



## 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](http://www.westlife.co.in) | E-mail id : [shatadru@westlife.co.in](mailto:shatadru@westlife.co.in)

### NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting ('AGM') of Westlife Development Limited will be held at Orchid Hall, 2nd Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai 400 018 on Thursday, the 5th day of September, 2019 at 11.00 a.m. to transact the following business:

#### ORDINARY BUSINESS:

- To consider and adopt:
  - the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and the Auditors thereon.
  - the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019.
- To appoint a Director in place of Mr Banwari Lal Jatia (DIN: 00016823), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

- To confirm the appointment of Ms Amisha Hemchand Jain (DIN: 05114264) as an Independent Director and in this regard, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Ms Amisha Hemchand Jain (DIN: 05114264) be and is hereby appointed as an Independent Director of the Company for a period of first term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation."

#### NOTES:

- An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), relating to the Special Business to be transacted at the AGM is annexed hereto.
- 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 11.00 a.m. on Tuesday, 3rd September, 2019. 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.
- 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.
- 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 25th July, 2019.
- 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.
- 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.
- 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](http://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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083.
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. There is no unpaid or unclaimed dividend is lying with the Company.
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM has been done away with vide notification No. S.O. 1833 (E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs, Government of India. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who had been appointed at the AGM held on 20th September, 2017.
14. No gifts shall be provided to members before, during or after the AGM.
15. The Company provides its members the electronic facility to exercise their right to vote at the 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 Monday 2nd September, 2019 at 9.00 a.m. and ends on Wednesday, 4th September, 2019 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 29th August, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting.
- ii. Log on to the e-voting website [www.evotingindia.com](http://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](http://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"><li>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.</li></ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>
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- 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 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 votes cast by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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, available at the venue of the meeting. 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. 29th August, 2019, may obtain the User ID and password in the manner as mentioned on the CDSL'S website i.e. [www.cdslindia.com](http://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. 5th September, 2019.
- d. Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.westlife.co.in](http://www.westlife.co.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the Resolutions at the 36th 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	Manager
iii)	Address	Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013
iv)	Email Id	helpdesk.evoting@cdslindia.com
v)	Phone No.	1800 200 5533

16. Details of Director retiring by rotation / seeking appointment at the forthcoming Annual General Meeting are furnished below:

<b>(i)</b>	<b>Name of Director</b>	<b>Mr Banwari Lal Jatia</b>
	Date of Birth	08/12/1943
	Date of Appointment	24/11/2012
	Expertise in Specific Functional areas	General Management
	Qualifications	B.Com, LLB
	Other listed Companies in which Directorship held	Hardcastle & Waud Manufacturing Co. Ltd.
	Chairman/ Member of Committees of Boards of other listed Companies	Hardcastle & Waud Manufacturing Co. Ltd. - Stakeholders and Relationship Committee - Member
	Shares held in the Company	11 (0.00%)
	Relationship with other directors	Mr Amit Jatia (son); Ms Smita Jatia (son's wife); Mr Achal Jatia (son)
<b>(ii)</b>	<b>Name of Director</b>	<b>Ms Amisha Hemchand Jain</b>
	Date of Birth	10/04/1977
	Date of first Appointment on the Board	01/04/2019
	Date of appointment on the Board as Independent Director	01/04/2019
	Expertise in Specific Functional areas	General Management
	Qualifications	Master's in Electronics Engineering and MBA
	Other listed Companies in which Directorship held	Nil
	Chairman/ Member of Committees of Boards of other listed Companies	Nil
	Shares held in the Company	Nil
	Relationship with other directors	Nil

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

By Order of the Board of Directors

Sd/-

Mumbai  
July 25, 2019

**Dr Shatadru Sengupta**  
Company Secretary

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item 3:

Based on the recommendation of the Nomination and Remuneration Committee vide its resolution dated 25th March, 2019, Ms Amisha Hemchand Jain (DIN: 05114264) had been appointed under Section 161 of the Companies Act, 2013 ('the Act') as an Additional Director-Independent Director of the Company for a period of first term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024, not liable to retire by rotation, by the Board of Directors vide its resolution dated 26th March, 2019.

She is an Independent Director and holds office upto the date of the ensuing AGM. The Board of Directors commends to the members her appointment as Director of the Company at the ensuing AGM.

The Company has received a notice in writing from a member/herself pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, not liable to retire by rotation. Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. Further, pursuant to Section 149(13) of the Act, an Independent Director is not liable to retire by rotation. In the opinion on the Board, she fulfils the conditions specified in the Act for such appointment.

Except for Ms Amisha Hemchand Jain, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in this item of business.





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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 36th Annual General Meeting of the Company, to be held on Thursday, the 5th day of September, 2019 at 11.00 a.m. at Orchid Hall, 2nd 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 Banwari Lal Jatia (DIN: 00016823) as Director
3	Appointment of Ms Amisha Hemchand Jain (DIN: 05114264) as an Independent Director for a first term of five years

Signed this..... day of.....2019

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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### 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 dematerialised 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 Banwari Lal Jatia (DIN: 00016823) as Director			
3	Appointment of Ms Amisha Hemchand Jain (DIN: 05114264) as an Independent Director for a first term of five years			

Place:.....

Date:.....

(Signature of the shareholder)





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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 36th ANNUAL GENERAL MEETING of the Company held at Orchid Hall, 2nd Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai 400 018 on Thursday, 5th September, 2019 at 11.00 a.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:**

Orchid Hall, 2nd 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](http://www.westlife.co.in).

