

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(PURSUANT TO SECTION 170 OF THE COMPANIES ACT, 2013)

REGISTER OF DIRECTORS AND KEY MANAGERIAL

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

Name of the Company : WESTLIFE DEVELOPMENT LIMITED

(TO BE MAINTAINED SEPARATELY FOR EACH

Director Identification Number : 00016823
(optional for key managerial personnel)

Present name and surname in full : MR. BANWARI LAL JATIA (DIRECTOR)

Any former name or surname in full : -

Father's Name : LATE SANWARMAL JATIA

Mother's Name : MRS. LALITADEVI JATIA

Spouse's Name (if married) and Surname in Full : MRS. USHADEVI JATIA

Date of birth : 08-12-1943

Residential address :

Present : AVANTI, G.T.-A, BHULABHAI DESAI ROAD,

MUMBAI - 400 026

Permanent : SAME AS ABOVE

Details of securities held in the Company, its holding company, subsidiaries,

Sr. No.	Name of the Company	Number of Securities	Description of Securities	Nominal Value of Securities	Date of Acquisition	Price paid for acquisition of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	WESTLIFE DEVELOPMENT LIMITED	11	EQUITY	Rs. 21/-		
		127946	Equity	232/-	14/02/20	
2.	NOMINEE OF WESTLIFE DEVELOPMENT LIMITED IN HARCASTLE RESTAURANTS PRIVATE LIMITED	126770	Equity	Rs 2/-		

PERSONNEL AND THEIR SHAREHOLDING

(Appointment and Qualification of Directors) Rules, 2014]

Registered office address : 1001, TOWER-3, 10TH FLOOR, INDIABULLS FINANCE CENTRE, SENAPATI BARI MARG, ELIMSION ROAD, MUMBAI - 400 013
DIRECTOR AND KEY MANAGERIAL PERSONNEL)

Nationality (including the nationality of origin, if different) : INDIAN

Occupation : INDUSTRIALIST

Date of the board resolution in which the appointment was made : 24-11-2012

Date of appointment and reappointment in the company : 24-11-2012

Date of cessation of office and reasons therefor : -

Office of director or Key Managerial Personnel held or relinquished in any other body corporate : as per record maintained

Membership number of the Institute of Company Secretaries of India in case of Company Secretary, if applicable : -

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AAFP10367A

subsidiaries of the company's holding company and associate companies:

Other consideration paid for acquisition	Date of disposal	Price received on disposal	Other consideration received on disposal	Cumulative balance and number of securities held after each transaction	Mode of acquisition of securities	Mode of holding - physical or in dematerialized form	Securities have been pledged or any encumbrance has been created
(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
				11		Demat	No
				127,957		Demat	No
	25/06/20			1187		Demat	No

CHARGES

CONTRACT

INVESTMENT

REGISTER OF DIRECTORS AND KEY MANAGERIAL

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

Name of the Company : WESTLIFE DEVELOPMENT LIMITED

(TO BE MAINTAINED SEPARATELY FOR EACH

Director Identification Number : 00016871
(optional for key managerial personnel)

Present name and surname in full : MR. AMIT JATIA (DIRECTOR & CEO, KMP)

Any former name or surname in full : -

Father's Name : MR. BANWARI LAL JATIA

Mother's Name : MRS. USHADEVI JATIA

Spouse's Name (if married) and Surname in Full : MRS. SMITA JATIA

Date of birth : 11-02-1967

Residential address :

Present : AVANTI, 67-A, BHULABHAI DESAI ROAD,

MUMBAI-400 086

Permanent : SAME AS ABOVE

Details of securities held in the Company, its holding company, subsidiaries,

Sr. No.	Name of the Company	Number of Securities	Description of Securities	Nominal Value of Securities	Date of Acquisition	Price paid for acquisition of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	WESTLIFE DEVELOPMENT LIMITED	6,30,000	Equity	Rs. 2/-		
		580000	Equity	Rs 2/-		
2.	NOMINEE OF WESTLIFE DEVELOPMENT LIMITED IN HARDCASTLE RESTAURANT PRIVATE LIMITED					

PERSONNEL AND THEIR SHAREHOLDING

(Appointment and Qualification of Directors) Rules, 2014]

Registered office address : 1001 TOWER - 3, 10TH FLOOR, INDIABULLS FINANCE CENTRE, GENPATI BAPT MARG, ELPHINSTONE ROAD, MUMBAI-400 013
DIRECTOR AND KEY MANAGERIAL PERSONNEL)

Nationality (including the nationality of origin, if different) : INDIAN

Occupation : BUSINESS

Date of the board resolution in which the appointment was made : 24-11-2012 (DIRECTOR)

Date of appointment and reappointment in the company : 01-08-2014 (CEO, KMP)

Date of cessation of office and reasons therefor : -

Office of director or Key Managerial Personnel held or relinquished in any other body corporate : as per record maintained

Membership number of the Institute of Company Secretaries of India in case of Company Secretary, if applicable : -

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AAEP184620

subsidiaries of the company's holding company and associate companies:

Other consideration paid for acquisition	Date of disposal	Price received on disposal	Other consideration received on disposal	Cumulative balance and number of securities held after each transaction	Mode of acquisition of securities	Mode of holding - physical or in dematerialized form	Securities have been pledged or any encumbrance has been created
(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
				6,30,000		Demat	No
	14/02/20			59,000		Demat	No

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent : SAME AS ABOVE

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : ADDPJ8102C

[illegible]

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent : SAME AS ABOVE

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

DIRECTOR AND KEY MANAGERIAL PERSONNEL)

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AAHPB1332Q

[illegible]

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent : SAME AS ABOVE

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AAAPC647IH

[illegible]

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent : Same as above

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) AA BPK 40808

[illegible]

REGISTER OF DIRECTORS AND KEY MANAGERIAL

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

Name of the Company : WESTLIFE DEVELOPMENT LIMITED

(TO BE MAINTAINED SEPARATELY FOR EACH

Director Identification Number : 00291695
(optional for key managerial personnel)

Present name and surname in full : DR. SHATADRU SENGUPTA

Any former name or surname in full : -

Father's Name : MR. SAMOSH SENGUPTA

Mother's Name : MRS. IRA SENGUPTA

Spouse's Name (if married) and Surname in Full : MRS. PIU SENGUPTA

Date of birth : 25-09-1969

Residential address :

Present : G.M.P.-34, FLAT 101, NEPTUNE CO. OP. Hsg. SOC. LTD, EVERSHINE'S MILLENIUM PARADISE, THAKUR VILLAGE, KANDIVALI-EAST, MUMBAI-400101

Permanent : SAME AS ABOVE

Details of securities held in the Company, its holding company, subsidiaries,

Sr. No.	Name of the Company	Number of Securities	Description of Securities	Nominal Value of Securities	Date of Acquisition	Price paid for acquisition of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)
	Westlife Development Ltd	2160	Equity	Rs. 2/-	28/4/16	2,16,000
		1900	Equity	Rs. 2/-	06/06/16	1,90,000
		3800	Equity	Rs. 2/-	08/06/16	3,80,000
		3000	Equity	Rs. 2/-	07/07/17	
		700	Equity	Rs. 2/-	11/08/17	
		940	Equity	Rs. 2/-	22/12/17	
		850	Equity	Rs. 2/-	16/02/18	
		810	Equity	Rs. 2/-	30/06/18	
		825	Equity	Rs. 2/-	24/08/18	
		270	Equity	Rs. 2/-	22/12/18	
		400	Equity	Rs. 2/-	12/07/19	
		2515	Equity	Rs. 2/-	18/10/19	

PERSONNEL AND THEIR SHAREHOLDING

(Appointment and Qualification of Directors) Rules, 2014]

Registered office address : 1001, TOWER-C, 10TH FLOOR, INDIABULLS FINANCE CENTRE, SENEPTI BAPAT MARG, ELPHINSTON ROAD, MUMBAI-400013

DIRECTOR AND KEY MANAGERIAL PERSONNEL)

Nationality (including the nationality of origin, if different) : INDIAN

Occupation : SERVICE

Date of the board resolution in which the appointment was made : 08-11-2013

Date of appointment and reappointment in the company : 08-11-2013

Date of cessation of office and reasons therefor : -

Office of director or Key Managerial Personnel held or relinquished in any other body corporate : as per record maintained

Membership number of the Institute of Company Secretaries of India in case of Company Secretary, if applicable : F4593

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AAUPS1205K

subsidiaries of the company's holding company and associate companies:

Other consideration paid for acquisition	Date of disposal	Price received on disposal	Other consideration received on disposal	Cumulative balance and number of securities held after each transaction	Mode of acquisition of securities	Mode of holding - physical or in dematerialized form	Securities have been pledged or any encumbrance has been created
(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
				2160	ESOP	Demat	No
				4960	ESOP	Demat	No
				7860	ESOP	Demat	No
				4860	ESOP	Demat	No
				4160	ESOP	Demat	No
				5100	ESOP	Demat	No
				5950	ESOP	Demat	No
				6760	ESOP	Demat	No
				7585	ESOP	Demat	No
				7855	ESOP	Demat	No
				8255	ESOP	Demat	No
				10,770	ESOP	Demat	No

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent :

Details of securities held in the Company, its holding company, subsidiaries,

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

DIRECTOR AND KEY MANAGERIAL PERSONNEL)

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : ABOPJ9100H

subsidiaries of the company's holding company and associate companies:

[illegible]

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent : Same as above

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

DIRECTOR AND KEY MANAGERIAL PERSONNEL)

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AABPJTS16 K

[illegible]

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Desai Road, Mumbai 400026

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN) : AHHPJ8662M

[illegible]

[Pursuant to section 170 of the Companies Act, 2013 and rule 17 of the Companies

(TO BE MAINTAINED SEPARATELY FOR EACH

Permanent : Same as above

[illegible]

(Appointment and Qualification of Directors) Rules, 2014]

Permanent Account Number (Mandatory for Key Managerial Personnel if not having DIN)

ABOPR 3375A

[illegible]

REGISTER OF CONTRACTS

(PURSUANT TO SECTION 189 OF THE COMPANIES ACT, 2013)

WEST LIFE DEVELOPMENT LTD)
REGISTER OF CONTRACTS
(Pursuant to Sec. 301)

2009-10

[illegible]

(Pursuant to Sec. 301)

Serial No.	Date of Entry	Date of Contract or arrangement	Name of Parties to the Contract or arrangement	Principal terms and Conditions of Contract or arrangement	Date on which Contract or arrangement placed before the Board for approval	Name of interested Director	Particulars of Directors Voting			Signature of Directors	Remarks
							for	against	Neutral		
1	18-12-11	16-12-11	Handcastle Ltd HPL Co. Ltd (Hawco) (licensor) bwdh	Use of Hawco's premises at Chennai for 11 months w.e.f. 1-1-12. WDL to pay Hawco compensation of Rs 1,80,000 pm + sub-free deposit of Rs 50 lakhs	N/A	Mr. O.P. Adulka					both pub. ltr
2	19-12-11	16-12-11	do (licensor)	Use of Hawco's premises at Kolkata for 11 months w.e.f. 1-12-11. WDL to pay Hawco compensation of Rs 1,80,000 pm + sub-free deposit of Rs 50 lakhs	N/A	Mr. O.P. Adulka					
3	19-12-11	16-12-11	do (licensor)	Use of Hawco's premises at N. Delhi for 11 months w.e.f. 1-1-12. WDL to pay Hawco compensation of Rs 1,80,000 pm + sub-free deposit of Rs 50 lakhs	N/A	Mr. O.P. Adulka					
4	19-12-11	16-12-11	Handcastle Petrofor PVT. LTD. (licensor) bwdh	Use of WDL's premises at Delhi (occupied by WDL under lease and license Agreement with Hawco (owner)) by HPL for 11 months w.e.f. 1-1-2012. HPL to pay WDL compensation of Rs 1,82,000 + sub-free deposit of Rs 50 lakhs	N/A						

REGISTER OF CONTRACTS (Pursuant to sec. 30)

2011-12

Serial No.	Date of Entry	Date of Contract or arrangement	Name of Parties to the Contract or arrangement	Principal terms and conditions of contract or arrangement	Date on which Contract or arrangement placed before the Board for approval	Name of interested Director	Particulars of Directors voting			Signature of Directors	Remarks
							for	against	Neutral		
5	15-12-11	16-12-11	Standard Petrol for Pt RD (licensee) & WDH	Use of WDH's premises at Kolkata (occupied by WDH under leave & license Agreement with Hawco (owner) by APPL for 11 months. APPL to pay WDH compensation of Rs 185,000 p.m. + Rs 500 lac int. free deposit of Rs 112.12.	W/A	-					
6	19-12-11	16-12-11	— Leo —	Use of WDH's premises at Chennai (occupied by WDH under leave & license agreement with Hawco (owner) by APPL for 11 months - w.e.f. 1-12-11). APPL to pay compensation of Rs 185,000 p.m. + Rs 500 lac int. free deposit.	W/A	-					

(Pursuant to SEC 301)

(Pursuant to SEC 301)											
Serial No.	Date of Entry	Date of Contract or Arrangement	Name of Parties to the Contract or Arrangement	Principal terms and Conditions of contract or arrangement	Date on which Contract or arrangement placed before the Board for approval	Name of Interested Director	Particulars of Directors			Signature of Directors	Remarks
							Voting				
							for	against	Neutral		
1	24.9.12	20-9-12	Harcroft & Ward Hf Co Ltd. (Licensor) & WDL	Use of Harco's premises at 406, Madhuban Bldg, N-Delhi for 11 mths. up 16-9-12. WDL to pay compensation of Rs 180,000/- pm + Rs 5-00 lacs nil-free deposit.	N/A	H.O.P. Dabke					Public Co. Int. Dir. does not hold any shares in the Hf Co.
2	24.9.12	20-9-12	Harcroft Petrofer Pvt Ltd (Licensor) & WDL	Use of WDL's premises at N-Delhi (occupied by WDL under leave to license agreement with Harco (Owner) by HPPH for 11 mths up 16-9-12. HPPH to pay WDL Rs 185,000/- pm. + Rs 5-00 lacs nil-free deposit.	N/A	-					
3	1.12.12	30-11-12	Harcroft & Ward Hf Co Ltd (Licensor) & WDL	Use of Harco's premises at Kolkata for 11 mths up 1-11-12. WDL to pay Harco compensation of Rs 180,000/- pm + Rs 5-00 lacs nil-free deposit.	N/A	H.O.P. Dabke					Public Co. Int. dir. does not hold any shares in the Hf Co.

REGISTER OF CONTRACTS (Pursuant to Sec. 30)

2012-13

Serial NO.	Date of Entry	Date of Contract or arrangement	Name of parties to the contract or arrangement	Principal terms and conditions of contract or arrangement	Date on which contract or arrangement placed before the Board for approval	Name of interested Director	Particulars of Director's Voting			Signature of Directors	Remarks
							for	against	Neutral		
4	1.12.12	30.11.12	Handcarpet Petrofor Pvt Ltd (Licence) and WDL	Use of WDL's premises at Kalkata (occupied by WDL under lease & license Agreement with HPPCL) by HPPCL for 11 mths wef 1.12.12. HPPCL to pay WDL compensation of Rs 1550000 to 500 lacs int. free deposit	as A	Mr. Bhattacharya Mr. Anil Jais				X S. J. Thakkar (Dilip J. Thakkar) X P. R. Barpanda	None of the interested directors hold more than 8% of the paid up cap. in the company.

2013-2014

[illegible]

REGISTER OF CONTRACTS

Pursuant to section (189) of the Companies Act, 2013

Serial No.	Date of entry	Date of Contractor or Arrangement	Name of the parties to the Contract or arrangement	Principal terms and conditions of Contract or arrangement	Date on which contract or arrangement placed before board for approval	Name of Interested Directors	Particulars of Directors Voting			Signature	Remark
							For	Against	Abstain		
			NIL			-	-	-			2017 - 2018
			NIL			-	-	-			2018 - 2019
			NIL			-	-	-			2019 - 2020
			NIL			-	-	-			2020 - 2021

**Secretarial Auditors' Certificate on Employees Stock Option Scheme 2013 and the
Westlife Development Limited Employee Stock Option (Trust) Scheme 2021**



MSDS
& ASSOCIATES

Aim. Aspire. Accomplish
Practicing Company Secretaries

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members,

Westlife Development Limited

We, MSDS & Associates, Firm of Company Secretaries in practice, have been appointed as the Secretarial Auditor vide Board resolution passed at the meeting held on 18.05.2022 by the Board of Directors of **Westlife Development Limited** (hereinafter referred to as 'the Company'), having CIN **L65990MH1982PLC028593** and having its registered office situated at 1001, Tower-3, 10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai, Mumbai City MH 400013 IN -. This certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2022.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records, and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the following ESOP schemes:

- (i) Westlife Development Limited Employees Stock Option Scheme 2013' (the "Scheme"), has been formulated and approved by the Board of Directors of Westlife Development Limited (the "Company") in its meeting held on 18th September 2013 in accordance with the said applicable Regulations and the Special Resolution(s) passed by the members at the General Meeting of the Company held on 30th October 2013.
- (ii) Westlife Development Limited Employee Stock Option (Trust) Scheme 2021 (The ESOS Trust Scheme 2021) has been formulated and approved by the Board of Directors of Westlife Development Limited (the "Company") in its meeting held on 13th August 2021 in accordance with the applicable Regulations and the Special Resolution(s) passed by the members at the General Meeting of the Company held on 16th September 2021.

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E.: meghna@shah3ca.com | dipali@shah3ca.com

W.: www.msdsassociates.in

H.O.: 502, Damji Shamji Trade Center, Vidyavihar (W), Mumbai-86

B.O.: Opera House, Charni road (E), Mumbai-400004

For the purpose of verifying compliance with the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders' resolutions passed at the General Meeting(s);
5. Shareholders' resolution passed at General Meeting(s) w.r.t. variation in the scheme (if any): Not Applicable;
6. Shareholders' resolution passed at General Meeting(s) w.r.t approval for implementing the scheme(s) through trust(s);
7. Minutes of the meetings of the Nomination and Remuneration Committee;
8. Trust Deed;
9. Details of trades in the securities of the Company executed by the trust through which the scheme is implemented: Trading/Allotment of Shares to Employees via Trust pursuant to the Employee Stock Option (Trust) Scheme 2021 has not commenced as yet, the ESOS Trust however has acquired shares in its name;
10. Relevant Accounting Standards as prescribed by the Central Government;
11. Detailed terms and conditions of the scheme as approved by the Nomination and Remuneration Committee;
12. Valuation Report: Not Applicable;
13. Exercise Price / Pricing formula: The Company has adopted the intrinsic value method to value the options granted under the Scheme or such other valuation as may be decided by the Nomination and Remuneration Committee;
14. Statement filed with recognized Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
15. Disclosure by the Board of Directors;
16. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
17. Other relevant documents / filing / records / information as sought and made available to us and the explanations provided by the Company;

Certification:

In our opinion and to the best of our knowledge and according to the verification done as considered necessary and as per the information / explanation furnished to us by the Company and its Officers, We certify that the Company has implemented the following schemes in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the Board, Committee and General Meeting(s):

- (i) Westlife Development Limited Employees Stock Option Scheme 2013 (the 'Scheme').
- (ii) Westlife Development Limited Employee Stock Option (Trust) Scheme 2021 (The ESOS Trust Scheme 2021).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished, is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give a certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For MSDS & Associates, Company Secretaries

Name: Dipali Shah

Designation: Partner

ACS: 25422

COP No.: 23194

Date: 16.08.2022.

Place: Mumbai

UDIN: A025422D000782574

