

**WESTLIFE DEVELOPMENT LTD.**Head Office - 1001, Tower - 3, 18th Floor, Indiabulls Finance Centre,

Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

CIN No. L63000MH1982PLC028593 Tel: 022-4913 5000 Fax: 022-4913 5001

Website: www.westlife.co.in | E-mail: dr.shatadru@westlife.co.in**NOTICE OF THIRTY SIXTH ANNUAL GENERAL MEETING,
REMOTE E-VOTING**

Notice is hereby given that the Thirty Sixth Annual General Meeting ('AGM') of the shareholders of Westlife Development Limited is scheduled to be held at Orchid Hall, 2nd Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra - 400018 on Thursday, the 5th day of September, 2019 at 11.00 a.m. to transact the business as set out in the Notice of the AGM.

The Notice of the AGM and Annual Report along with the Proxy Form and Attendance Slip have been sent in electronic mode to members whose e-mail ids are already registered with the Company or the Depository Participant(s), unless the members have registered their request for a hard copy of the same. Physical copy of the same has been sent to all members, who have not registered their e-mail IDs with the Company or Depository Participant(s). The Notice of the AGM, Annual Report and Public Notice are also available on the Company's website viz. www.westlife.co.in and the said notice is available on the website of Central Depository Securities Limited ('CDSL') viz. www.cdslindia.com.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and Clause 7.2 of the Secretarial Standard-2, the Company is providing the facility to its members holding shares either in physical form or dematerialised form, as on 29th August, 2019 (cut off date), for casting their votes electronically on each item as set forth in the Notice of AGM through the electronic voting system on CDSL from a place other than the venue of AGM ('remote e-voting') or in the AGM through ballot paper. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of AGM, the Company has also enclosed a ballot paper with the Notice of AGM.

All members are hereby informed that:

1. The business as set out in the Notice of AGM may be transacted through voting by electronic means;
2. The remote e-voting shall commence on Monday, 2nd September, 2019 at 9.00 a.m.;
3. The remote e-voting shall end on Wednesday, 4th September, 2019 at 5.00 p.m.;
4. The remote e-voting shall not be allowed beyond 4th September, 2019, 5.00 p.m.;
5. The cut-off date for determining the eligibility to vote through remote e-voting, ballot paper or in the AGM will be 29th August, 2019;
6. Any person who acquires shares of the Company and becomes a member of the Company after despatch of Notice of AGM and holds shares as of the cut-off date i.e. 29th August, 2019, may obtain the login ID and password in the manner as mentioned on CDSL's website i.e. www.evotingindia.com;
7. The facility for voting through ballot paper will be provided at the venue of the AGM. Members attending the meeting and who have not cast their vote by remote e-voting or ballot paper shall be eligible to cast their vote at the meeting.
8. The members who have cast their vote by remote e-voting or by ballot paper prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again in the meeting.
9. Once the vote on a resolution is cast by the member by remote e-voting or ballot paper, he shall not be allowed to modify the same or cast his vote again.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 29th August, 2019 only, shall be entitled to avail of the facility of remote e-voting or voting through ballot paper at the AGM.
11. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 5th September, 2019.
12. In case of any queries, the member may refer to the Frequently Asked Questions (FAQ) for members and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
13. Members may address their queries /grievances connected with facility for voting by electronic means to:

Mr. Rakesh Dalvi
Manager
Central Depository Services (India) Limited,
A-Wing, 25th Floor, Marathon Futorex, Mafatia Mills Compounds,
NM Joshi Marg, Lower Parel (E),
Mumbai - 400 013
Email: helpdesk.evoting@cdslindia.com
Tel No.: 1800 200 5533

By Order of the Board
Sd/-

Dr. Shatadru Sengupta
Company Secretary

Place : Mumbai
Date : 9th August, 2019

Membership No.: FCS 4583

Westlife Development Limited

Dr. Shatadru Sengupta
Company Secretary

