,635.40</b>	<b>43,292.96</b>	<b>33,928.05</b>	<b>154,778.46</b>	<b>140,204.23</b>
	(b) Other Income	167.43	459.07	212.62	1,300.02	1,363.90
	<b>Total Income (a + b)</b>	<b>33,802.83</b>	<b>43,752.03</b>	<b>34,140.67</b>	<b>156,078.48</b>	<b>141,568.13</b>
<b>2</b>	<b>Expenses</b>					
	(a) Fees and commission expense	-	-	-	-	-
	(b) Net loss on fair value changes	-	-	-	-	-
	(c) Net loss on derecognition of financial instruments under amortised cost category	-	-	-	-	-
	(d) Impairment on financial instruments	-	-	-	-	-
	(e) Cost of materials consumed	11,579.44	14,723.79	12,384.69	53,824.03	51,158.75
	(f) Purchases of Stock-in-trade	-	-	-	-	-
	(g) Changes in inventories of finished goods, stock-in-trade and work-in-progress	-	-	-	-	-
	(h) Employee benefits expense	5,273.40	5,818.50	5,206.28	21,919.97	19,745.16
	(i) Finance costs	2,030.42	2,017.66	492.21	8,081.85	1,773.18
	(j) Depreciation and amortisation expense	3,538.26	3,545.82	2,099.82	13,836.28	7,971.55
	(k) Other expenses	13,151.35	15,665.65	13,782.36	57,630.46	57,401.67
	<b>Total expenses</b>	<b>35,572.87</b>	<b>41,771.42</b>	<b>33,965.36</b>	<b>155,292.59</b>	<b>138,050.31</b>
<b>3</b>	<b>Profit / (Loss) before exceptional items and tax (1-2)</b>	<b>(1,770.04)</b>	<b>1,980.61</b>	<b>175.31</b>	<b>785.89</b>	<b>3,517.82</b>
4	Exceptional items (Refer Note 6)	1,663.12	-	-	1,663.12	-
<b>5</b>	<b>Profit / (Loss) before tax (3-4)</b>	<b>(3,433.16)</b>	<b>1,980.61</b>	<b>175.31</b>	<b>(877.23)</b>	<b>3,517.82</b>
6	Tax expense:					
	(a) Current tax (including earlier year)	120.04	679.44	1,479.60	1,293.33	1,482.51
	(b) Deferred tax	(1,026.32)	(135.99)	(1,432.32)	(1,435.75)	(93.82)
<b>7</b>	<b>Profit / (Loss) for the period from continuing operations (5-6)</b>	<b>(2,526.88)</b>	<b>1,437.16</b>	<b>128.03</b>	<b>(734.81)</b>	<b>2,129.13</b>
8	Profit / (Loss) from discontinued operations	-	-	-	-	-
9	Tax expense of discontinued operations	-	-	-	-	-
10	Profit / (Loss) from discontinued operations (after tax) (8-9)	-	-	-	-	-
<b>11</b>	<b>Profit / (Loss) for the period (7+10)</b>	<b>(2,526.88)</b>	<b>1,437.16</b>	<b>128.03</b>	<b>(734.81)</b>	<b>2,129.13</b>
<b>12</b>	<b>Other Comprehensive Income</b>					
(A)	(a) Items that will not be reclassified to Profit or Loss	112.69	7.00	18.39	133.70	28.02
	(b) Income tax on items that will not be reclassified to Profit or Loss	(28.36)	(1.76)	(6.02)	(33.65)	(9.35)
(B)	(a) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(b) Income tax on items that will be reclassified to Profit or Loss	-	-	-	-	-
	<b>Other Comprehensive Income (A-B)</b>	<b>84.33</b>	<b>5.24</b>	<b>12.37</b>	<b>100.05</b>	<b>18.67</b>
	<b>Total Comprehensive income for the period ( 11 - 12)</b>	<b>(2,611.21)</b>	<b>1,431.92</b>	<b>115.66</b>	<b>(834.86)</b>	<b>2,110.46</b>
13	Earnings Per Share (not annualised) (for continuing operations)- (Face value of Rs 2 each)					
	Basic (in Rs.)	(1.68)	0.92	0.07	(0.54)	1.36
	Diluted (in Rs.)	(1.68)	0.92	0.07	(0.54)	1.36
14	Earnings Per Share (not annualised) (for discontinued operations)- (Face value of Rs 2 each)					
	Basic (in Rs.)	-	-	-	-	-
	Diluted (in Rs.)	-	-	-	-	-
15	Earnings Per Share (not annualised) (for continuing and discontinued operations)- (Face value of Rs 2 each)					
	Basic (in Rs.)	(1.68)	0.92	0.07	(0.54)	1.36
	Diluted (in Rs.)	(1.68)	0.92	0.07	(0.54)	1.36

Statement of Consolidated Assets and Liabilities			(Rs. in Lacs)
Particulars	As on 31/03/2020	As on 31/03/2019	
	Audited	Audited	
<b>I. ASSETS</b>			
<b>1 Financial Assets</b>			
(a) Cash and cash equivalents	299.31	921.08	
(b) Bank Balance other than (a) above	-	-	
(c) Derivative financial instruments	-	-	
(d) Receivables			
(I) Trade Receivables	472.60	975.94	
(II) Other Receivables	-	-	
(e) Loans	4,648.26	4,492.22	
(f) Investments	15,708.25	20,401.53	
(g) Other Financial assets	1,059.19	1,175.59	
<b>2 Non-financial Assets</b>			
(a) Inventories	4,113.55	4,099.42	
(b) Current tax assets (Net)	1,117.66	533.33	
(c) Deferred tax Assets (Net)	2,135.27	632.35	
(d) Investment Property	52.45	59.10	
(e) Biological assets other than bearer plants	-	-	
(f) Property, Plant and Equipment	54,314.24	50,200.36	
(g) Right of use assets	77,142.13	-	
(h) Capital work-in-progress	2,257.59	2,837.21	
(i) Intangible assets under development	-	-	
(j) Goodwill	4,659.66	4,659.66	
(k) Other Intangible assets	4,688.13	4,603.03	
(l) Other non-financial assets	3,636.87	6,812.33	
<b>TOTAL ASSETS</b>	<b>176,305.16</b>	<b>102,403.15</b>	
<b>II. LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>1 Financial Liabilities</b>			
(a) Derivative financial instruments	-	-	
(b) Payables			
(I) Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	139.34	0.40	
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12,658.34	11,782.79	
(II) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises	-	-	
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	
(c) Debt Securities	-	-	
(d) Borrowings (Other than Debt Securities)	18,371.70	23,392.42	
(e) Deposits	-	-	
(f) Subordinated Liabilities	-	-	
(g) Lease Liabilities	78,220.83	-	
(h) Other financial liabilities	6,716.74	6,612.90	
<b>2 Non-Financial Liabilities</b>	-	-	
(a) Current tax liabilities (Net)	-	-	
(b) Provisions	995.82	795.02	
(c) Deferred tax liabilities (Net)	-	-	
(d) Other non-financial liabilities	1,499.79	1,452.53	
<b>3 EQUITY</b>			
(a) Equity share capital	3,113.37	3,112.07	
(b) Other Equity	54,589.23	55,255.02	
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>176,305.16</b>	<b>102,403.15</b>	

Consolidated Statement of cash flows		(Rs. in Lacs)
Particulars	As on 31/03/2020	As on 31/03/2019
	Audited	Audited
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before taxation	(877.23)	3,517.82
Adjustments for :		
Depreciation	13,836.28	7,971.55
Sundry balances written off	113.10	98.30
Loss on Sale / write off of property, plant and equipment	472.34	560.71
Finance cost	8,081.85	1,773.18
Interest income	(284.00)	(105.46)
Net gain on fair value changes	(49.46)	(43.73)
Gain on sale of current investment	(982.80)	(1,158.88)
Employee share based payment expenses	86.30	83.40
Miscellaneous provisions written back	(438.30)	-
Operating profit before working capital changes	<b>19,958.08</b>	<b>12,696.89</b>
Movements in Working Capital		
Decrease/(Increase) in inventories	(14.13)	(731.20)
Decrease/ (Increase) in trade and other receivables	513.10	(278.78)
Decrease/ (Increase) in loans and other financial and non financial assets	(114.64)	(755.74)
(Decrease)/Increase in trade payables	936.03	383.68
(Decrease)/Increase in provisions	200.80	102.30
(Increase) / Decrease in other financial and non financial liabilities	113.97	56.40
Cash generated from operations	<b>21,593.21</b>	<b>11,473.55</b>
Tax refund received / (taxes paid)	(1,630.72)	(259.10)
NET CASH FROM OPERATING ACTIVITIES (A)	19,962.49	11,214.45
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Additions to property, plant and equipment, other intangible assets and capital work-in-progress	(12,612.00)	(14,322.97)
Proceeds from sale of fixed assets	20.90	10.40
Interest income	134.61	124.91
Purchase of investments	(8,693.25)	(63,565.50)
Proceeds from sale of investments	14,387.94	63,234.60
NET CASH USED IN INVESTING ACTIVITIES (B)	<b>(6,761.80)</b>	<b>(14,518.56)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment (Proceeds) of borrowings (net)	(5,075.01)	4,925.00
Proceeds from issuance of equity share capital	97.50	24.74
Payment of lease liability	(7,374.40)	-
Interest paid	(1,515.64)	(1,770.10)
NET CASH FROM / (USED IN) FINANCING ACTIVITIES (C)	<b>(13,867.55)</b>	<b>3,179.64</b>
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	<b>(666.86)</b>	<b>(124.47)</b>
Cash and cash equivalents at the beginning of the year	781.26	905.73
Cash and cash equivalents at the end of the year	114.41	781.26
NET INCREASE IN CASH AND CASH EQUIVALENTS	<b>(666.86)</b>	<b>(124.47)</b>
<b>Components of cash and cash equivalents</b>		
Cash and bank balances	299.31	921.08
Less : not considered as cash and cash equivalents		
Fixed deposit with remaining maturity of more than three months	13.23	19.28
Less: Bank Overdrafts	171.67	117.32
Less : Book Overdrafts	-	3.22
<b>Total cash and cash equivalents</b>	<b>114.41</b>	<b>781.26</b>

Notes :-

- 1 The Company has adopted modified retrospective approach as per para C8 (c) (ii) of Ind AS 116 - "Leases" to its leases effective from annual reporting period beginning April 01, 2019. This has resulted in recognising a Right of Use asset (an amount equal to Lease liability adjusted by prepaid lease rent of Rs. 2,293.08 lacs) of Rs. 72,266.64 lacs and a lease liability of Rs. 69,973.56 lacs as on April 01, 2019. In the statement of profit and loss for the current period, operating lease expenses which were recognised as other expenses in previous periods is now recognised as depreciation and amortisation expense for the right of use asset and as finance costs for interest accrued on lease liability.

The following table summarizes the impact of the newly adopted Ind AS 116 on the consolidated results for the quarter ended March 31, 2020

Particulars	(Rs. in Lacs)				
	A Quarter ended March 31, 2020 (as reported)	B Changes due to Ind AS 116	C Quarter ended March 31, 2020 (Adjusted)	D Quarter ended March 31, 2019 (Adjusted)	(C over D) YoY Growth %
Revenue from operations (A)	33,635.40	-	33,635.40	33,917.19	-0.83%
Occupancy and other operating expenses	10,454.57	1,977.21	12,431.78	11,599.95	7.17%
<b>EARNINGS BEFORE INTEREST, TAX AND DEPRECIATION (EBITDA)</b>	<b>3,798.64</b>	<b>(1,977.21)</b>	<b>1,821.43</b>	<b>2,767.34</b>	<b>-34.18%</b>
Depreciation	3,538.26	(1,342.63)	2,195.63	2,099.82	4.56%
Financial Expense (Interest & Bank Charges), net	2,030.42	(1,719.44)	310.98	492.21	-36.82%
<b>Profit / (Loss) before exceptional items and tax</b>	<b>(1,770.04)</b>	<b>1,084.86</b>	<b>(685.18)</b>	<b>175.31</b>	<b>-490.83%</b>
Exceptional items	1,663.12	-	1,663.12	-	100.00%
<b>Profit / (Loss) before tax</b>	<b>(3,433.16)</b>	<b>1,084.86</b>	<b>(2,348.30)</b>	<b>175.31</b>	<b>-1439.50%</b>
Current Tax	120.04	(76.65)	43.39	1,479.60	97.07%
Deferred Tax	(1,026.32)	300.26	(726.06)	(1,432.32)	-49.31%
<b>Profit / (Loss) for the period</b>	<b>(2,526.88)</b>	<b>861.25</b>	<b>(1,665.63)</b>	<b>128.03</b>	<b>-1400.97%</b>

To the extent of Ind AS 116 adjustments, the performance for the current year ended March 31, 2020 is not comparable with the previous period results.

- 2 The Company having been classified as a Core Investment Company ("CIC"), pursuant to the resolutions passed by the Board of Directors on November 06, 2017 and February 05, 2018, was mandated to adopt Indian Accounting Standards (Ind AS) from accounting periods beginning on or after April 01, 2019, as per the provisions of Rule 4 (1)(iv)(b)(A) of the Companies (Indian Accounting Standards) Rules, 2015 ('the Rules') as notified under Section 133 of the Companies Act 2013 (the "Act"). Accordingly, the Company has adopted Ind AS from 1 April 2019 and the transition date is 1 April 2018. The transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and other generally accepted accounting principles in India (collectively referred to as 'the Previous GAAP').

The figures have been presented in accordance with the format of financial statements as provided in Division III of Schedule III of the Act in terms of Notification G.S.R 1022(E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India, and as applicable to a Non-Banking Financial Company (NBFC) preparing financial statements in compliance of the Companies (Indian Accounting Standards) Rules 2015. Accordingly, the reported figures for the corresponding previous periods have been reclassified/recasted/restated.

- 3 Reconciliation of net profit or loss reported under previous GAAP and as per Ind AS :

(Rs.in Lacs)

Particulars	Quarter ended March 31, 2019 (Audited)	Year ended March 31, 2019 (Audited)
<b>Net Profit as per previous GAAP</b>	<b>713.86</b>	<b>4,030.19</b>
<b>Add / (Less) : Ind AS adjustments</b>		
Interest income on security deposits	(39.85)	(224.31)
Amortisation of prepaid rent	74.00	301.61
Measurement of investments at fair value	394.19	276.16
Remeasurement gain on defined benefit plan	(18.39)	(28.02)
Employee share based payment at fair value	20.73	82.92
Deferred tax on Ind AS adjustments	155.15	1,492.70
<b>Total Ind AS adjustments</b>	<b>585.83</b>	<b>1,901.06</b>
<b>Net Profit after tax as per Ind AS</b>	<b>128.03</b>	<b>2,129.13</b>
Other Comprehensive Income (net of tax)	12.37	18.67
<b>Total Comprehensive Income</b>	<b>115.66</b>	<b>2,110.46</b>

- 4 Reconciliation of total Equity as on March 31, 2019 is given below

	As at March 31, 2019
	<b>Rs. In Lacs</b>
Total Equity (shareholders funds) as per previous GAAP	<b>58,300.90</b>
<b>Adjustments</b>	
Interest income	1,414.48
Amortisation of prepaid rent	(1,894.74)
Measurement of investments at fair value	157.01
Remeasurement gain on defined benefit plan	(32.80)
Deferred tax on Ind AS adjustments	422.24
<b>Total adjustments</b>	<b>66.19</b>
Total Equity (shareholders funds) as per Ind AS	<b>58,367.09</b>



- 5 The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception. Based on the directives and advisories issued by central and state governments and other relevant authorities during the lock down, our restaurants have been largely closed except some of restaurants for Delivery. During this unprecedented situation and challenging time, our priorities has been to serve safe and hygienic food through contact-less delivery to our customer and safety of our employees. Considering the unprecedented and ever evolving situation, the Company has done detailed assessment of its assets comprising of tangible assets, investments and other current assets. On the basis current assessment and estimates, the company does not see risk of recoverability of its assets and accordingly no material adjustment is required in its financial results. Given the uncertainties associated with nature, condition and duration of COVID -19, the impact assessment on the company's financial statements will be continuously made and provided for as required.
- 6 The Company is in QSR business and inventory includes food items which are perishable in nature with a short shelf life. Based on the current situation of COVID-19 and continuous lock down, the Company expects reduced demand and lower footfalls. Accordingly, the Company has made provision for write off food inventory and related onerous commitment of Rs. 1663.12 lakhs in the quarter ended on March 31, 2020.
- 7 The Company operates McDonald's chain of restaurants in Western and Southern India through its wholly owned subsidiary, Hardcastle Restaurants Private Limited and the management considers that these restaurants constitute a single business segment and hence disclosure of segment wise information is not required under Ind AS-108 - "Operating Segments". The Company has only one geographical segment as it caters to the needs of the domestic market only.
- 8 The standalone financial results are available on the Company's website "www.westlife.co.in" and on the website of the stock exchange www.bseindia.com. Key numbers of standalone results of the Company are as under :-

Particulars	(Rs.in Lacs)				
	3 months ended 31/03/2020	Preceding 3 months ended 31/12/2019	Corresponding 3 months ended 31/03/2019	Year ended 31/03/2020	Year ended 31/03/2019
	Audited	Unaudited	Audited	Audited	Audited
Revenue from operations (net)	11.34	11.51	10.86	49.46	43.73
Net Profit / (Loss) for the period	(9.86)	(7.31)	(10.76)	(30.70)	(36.35)
Total Comprehensive income for the period	(9.86)	(7.31)	(10.76)	(30.70)	(36.35)

- 9 The figures for the quarter ended March 31, 2020 and the corresponding quarter ended in the previous year, as reported in the consolidated financial results are the balancing figures between audited figures in respect of full financial year and published year to date figures upto the end of the third quarter of the relevant financial year. Also the figures upto to the end of the third quarter had only been reviewed and not subjected to audit.
- 10 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on June 11, 2020.

For and on behalf of the Board

Mumbai  
June 11, 2020

Amit Jatia  
Vice-Chairman

# B S R & Associates LLP

Chartered Accountants

5th Floor, Lodha Excelus,  
Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011  
India

Telephone +91 (22) 4345 5300  
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## Independent Auditors' Report

### To the Board of Directors of Westlife Development Limited

#### Report on the audit of the Standalone Annual Financial Results

##### Opinion

We have audited the accompanying standalone annual financial results of Westlife Development Limited (hereinafter referred to as the "Company") for the year ended 31 March 2020, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information for the year ended 31 March 2020.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results* 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial results.

## **Independent Auditors' Report (*Continued*)**

### **Westlife Development Limited**

#### **Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results**

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process

#### **Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results 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 standalone annual financial results.

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 standalone annual financial results, 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.

## **Independent Auditors' Report (*Continued*)**

### **Westlife Development Limited**

#### **Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results (*Continued*)**

- Obtain an understanding of internal control 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 through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements 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 in the standalone financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 standalone annual financial results 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 standalone annual financial results, including the disclosures, and whether the standalone annual financial results 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.

#### **Other Matters**

The standalone annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

**For B S R & Associates LLP**

*Chartered Accountants*

Firm's Registration No.: 116231W/W-100024

**Shabbir Readymadewala**

*Partner*

Membership No: 100060

UDIN: 20100060AAAABO4636

Mumbai

11 June 2020

**WESTLIFE DEVELOPMENT LIMITED**

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

**Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.**

CIN No. : L65990MH1982PLC028593 Tel : 022-4913 5000 Fax : 022-4913 5001

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

(Rs. in lacs)

**Statement of Audited Standalone Financial Results for the quarter and year ended 31/03/2020**

	Particulars	3 months ended 31/03/2020	Preceding 3 months ended 31/12/2019	Corresponding 3 months ended 31/03/2019	Current year ended 31/03/2020	Previous year ended 31/03/2019
		Audited	Unaudited	Audited	Audited	Audited
<b>1</b>	<b>Income</b>					
	(a) Revenue from operations					
	- Interest income	-	-	-	-	-
	- Dividend income	-	-	-	-	-
	- Rental income	-	-	-	-	-
	- Fees and commission income	-	-	-	-	-
	- Sale of Products	-	-	-	-	-
	- Net gain on fair value changes	11.34	11.51	10.86	49.46	43.73
	- Net gain on derecognition of financial instruments under amortised cost category	-	-	-	-	-
	- Sale of services	-	-	-	-	-
	- Other operating income	-	-	-	-	-
	Total Revenue from operations	<b>11.34</b>	<b>11.51</b>	<b>10.86</b>	<b>49.46</b>	<b>43.73</b>
	(b) Other Income	-	-	-	-	-
	<b>Total Income (a + b)</b>	<b>11.34</b>	<b>11.51</b>	<b>10.86</b>	<b>49.46</b>	<b>43.73</b>
<b>2</b>	<b>Expenses</b>					
	(a) Fees and commission expense	-	-	-	-	-
	(b) Net loss on fair value changes	-	-	-	-	-
	(c) Net loss on derecognition of financial instruments under amortised cost category	-	-	-	-	-
	(d) Impairment on financial instruments	-	-	-	-	-
	(e) Cost of materials consumed	-	-	-	-	-
	(f) Purchases of Stock-in-trade	-	-	-	-	-
	(g) Changes in inventories of finished goods, stock-in-trade and work-in-progress	-	-	-	-	-
	(h) Employee benefits expense	-	-	-	-	-
	(i) Finance costs	-	-	-	-	-
	(j) Depreciation and amortisation expense	0.06	0.06	0.06	0.24	0.24
	(k) Legal and Professional fees	3.30	5.72	5.57	20.56	19.07
	(l) Director's sitting fees	14.46	11.21	10.62	39.83	31.74
	(m) Listing and Membership fees	1.13	1.13	1.32	5.34	4.99
	(n) Printing and Stationery	-	-	-	3.10	4.77
	(o) Travelling expenses	0.70	-	2.13	3.39	5.23
	(p) Other expenses	1.55	0.70	1.92	7.70	11.13
	<b>Total expenses</b>	<b>21.20</b>	<b>18.82</b>	<b>21.62</b>	<b>80.16</b>	<b>77.17</b>
<b>3</b>	<b>Profit / (Loss) before exceptional items and tax (1-2)</b>	<b>(9.86)</b>	<b>(7.31)</b>	<b>(10.76)</b>	<b>(30.70)</b>	<b>(33.44)</b>
4	Exceptional items	-	-	-	-	-
<b>5</b>	<b>Profit / (Loss) before tax (3-4)</b>	<b>(9.86)</b>	<b>(7.31)</b>	<b>(10.76)</b>	<b>(30.70)</b>	<b>(33.44)</b>
6	Tax expense:					
	(a) Current tax	-	-	-	-	2.91
	(b) Deferred tax	-	-	-	-	-
<b>7</b>	<b>Profit / (Loss) for the period from continuing operations (5-6)</b>	<b>(9.86)</b>	<b>(7.31)</b>	<b>(10.76)</b>	<b>(30.70)</b>	<b>(36.35)</b>
8	Profit / (Loss) from discontinued operations	-	-	-	-	-
9	Tax expense of discontinued operations	-	-	-	-	-
10	Profit / (Loss) from discontinued operations (after tax) (8-9)	-	-	-	-	-
<b>11</b>	<b>Profit / (Loss) for the period (7+10)</b>	<b>(9.86)</b>	<b>(7.31)</b>	<b>(10.76)</b>	<b>(30.70)</b>	<b>(36.35)</b>
<b>12</b>	<b>Other Comprehensive Income</b>					
(A)	(a) Items that will not be reclassified to profit or loss	-	-	-	-	-
	(b) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
(B)	(a) Items that will be reclassified to profit or loss	-	-	-	-	-
	(b) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	<b>Other Comprehensive Income (A+B)</b>	-	-	-	-	-
<b>13</b>	<b>Total Comprehensive Income for the period (11+12)</b>	<b>(9.86)</b>	<b>(7.31)</b>	<b>(10.76)</b>	<b>(30.70)</b>	<b>(36.35)</b>
14	Earnings Per Share (not annualised) (for continuing operations)- (Face value of Rs 2 each)					
	Basic (in Rs.)	(0.01)	(0.00)	(0.01)	(0.02)	(0.02)
	Diluted (in Rs.)	(0.01)	(0.00)	(0.01)	(0.02)	(0.02)
15	Earnings Per Share (not annualised) (for discontinued operations)- (Face value of Rs 2 each)					
	Basic (in Rs.)	-	-	-	-	-
	Diluted (in Rs.)	-	-	-	-	-
16	Earnings Per Share (not annualised) (for continuing and discontinued operations)- (Face value of Rs 2 each)					
	Basic (in Rs.)	(0.01)	(0.00)	(0.01)	(0.02)	(0.02)
	Diluted (in Rs.)	(0.01)	(0.00)	(0.01)	(0.02)	(0.02)

## Statement of Standalone Assets and Liabilities

Particulars	As at Current year ended 31/03/2020	As at Previous year ended 31/03/2019
	Audited	Audited
<b>I. ASSETS</b>		
<b>1 Financial Assets</b>		
(a) Cash and cash equivalents	23.27	13.94
(b) Receivables		
(I) Other Receivables	561.61	527.26
(c) Investments	47,730.12	47,620.66
<b>2 Non-financial Assets</b>		
(a) Other Intangible assets	0.38	0.63
(b) Other non-financial assets	2.60	6.18
<b>TOTAL ASSETS</b>	<b>48,317.98</b>	<b>48,168.67</b>
<b>II. LIABILITIES AND EQUITY</b>		
<b>LIABILITIES</b>		
<b>1 Financial Liabilities</b>		
(a) Payables		
(I) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	0.28	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	4.72	4.53
<b>2 Non-Financial Liabilities</b>		
(a) Other non-financial liabilities	9.40	0.47
<b>3 Equity</b>		
(a) Equity share capital	3,113.37	3,112.07
(b) Other Equity	45,190.21	45,051.60
	48,303.58	48,163.67
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>48,317.98</b>	<b>48,168.67</b>

## Standalone Statement of Cash flow

Particulars	As at Current year ended 31/03/2020	As at Previous year ended 31/03/2019
	Audited	Audited
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit / (Loss) before taxation</b>	<b>(30.70)</b>	<b>(33.44)</b>
Adjustments for:		
Net Gain on Fair Value Changes	(49.46)	(43.73)
Depreciation	0.24	0.24
<b>Operating (loss) before working capital changes</b>	<b>(79.92)</b>	<b>(76.94)</b>
Adjustments for		
Decrease/ (Increase) in other receivables	38.76	54.12
Decrease/ (Increase) in other non-financial assets	3.58	6.96
(Decrease)/Increase in trade payables	9.41	1.36
Cash generated from operations	(28.16)	(14.50)
Tax refund received / (taxes paid)	-	-
<b>Cash (used in) / generated from operations (A)</b>	<b>(28.16)</b>	<b>(14.50)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of investments	(60.00)	(585.79)
Proceeds from sale of investments	-	585.79
Net Cash (used in) / generated from Investing Activities (B)	(60.00)	-
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of equity share capital	97.50	24.74
Net Cash generated from / (used in) Financing Activities (C)	97.50	24.74
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>9.33</b>	<b>10.24</b>
Cash and cash equivalents at the beginning of the year	13.94	3.69
Cash and cash equivalents at the end of the year	23.27	13.94
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>9.33</b>	<b>10.25</b>
Components of cash and cash equivalents		
Cash on Hand	0.42	0.42
With banks - on current account	22.85	13.52
<b>Total cash and cash equivalents</b>	<b>23.27</b>	<b>13.94</b>

**Notes:-**

1) The Company having been classified as a Core Investment Company ('CIC'), pursuant to the resolutions passed by the Board of Directors on November 06, 2017 and February 05, 2018, was mandated to adopt Indian Accounting Standards (Ind AS) from accounting periods beginning on or after April 01, 2019, as per the provisions of Rule 4 (1)(iv)(b)(A) of the Companies (Indian Accounting Standards) Rules, 2015 ('the Rules') as notified under Section 133 of the Companies Act 2013 (the "Act"). Accordingly, the Company has adopted Ind AS from 1 April 2019 and the transition date is 1 April 2018. The transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and other generally accepted accounting principles in India (collectively referred to as 'the Previous GAAP').

The figures have been presented in accordance with the format of financial statements as provided in Division III of Schedule III of the Act in terms of Notification G.S.R 1022(E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India, and as applicable to a Non-Banking Financial Company (NBFC) preparing financial statements in compliance of the Companies (Indian Accounting Standards) Rules 2015. Accordingly, the reported figures for the corresponding previous periods have been reclassified/recasted/restated.

2) Reconciliation of net profit or loss reported under previous GAAP and as per Ind AS :

Particulars	(Rs. in lacs)	
	Quarter ended March 31, 2019 (Audited)	Previous year ended March 31, 2019 (Audited)
<b>Net Profit / (Loss) as per previous GAAP</b>	<b>54.68</b>	<b>(3.78)</b>
Add / (Less) : Ind AS adjustments		
Measurement of investments at fair value	(65.44)	(32.57)
<b>Total Comprehensive income for the period as per Ind AS</b>	<b>(10.76)</b>	<b>(36.35)</b>

3) Reconciliation of total Equity as on March 31, 2019 is given below

	As at March 31, 2019
	<b>Rs. in Laacs</b>
Total Equity (shareholders funds) as per previous GAAP	<b>48,137.15</b>
Adjustment on account of ESOP and Investment at fair value	26.52
Total Equity (shareholders funds) as per Ind AS	<b>48,163.67</b>

4) The COVID-19 pandemic has brought economies, businesses and lives around the world to a standstill, and our country is no exception.. Considering the unprecedented and ever evolving situation, the Company has done detailed assessment of its assets comprising of investments and other receivables. On the basis of the current assessment and estimates, the company does not see risk of recoverability of its assets and accordingly no material adjustment required in the financial results. with nature, Given the uncertainties associated with nature, condition and duration of COVID -19, the impact assessment on the company's financial statements will be continuously made and provided for as required.

5) The figures for the quarter ended March 31, 2020 and the corresponding quarter ended in the previous year, as reported in the consolidated financial results are the balancing figures between audited figures in respect of full financial year and published year to date figures upto the end of the third quarter of the relevant financial year. Also the figures upto to the end of the third quarter had only been reviewed and not subjected to audit.

6) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on June 11, 2020

For and on behalf of the Board

Mumbai  
June 11,2020

Amit Jatia  
Vice-Chairman





**WESTLIFE DEVELOPMENT LTD.**

Regd. Off.: 1001, Tower-3 • 10<sup>th</sup> Floor • Indiabulls Finance Centre •  
SenapatiBapat Marg • Elphinstone Road • Mumbai 400 013  
Tel : 022-4913 5000 Fax : 022-4913 5001  
CIN No. : L65990MH1982PLC028593  
Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

REF : SS:BSE:354

11<sup>th</sup> June, 2020

To,  
The BSE Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

**Sub: Declaration pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Re : Westlife Development Ltd. (the Company) : Scrip Code-505533**

Dear Sirs,

In compliance with the Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016, vide notification no. SEBI/LAD-NRO/GN/2016-17/001 dated 25<sup>th</sup> May, 2016 and Circular no. CIR/CFD/CMD/56/2016 dated 27<sup>th</sup> May, 2016, we confirm/declare that the Statutory Auditors of the Company, B S R & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024) have issued an Audit Report with unmodified opinion on the audited financial results of the Company (Standalone and Consolidated) for the quarter and year ended 31<sup>st</sup> March, 2020.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For **Westlife Development Ltd.**

**Dr Shatadru Sengupta**  
**Company Secretary**