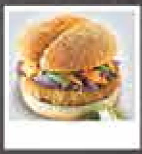
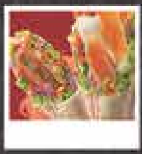
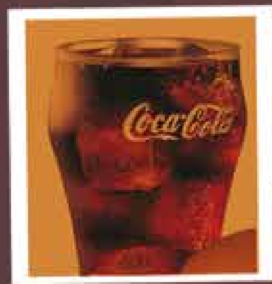

westlife
Made in India
ANNUAL BRAND REPORT
2014-15
Fresh processed cheese slices
Fresh produce
Freshly cracked grade A eggs.
Creamy and thick
long crispy Fries
Piri Piri Spice Mix
Shepody Potatoes
Ludhiana (Punjab)
Sauces and Toppings
Breading
Chandigarh (Punjab)
Frozen Vegetables
Vegetable Patties
Mehasana (Gujarat)
Fries and Hasbrown Patty
Maharashtra
Veg and Chicken Patty, Buns, Cheese
Chicken meat
Cochin
Fish Patty
Ooty
Lettuce
Bengaluru
Vegetable Patties
Coimbatore
Chicken meat
Hyderabad
Chicken meat
Noida (UP)
Bun, Fresh produce
Simla/Nainital
Lettuce

Menu
this report


Forward looking statement

This document contains statements about expected future events and financial and operating results of Westlife Development Ltd., which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Westlife Development Ltd. annual report 2014-15.



McDonalds

has 375 restaurants in India!

Long before 'Make in India' became a national slogan, Westlife Development Limited (through subsidiary Hardcastle Restaurants Private Limited) had embarked on proactive investments in localising food content to service its growing McDonald's franchise in West and South India.

This one forward-looking decision has translated into the creation of a comprehensive eco-system.

Widening our vendor base. Strengthening our supply chain. Enhancing our food freshness. Moderating our costs. Providing consumers with a superior proposition.

Across 380 restaurants and 325 million consumers in India, one of the highest in the emerging market QSR segment anywhere in the world.

Emphasising the point that what is good for the vendors, company and customers is good for the country as well.

McDONALD"S.
A BRAND FOR INDIA.
BY INDIA.

LEGACY
Westlife Development Limited (through its 100% Indian subsidiary Hardcastle Restaurants Pvt. Ltd.), owns and operates a chain of McDonald's restaurants in West and South India. The Company is a master franchisee of McDonald's Corporation, USA, through the Indian subsidiary.

INTENT We are focused on catalyzing the QSR (Quick Service Restaurant) culture in India.

VISION Westlife's vision is to become the recognised leader in the QSR industry and the first choice of our customers.

MISSION We will lead the QSR industry in India by creating unmatched value for our customers, through our promise of outstanding Quality, Service and Cleanliness.

VALUES We will drive our mission through unwavering commitment towards customer satisfaction, delivered with a sense of warmth, friendliness, fun, integrity, individual pride and company spirit.

BUSINESS
Westlife (through its subsidiary) caters to more than 180 million customers annually across 209 company-owned McDonald's restaurants and 37 company-owned McCafé's. These restaurants are located in, Telangana, Gujarat, Karnataka, Maharashtra, Tamil Nadu, Kerala and parts of Madhya Pradesh, some of the fastest-growing regions in a dynamic India. The Company comprises an energised 7,000+ member workforce.

ACCESS
McDonald's provides various formats and brand extensions that comprise standalone restaurants, drive-thru's, 24x7 restaurants, McDelivery (online order placement), and order placement through app and kiosks at major transit points.

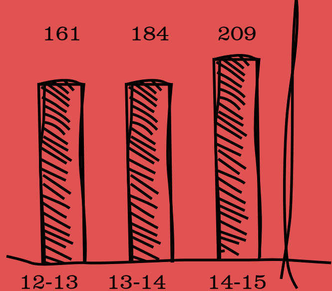
MCDONALD'S MENU
McDonald's menu comprises a range of products addressing contemporary palates - burgers, finger foods, wraps, beverages (hot and cold) and desserts.

LISTING
Westlife is headquartered in Mumbai, India. The Company's shares are listed on the Bombay Stock Exchange (BSE code: 505533, Bloomberg: WLDL:IN).

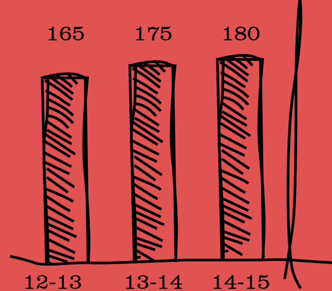
HOW OUR "MADE IN INDIA" STRATEGY TRANSLATED INTO THE NUMBERS

OPERATIONAL & FINANCIAL

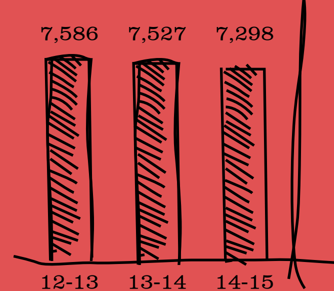
STORE COUNT



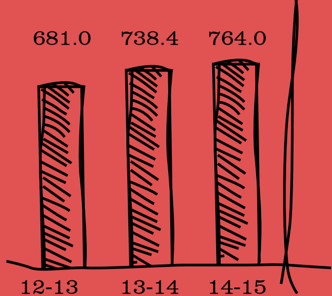
FOOTFALLS – MILLION



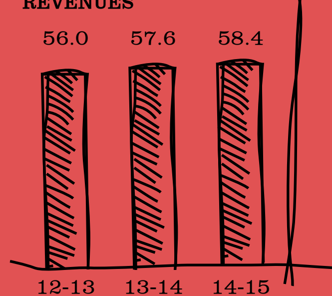
EMPLOYEES



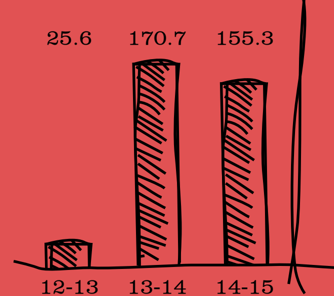
GROSS REVENUES – ₹ IN CRORES



GROSS MARGINS – AS A % OF GROSS REVENUES



CASH AND BANK BALANCES – ₹ IN CRORE



WESTLIFE IN NUMBERS

209
NO. OF MCDONALD'S RESTAURANTS (WEST AND SOUTH INDIA, 2014-15 CLOSE)

180
CUSTOMER FOOTFALLS IN 2014-15 (MN)

40-50
TOTAL SUPPLIER PARTNERS (AT 2014-15 CLOSE)

01
CUMULATIVE TRANSPORTER PARTNER (AT 2014-15 CLOSE)

04
NUMBER OF WAREHOUSES LOCATED PAN-INDIA

100
INVESTMENTS IN COLD CHAIN INFRASTRUCTURE (₹ CRORES, AT 2014-15 CLOSE)

95
% OF SKUS SOURCED FROM WITHIN INDIA

95
PERCENTAGE OF FOOD LOCALISATION (FOOD PRODUCTS SOURCED LOCALLY)

MADE IN INDIA
HOUSE

At Westlife, we have created the QSR category in India from scratch, taking a Western concept and moulding it to the tastes and palettes of Indian consumers. Our made in India concept hence is uniquely Indian even as we through our suppliers have invested over ₹1,000 crore towards building our supply chain capacity over the past two decades, which today is one of the most efficient farm-to-fork models in the food consumption space in the country.

This is how we have created our virtuous cycle of growth.

WHEN WE INVEST IN INDIAN AGRICULTURE...

The Company through its suppliers would have invested more than ₹25 crores in spreading agricultural best practices

... WE SEE AN IMPROVEMENT IN LIFE QUALITY

Average incomes across farms that are our procurement hubs has gone up substantially over last decade

... WITH BENEFITS SPREAD ACROSS THE LOGISTICS CHAIN

We have pioneered the cold chain in the country and have invested over ₹100 crores in cold chain infrastructure over the past decade

MADE IN INDIA HOUSE

... AND REINFORCING VALUE FOR OUR SUPPLIER COMMUNITY

Over the decade ending 2014-15, the Company through its suppliers has invested ₹100 crores in national cold storage infrastructure.

... AND WITH THIS ROBUST BACK-END, WE HAVE DEVELOPED A QUALITY FRONT END

We possess a quality real estate portfolio in high-street as well as emerging pockets across the western and southern parts of the country. Our restaurant count has scaled up from a single unit in the year to 209 restaurants at the close of 2014-15. Our lease rentals were ~9% of gross revenues in FY15; we have distributed more than ₹300 crores as rentals to landowners over the past decade ending 2014-15

... WITH A HAPPY AND LOYAL CONSUMPTION BASE

We enjoy annual footfalls of 325 million (2014-15), one of the largest consumption bases in the Indian QSR industry. We offer 90+ food & beverage SKUs with average prices ranging from ₹15-250, thereby catering to a large demographic segment who rely on us for quality food and enjoyable entertainment

... AND CONTRIBUTING TO THE CAUSE OF NATION BUILDING.

We provide employment to semi-literate and literate individuals and helped increase their average salary payments over the past decade ending 2014-15.

RAISING THE BAR AT THE FARM

On the face of things, McDonald's is recognised worldwide for serving quality food. In reality, the brand is about raising food growing standards in line with the best global benchmarks in the geographies of its presence.

At a time when chicken farming was a lazy man's revenue stream, McDonald's introduced a science in this business. The food multinational improved bird health, introduced better feed and engaged veterinary doctors to inspect bird raising practices. Even as average bird weight in India was only 1.2-1.4 kgs, birds from McDonald's certified farms were 2.1 -2.4 kgs.

At a time when eggs were simply eggs, McDonalds introduced global best practices for the first time in the country. The Company engaged experts to alter bird-raising practices. It improved bird feed; it washed and cleaned eggs; it sterilised and coated them. This increased egg shelf life on the one hand and reduced their transit breakage on the other.

At a time when iceberg lettuce was imported, McDonalds pioneered the growing of this vegetable in India. The Company undertook three-year research in identifying the right growing locations (suitable climatic and soil conditions). It trained 500-600 farmers; it created multi-lingual farming process manuals; it periodically audited farms to align farming practices with global standards. The result is that our 6.0 metric tons daily and 2000 tonnes annual requirement of fresh iceberg lettuce is addressed through the Indian farms today.

The bottomline then is that all inputs supplied to McDonald's restaurants are global in standard even as they are sourced and 'Made in India'.

The McDonald's contribution in enhancing agriculture practices

- In 2012, McDonald's introduced Good Agriculture Practices (GAP) to Indian farming; today majority of farms supplying to McDonald's are GAP-certified
- In 2010, McDonald's introduced drip irrigation in farming practices; today large percentage of farms catering to McDonald's are watered through drip irrigation

RAISING DELIVERY STANDARDS

Introduced multi-temperature trucks in India in 1997

McDonald's may be recognised globally for quick product delivery. But in reality, McDonald's is about establishing a world-class global supply chain that facilitates consistent on-time delivery.

- McDonald's invested six years in developing its comprehensive supply chain around international standards before launching its first restaurant
- McDonald's introduced disciplined inventory management across its supply chain – vendor, distribution chain and restaurants – and the result is that its restaurants have never faced stock-out in over two decades
- McDonald's supply chain manages products with shelf life ranging from five days to 90 days
- McDonald's also states the best practice for the duration of keeping the refrigerator door open

At a time when restaurants ordered quantities as per their requirements, McDonald's introduced the concept of ordering in case loads (minimum ordering level for restaurants), which significantly reduced handling, a global food safety norm.

At a time when warehouses comprised single-temperature infrastructure in India, McDonald's introduced the setting up of multi-temperature product storage warehouses.

At a time when warehouses were simple dock area (for trucks) and storing (racks), McDonald's tweaked warehouse design to introduce a large staging area where the ordered material could be stacked and checked before being loaded onto trucks.

At a time when refrigerated logistics solution did not exist in India, McDonalds introduced multi-temperature trucks in 1997 comprising three temperature zones – frozen (-18 degrees C), chiller (1-4 degrees C) and dry/ambient section.

At a time when disciplined inventory management was unheard of in the Indian foods sector, McDonald's introduced a system where pre-determined product inventory levels were set for suppliers and distribution centres.

At a time when most restaurants did not have contiguous delivery infrastructure (truck docking areas), McDonald's introduced the concept of covering product cases with thermal blankets to retain case temperature for 15-20 minutes -- from the unloading point to the restaurant.

The result is that McDonald's achieved a fulfillment rate of around 99% in India, significantly higher than that achieved by MNCs in developed geographies.

Supply chain complexity in numbers (nationally)

90+	10+	380+	75+	110+
Food & Beverage SKUs	Food Miles (Million Kilometers)	Restaurants	Pick up points	Trucks

AT WESTLIFE, WE HAD EMBARKED ON "MAKING IN INDIA" WELL BEFORE THIS BECAME A NATIONAL PRIORITY.

Dear shareholders,

At Westlife, we spent six years in extensive supply chain investments before we commissioned our first restaurant in October 1996.

We had two choices available to us.

We could either import a number of food products and ingredients already aligned with the demanding McDonald's standard or we could embark on the patient localisation journey whereby an increasing number of ingredients used by us would be made by dedicated vendors' right here in India.

At Westlife, we were convinced that this localisation would make it possible to create a McDonald's menu in India that confirmed to the demanding global quality standards of the international giant. Besides, this localisation would help us build the foundations of scalable, affordable and sustainable growth.

The localisation challenges were varied and intimidating. Most vendors had never earlier worked with an international QSR chain; there was virtually no exposure to global standards of food hygiene; their employees had never been exposed to systems-driven quality discipline; their volumes had never been scaled to deliver progressively larger quantities without compromising quality; they had never worked around stringent cost management priorities; they had never invested adequately in documentation and traceability.

Westlife has come a long way since. We are now an over 40-50 vendor organisation; we source over 90% of our requirements (inclusive of equipment) from our vendor community; we source more than 95% food products and ingredients; along with our suppliers we made over ₹1,000 crores as investments in our supply chain across the last two decades.

In doing so, we have not just created a dispersed community of vendors; we have created a comprehensive eco-system. We have not just created an eco-system that can provide products just in time; we have created an effective foundation to provide our customers with the best products at the lowest prices. We have not just created a robust foundation that enhances customer value; we have also created a framework that empowers us to widen our market presence with speed and effectiveness.

Making in India – Building a category, building appetite

At Westlife, the science that went into our food chain commenced literally at the country's grassroots.

We worked extensively with agronomists and agriculturalists to study soil types, seed characteristics and cropping patterns. We drew on the rich body of best practices of McDonald's Corporation to enhance farm yields, moderate utility consumption and drive productivity. The result is that over the last two decades, our grassroots enrichment has enhanced average per hectare productivity 20-30%, strengthening farm viability.

We graduated rural farmers to a demanding international food management discipline. This discipline graduated farmers to documentation-driven product traceability that is so detailed that one can zoom into a batch of Shepody potatoes to identify their date of procurement, temperature zones passed during transit, storage conditions as well as product characteristics. Our sophisticated software facilitates real-time product tracking - from harvesting to processing to storage to usage – with the ability to detect temperature variations as nominal as 1-degree Celsius.

We created full-fledged cold chains that were largely unknown to India. We built the infrastructure for raw products that not only had to be stored and transported across specific temperatures – negative 180C to ambient – but also had to reach their respective points of processing / consumption before the expiry of their shelf lives (7–180 days).

These painstaking initiatives translated into some remarkable achievements.

Westlife was able to build the QSR category at a time when burgers and fries were alien to the country's palate.

We are credited with growing the lettuce for the first time in India, making this highly perishable product (shelf life seven days) an integral part of our burgers and identified by its inevitable 'crunch' irrespective of the location of consumption. We transformed the agricultural ecosystem across our footprint, creating win-win-win propositions between farmers, suppliers and their suppliers at the intermediary stage.

Made in India – democratising the QSR industry

At Westlife, we were conscious to recognise that extensive localisation – 98% of the food served in our restaurants – would not just facilitate product quality and timely delivery but would enhance affordability, catalysing the QSR movement in India. In spite of India's food inflation being among the highest in the world at about 7-10%, our McDonald's menu prices have only grown by about 3-5%.

We are enabling our suppliers set up processing facilities near raw resources and consumption points. Having achieved scale, we also made it possible to shrink lead delivery times and reduce transportation costs through lower 'food miles'. This has helped us retain product freshness and embrace the highest food safety standards. For instance, a lone bun processing facility earlier serviced restaurants across our chosen footprint; today, we have quadrupled bun capacity at our Mumbai unit to service the growing base of restaurants but also established a state-of-the-art bun facility in Bengaluru that addresses an additional hub.

The result is that Westlife's footprint – 209 restaurants servicing annual footfalls in excess of 325 million – is not just among the world's largest QSR service brands but has achieved a bigger cause in helping democratise the cause of quality fast food consumption in India.

2014-15 – key highlights

I am proud to mention that Westlife was recognised as the 'Best Company to Work For', ranking number one in the QSR segment and the number four in the overall Retail industry. This emphasised the point that our initiatives were underscored by passion, translating into attractive upsides.

A performance highlight during the year under review was in the area of restaurant development. The result was that costs declined 10% y-o-y in the creation of new restaurants despite increased costs of construction and home building materials. Going forward, we expect to sustain this cost-cutting momentum to enhance our competitiveness while facilitating the creation of a plug-and-play environment, reducing our time-to-market.

The other initiative was the expansion in McCafe store-in-store outlets, their count rising to 37 by the close of the fiscal. The McCafe concept not only enhanced store utilisation by adding a 'day part' (coffee, desserts) but also enabled us to drive revenues while keeping rentals fixed. We focused on online and app delivery of our food with a view to grow consumer access. We launched the line extension of existing classic menu products; we introduced new items including saucy wraps, PiriPiri fries, chicken wings, focaccia buns etc. In yet another attempt to address an increasingly health-conscious clientele, we focused on reducing the sodium content in our menu by 20% as well as the fat content in our meat and sauces by almost 40-50%.

Blueprint, 2015-16

Going forward, we believe that the introduction of the Goods and Services Tax will not only address structural taxation bottlenecks that impede the free movement of goods between states and reduce our overall cost structure, but also reduce transit times in getting products from their points of origin to consumption.

We will continue to reinforce our business model in line with a dynamic QSR environment. More specifically, we will continue to optimise restaurant development expenses, expand the McCafe franchisee, launch new McCafe products, reimage existing restaurants around contemporariness and continue to establish 175-250 restaurants in the next five years.

This then is the taste of things to come!

Amit Jatia
Vice Chairman

WHAT MAKES US PROUD OF AT WESTLIFE

A world-class supply chain
Westlife's integrated farm-to-fork supply chain extends from agricultural best practices shared with farmers to cold chain management to distribution to optimising processing capacities to product delivery to consumption points just when they are required. The result: no stock-outs, building customer trust and loyalty.

Creating vibrant agricultural ecosystems
Westlife has created thriving agricultural ecosystems by working with over 600 farmers and agriculturalists across the country. On average, the Company has helped grow yields by an average 20-25 %; in many cases, it has helped eliminate intermediaries, ensuring that farmers receive a fair price for their produce. The Company also transfers best agricultural practices and encourages multi-crop planting, contributing to farm prosperity. Over the decade ending 2014-15, the Company through its suppliers would have invested more than ₹25 crores in spreading agricultural best practices.

Creating thriving cold storage infrastructure
Westlife is one of the pioneers in developing India's cold storage infrastructure. The Company works with sophisticated real-time tracking software to trace temperature changes around resources in transit, ensuring the delivery of fresh food. Over the decade ending 2014-15, the Company through its suppliers has invested ₹100 crore in cold storage infrastructure.

Enhancing locational attractiveness
Westlife, through McDonald's, is present across 26 Indian locations. In several cases, the brand is an anchor food brand in malls and high-street retail destinations, drawing footfalls and contributing to the locational attractiveness. Over the decade ending 2014-15, the Company had disbursed more than ₹300 crores in rentals.

Enhancing consumer value

Despite India being a high-inflation economy with average CPI ranging 7-10% per annum, McDonald's has passed on only 3-5% annual price increases, inflation-proofing the consumer. The Company embraces the highest food safety standards by sourcing 90-95% of raw resources directly from farmers, ensuring every ingredient to be of the highest quality and undertaking food audits twice daily at each of its restaurants. The rest of the resources (including certain varieties of syrups, flavours & Happy meal Toys) are imported from Malaysia, China and Vietnam. Besides, benchmarked food recipes and strong kitchen hygiene deliver freshness right onto the customer's plate.

Creating value for shareholders

At Westlife, we are among the few direct stock market-listed proxies of India's vast QSR opportunity. We believe in unlocking the potential of our business through a long-term perspective.

Developing attractive employment opportunities

Hardcastle Restaurants was recognised as a 'Best Place to Work For' in 2014, ranked number one in the QSR space and number four in the retail space within this segment. The Company is one of the largest recruiters of semi-literate personnel in the QSR space, providing them intensive training to enhance skillsets and enabling them to climb the career chain. During the year ending 2014-15, the Company had disbursed ₹100+ crores as employee salaries and invested another ~₹3 crores in training and development expenses..

Enhancing community value

At Westlife, our sustainable sourcing policy sets out principles, policies and procedures around which our sustainable business is based. We encourage the use of carpooling, public transportation, air travel reduction and the use of video conferencing to reduce our carbon footprint. We embraced waste minimisation activities in our restaurants including the recycling of plastic, paper, food and oil. We improve community prospects by supporting innovative programs in health, education, social services, environment initiatives, cultural and civic projects in addition to local employment opportunities.

Board of Directors

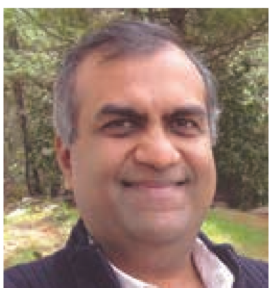
B.L. Jatia
Chairman 1

Amit Jatia
Vice Chairman 2

P.R. Barpande
Independent Director 3

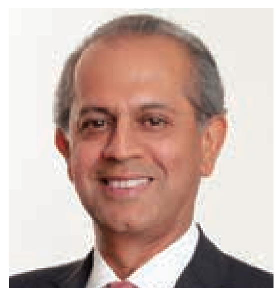
Dilip J. Thakkar
Independent Director 4

Smita Jatia
Director 5



Manish Chokhani
Independent Director 6

Achal Jatia
Director 7



Tarun Kataria
Independent Director 8

1 Mr. B. L. Jatia has over 45 years of experience in paper, textiles, chemicals, food processing, mining, hospitality, healthcare, investments and finance and retail sectors. Mr. B. L. Jatia is currently the Managing Director of Hardcastle & Waud Mfg. Co. Ltd. The company is engaged in trading / manufacturing of chemical products. Besides, he also holds directorships in a number of other companies and is a trustee of a charitable trust. Mr. B. L. Jatia holds B.Com and LLB degrees from the University of Mumbai.

2 Mr. Amit Jatia has over 26 years of experience in the QSR industry. As Vice-Chairman of Westlife Development Ltd., he has been responsible for all aspects of the establishment and operation of McDonald's restaurants in western and southern India, including site location and acquisition, site development and equipment installation, supply chain management, product development and marketing strategy, among others.

He has been recognised for his achievements with the 'Young Achievers Award', bestowed by the Indo-American Society in 2003, Business World's 'Most Respected Company' award for the Food Sector in 2005, for the third consecutive year, as well as Images 'Retailer of the Year' award in 2004 and 2005.

He holds a B.Sc in Business Administration (Finance) from the University of Southern California. He has completed programmes on Management Control Systems at the Indian Institute of Management and on strategy, leadership and governance at Harvard Business School.

3 Mr. P.R. Barpande was an audit partner with Deloitte Haskins & Sells, Chartered Accountants, Mumbai and has retired after practising for more than 30 years. He has wide experience of serving the domestic and international clients such as Reliance, Mafatlal, Lupin, Mahindra, Hexaware, Jet Airways, John Deere, Bridgestone and Tech Mahindra etc as an audit partner. He was actively involved in reformatting accounts to US GAAP / IFRS for major domestic and multinational companies and some Indian banks.

He is a Fellow of the Institute of Chartered Accountants of India. He is an Independent Director in some of the listed and private companies.

❹ Mr. Dilip J. Thakkar is a practicing Chartered Accountant with over 54 years of experience in taxation and foreign exchange regulations. He is associated with several public and private companies as a Director.

He is a Fellow of the Institute of Chartered Accountants of India.

❺ Ms Smita Jatia comes with two decades of experience in the QSR industry. She has been an active member of the McDonald's India team since the commencement of its operations and over the years, has handled various roles within the organization.

Ms Jatia is responsible for charting out and leading the aggressive growth of McDonald's India operations across West and South India. She has been instrumental in launching, indigenizing and building the McDonald's brand over the last 18 years. She joined Hardcastle Restaurants Pvt. Ltd as Director, Marketing, in 1996 and was the Chief Operating Officer for Hardcastle Restaurants Pvt. Ltd. She currently performs the role of Managing Director, Hardcastle Restaurants.

A commerce graduate from Sydenham College, Mumbai, Ms Jatia has also completed an 18- week executive management program from Harvard Business School, Boston, and has undergone a rigorous Marketing and Restaurant Leadership program at the Hamburger University, USA.

❻ Mr. Manish Chokhani is one of India's most respected investors and financial experts. He is an Advisor to Axis Bank and holds Board positions in various companies including Axis Capital, Enam Holdings, Zee Entertainment Enterprises, Shopper's Stop and Westlife Development.

He has had a brilliant career, graduating as among the youngest MBAs from the London Business School soon after obtaining his CA certification. He went on to become MD & CEO of Enam Securities and led its US$ 300 million merger with Axis Bank to create Axis Capital Ltd (ACL) one of India's leading investment banks. Mr. Chokhani had co-founded Enam AMC that manages the wealth of some of India's leading business families. He also served as a Director of the US$ 1 billion ZA Capital Fund and Advisor to the US$ 400 mn India Capital Fund.

Mr. Chokhani has served three terms as Co- Chairman of the Capital Markets Committee at the Indian Merchants Chamber. He is currently a member of SEBI's Alternative Investment Promotion Advisory Committee. He is an active member of the Young Presidents Organisation and a Fellow of the AIMA. He has served on the International Alumni Board as well as scholarship panels of the London Business School. He has also been a visiting faculty member at the IIM Kolkata and has delivered talks at various other business schools.

❼ Mr. Achal Jatia is the Chairman of the Board of Directors of Hardcastle Petrofer Pvt. Ltd, a leading manufacturer of specialty oils and chemicals for the metal working industry. He has obtained a Bachelor of Science degree in Business Administration from the University of Southern California, Los Angeles. Additionally, he has attended the Owner/President Manager Executive Education program at Harvard Business School, Boston. He is a Life Member of the Golden Key Honor Society, USA, and a Member of the Entrepreneurs Organization (EO) and the Young Presidents' Association (YPO).

❽ Mr. Tarun Kataria runs a corporate finance advisory and private equity practice. Previously he was CEO, India of Religare Capital Markets, a regional investment banking and institutional equities business. From 2007 to 2010, Mr. Kataria was Chief Executive, Global Banking & Markets, HSBC India, Vice Chairman, HSBC Securities and Capital Markets Ltd and Non-Executive Director of HSBC InvestDirect (India) Ltd, a listed NBFC and retail brokerage business. Prior to his stay in India, Mr. Kataria was Managing Director and Head of Institutional Sales, Asia Pacific, with HSBC based in Hong Kong.

Mr. Kataria is currently independent Director of Mapletree Logistics Trust Ltd, an SGX listed REIT and Westlife Development Ltd.

In a career spanning the US, Asia and India, Mr. Kataria has worked in the US with Merrill Lynch's Investment Banking Division and Chase Manhattan Bank's Derivatives Group. He moved to Asia in 1995 as Head of Derivatives, Southeast Asia for Chase Manhattan Bank based in Singapore. He joined HSBC in 1998 as Head of Derivatives, Southeast Asia, and later was appointed Head of Sales, Singapore, HSBC Global Markets.

Mr. Kataria has an MBA in Finance, 1985, from The Wharton School of the University of Pennsylvania. His primary education was at The Cathedral and John Connon School, Bombay, and the Sydenham College of Commerce and Economics, Bombay. He is a Chartered Accountant. He is a Paul Harris Fellow of Rotary International and his interests include Indian art, golf, yoga and African safaris with his family. His charitable contributions are directed at educating women and girl children.

Management discussion and analysis

Indian economy

Markets that began reviving in 2013-14 gained momentum in 2014-15.

India's GDP grew by 7.3% in 2014-15 against 6.9% in 2013-14 and 5.1% in 2012-13. The growth is based on a new methodology of calculating GDP, with 2011-12 as the base year, as opposed to 2004-05.

The economy was relatively independent of the factors associated with usual economic slowdowns and evident in 2011-12 and 2012-13 – inflation, fiscal deficit, weak demand, external account imbalances and an oscillating rupee.

India's GDP growth is expected to accelerate to 7.5% in fiscal year 2015-16, which could reach 8% in 2017-18 on the back of significant acceleration of investments and favourable oil prices. – World Bank estimates.

At 7.5%

India's growth was higher than China's 7%. The growth in the March quarter was in line with the advance estimates and the highest among large economies.

Industry overview

India's consumption growth story

From the average household meal in a small town to a fine-dining experience in a big city, India's food experience is changing as rapidly as the aspirations of its people.

The 2014 National Sample Survey Office report, (which provides an insight into India's consumption habits as of 2011-12) confirms that the share of cereals as a part of Indian household expenditures has decreased; Indians have been moving away from locally available seasonal vegetables towards high-value vegetable produce such as broccoli, cabbage, cauliflower and capsicum. Besides, the market for non-vegetarian products is expanding rapidly.

The shares of fruits and vegetables, dairy products and eggs, meat and fish have remained largely unchanged. The most substantial jump in intake consists of various hot and cold beverages, processed food like chips, biscuits, among others.

These changes highlight what is and what will be on our plates in future. As India's GDP is expected to increase 3x by 2020, the food consumption is expected to rise by 4% each year from ₹11 trillion in 2010 to ₹22.5 trillion in 2020.

Informal Eating Out Industry (IEO)

Eating out has evolved from an occasion-driven activity to an occasion in itself. It has become a form of entertainment for consumers today. Urbanising double-income households, changing lifestyles and food preferences are spurring the organised market.

The industry landscape is dominated by various eating out formats – cafés, quick service restaurants, frozen dessert/ice cream, casual dining, roadside vendors and pubs, bars, clubs and lounges (PBCL). However, this does not include fine dining restaurants. Casual dining and quick service restaurants (QSRs) account for 70% of the organised segment.

Eating out is gradually becoming more of a norm for the majority. Families in Tier-I cities spend about ₹6,000 annually on eating out, whereas families in Tier-II cities spend ₹1,500 to ₹2,000 annually. This spending is expected to grow significantly in the upcoming years.

A younger population, higher rate of urbanisation, larger disposable incomes, higher protein consumption, increased participation of women in the workforce, and exposure to western lifestyles are leading to an experimentation with and adoption of new dietary habits and more occasions to eat out for all levels of Indian society.

Interesting facts on eating out

- India's food market is pegged at US$14 billion, a negligible portion of which is online.
- Less that 10% of India's food industry is organised.
- 52% of restaurants don't offer home delivery in India.
- Average food delivery time in India today is 50 minutes.
- 30% of all restaurants shut in the first year of operation (it costs ₹25-30 lac per month to operate a fine dining restaurant in urban India).
- 60+ online food companies founded in 2014 alone.
- India has 15 online-only restaurants.

According to the National Restaurant Association of India, **50%** of the Indian population is eating out at least once in every three months and eight times every month in bustling metros as compared to US (14 times), Brazil (11 times), Thailand (10 times) and China (9 times).

The Quick Service Restaurant (QSR) industry

Quick Service Restaurants (QSRs), also known as fast-food restaurants, feature fast-food cuisine and are marked by minimal table service.

The Indian QSR industry is one sector that has not collapsed under the twin stranglehold of increased price levels of goods and services and slow economic growth. Rather, it has grown aggressively at a rate of 25-30%. The Indian QSR industry has emerged as the fastest growing segment in the eating out market.

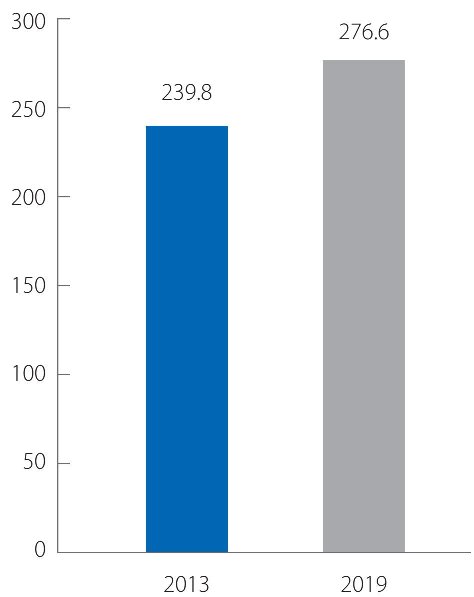
This growth reflects the changes transpiring in India in terms of lifestyles, food habits and consumption pattern of the population. The frequency of dining out, home deliveries as well as takeaways has risen and subsequently unleashed a plethora of opportunities for the QSR players.

The major reason for this increased preference is that the food in QSRs comes ready-to-serve. The systems and processes used are highly standardised. Even malls, food courts and multiplexes have become preferred destinations. Bigger restaurants are teaming up with small QSRs to create their own brands.

The entry of McDonald's in 1996 marked the beginning of the QSR concept in India. Many global brands have followed suit since then, either through company-owned stores or the franchisee model, or a mix of both. Over the past five or six years, many Indian QSR brands have mushroomed across the country, serving either foreign cuisine or adapting Indian cuisine to the fast food service format.

Even with a contribution of just ~2.3% to India's GDP, the market is pegged at ₹247,680 crore (USD 48 billion) and comprises franchised and licensed standalone players (quick service restaurants, full-service casual and fine dining restaurants, hotels, bars and lounges, cafés, and frozen dessert parlours) as well as unorganised players (dhabas, street stalls, halwais, roadside vendors, food carts, among others). The prospects for the segment look and bright and it has been projected to grow to ₹408,040 crore (USD 78 billion) by 2018.

Burger fast food (US$ mn)



Source: Euromonitor

Western fast food in India

Western fast food chains are estimated to grow at 30% CAGR by end-2015 as compared to a 10% growth estimated for the overall sector in India.

WFF is a fast growing part of the QSR industry, representing about US$ 1 billion of the US$15.4 billion QSR market. The WFF category has been primarily driven by the entry of global food brands in India since 1996 and is one of the fastest growing segments within IEO. WFF is gaining wider acceptance from the Indian consumer and has witnessed high growth strides over the past 18 years, driven by a young population.

WFF is a fast growing part of the QSR industry, representing about US$ 1 billion of the US$15.4 billion QSR market. The WFF category has been primarily driven by the entry of global food brands in India since 1996 and is one of the fastest growing segments within IEO.

The factors propelling this buoyancy include the changing economic and demographic profiles of consumers in India and growing exposure to international brands and increasing awareness of global trends.

Factors catalysing sectoral growth

Income growth: About three times increase in average household income from US$6,393 in 2010 to US$18,448 in 2020

Increasing urbanisation: 40% population to live in urban cities by 2020, up from 31% in 2010. By then, India will have 68 cities with population of more than one million.

Youthful demographics: Every third person in an Indian city today is a youth. In about seven years, the median individual in India will be 29 years, very likely a city-dweller, making it the youngest country in the world. The population in the age-group of 15-34 increased from 353 million in 2001 to 430 million in 2011. Current predictions suggest a steady increase in the youth population to 464 million by 2021.

Growing nuclearisation: Over 200 million households to be nuclear by 2020—with 25-50% higher consumption per capita spend

Company overview

Westlife Development Ltd (WDL) is a part of the B. L. Jatia Group and is engaged in developing the country's QSR industry through its wholly-owned subsidiary, Hardcastle Restaurants Pvt. Ltd (HRPL), which operates McDonald's restaurants in west and south India through a master franchisee arrangement with the McDonald's Corporation, USA.

Business overview

Hardcastle Restaurants Pvt. Ltd. (HRPL or 'the Company') operates in the QSR sub-segment of the informal eating out industry. In India, the fast food segment has benefited from increasing urbanisation and a growing young population, as citizens in the metros and urban markets adopt lifestyles that increasingly seek convenience, speed and value.

HRPL is a master franchisee, which operates McDonald's branded restaurants in west and south India. Under the master franchisee arrangement with the McDonald's Corporation, your Company is responsible for providing capital for all business operations, including the real estate interest. McDonald's Corporation offers technical, operational and business support. HRPL owns or secures long-term leases for all its restaurant sites to ensure long-term occupancy rights and to control related costs.

The Company generates revenues primarily from sales by company-operated restaurants.

At its restaurants, HRPL continuously develops and refines operating standards, marketing concepts and product and pricing strategies. This is done in a manner so that only those strategies are introduced which are most beneficial into the system to deliver a great customer experience and drive profitable growth. Your Company constantly focuses on customers by managing operations at the local level, including marketing campaigns and special offers, menu management and limited time offers and monitoring customer satisfaction.

In analysing our performance, the management considered performance-related and financial parameters (including comparable sales and system-wide growth).

- Comparable sales (SSS) represent sales at all restaurants operated by your Company, in operation for at least thirteen months, excluding those temporarily closed. Some of the reasons restaurants may be temporarily closed include reimaging or remodelling, rebuilding, road construction and natural disasters. The number of weekdays and weekend days, referred to as the calendar shift/trading day adjustment, can impact comparable sales. In addition, the timing of holidays also can impact comparable sales.
- HRPL reports on a financial year-basis and, therefore, the comparability of the same month, quarter and year with the corresponding period of the prior year will be impacted by the mix of days. The number of weekdays and weekends in a given timeframe can have a positive or negative impact on comparable sales. Your Company refers to these impacts as calendar shifts/trading day adjustments. Moreover, the timing of holidays has a considerable impact on comparable sales. These impacts vary geographically due to consumer spending patterns.
- System-wide sales include sales at all restaurants and at the two sub-franchised restaurants.

Strategic direction and key growth initiatives

McDonald's is the world's leading global food service retailer with over 35,000 locations serving around 70 million customers in over 100 countries each day, with system-wide sales of US$ 28.1 billion. More than 80% of McDonald's restaurants worldwide are franchise-owned and operated.

Over the last 19 years, McDonald's India has led the western fast food sector with a network of over 375 restaurants across the country. Every year, over 325 million customers visit McDonald's restaurants in India.

HRPL has been the custodian of the McDonald's brand in west and south India since 1996 with its first restaurant in Bandra, Mumbai. In its markets, HRPL today serves approximately 185 million customers annually with a consistent focus on QSC&V (quality, service, cleanliness and value). Over the years, HRPL's success has been built on its commitment to the delivery of QSC&V to customers through its proficient restaurant employees. Getting QS&C consistently and the overwhelming appreciation of value keep customers satisfied and sustain our competitive edge.

In India, McDonald's is an example of a global brand that has successfully become locally relevant by building consumer-centric propositions. Following the glocalisation philosophy in the country, HRPL localised the McDonald's menu. The Company's understanding of Indian sentiments led it to introduce a number of McDonald's menu items customised to Indian tastes and preferences, many for the first time across its worldwide system, such as the McAloo Tikki™ burger, VegPizza McPuff™, Maharaja Mac™ and the Masala Grill (vegetarian and non-vegetarian), besides others. Yet, every product served across its restaurants in India has the stamp of McDonald's uniqueness. Additionally, no McDonald's restaurant in India serves either beef or pork. Moreover, vegetarian and non-vegetarian ingredients are separated from the processing centres to the kitchens.

Value for money has always been McDonald's' greatest pride. The McDonald's menu is priced such that the largest segment of Indian consumers can easily afford it while at the same time, ensuring that quality is not compromised. HRPL serves hygienic and delicious food together with constant efforts to provide more to customers through various new offers and introductions in the menu. The Happy Price Menu, the Extra Value Meals and the McValue Lunch provide the most affordable food options to customers every time, every day.

Our approach to offer affordable value to our customers is complemented by a focus on driving operating efficiencies, leveraging our scale and supply chain infrastructure and our suppliers' risk management practices to manage costs. Our robust supply chain serves as a competitive advantage for the brand. Prior to the launch of its first restaurant in 1996, HRPL, along with its suppliers, invested six years to develop its unique cold chain. Several of McDonald's global vendors partnered with local players to set up the supply chain infrastructure, resulting in considerable cost optimisation for the brand through local sourcing. Over the years, we worked directly with farmers, eliminating middlemen, dealing only in the best quality ingredients and optimising costs. Integration with farms, increased farm acreage, increased capacity and plant locations nearer to raw material sources help mitigate inflationary impacts. We also remain focused on reviewing our capacities and on increasing productivity at the farms and supplier facilities to help control food inflation. Through our 19-year journey, we, along with our suppliers, invested over USD 200 million to increase capacities and to equip ourselves to meet the growing needs of our consumers in the coming years.

HRPL stepped up brand investments in the right opportunities and on driving operational efficiencies – reduction in food, paper and distribution costs along with increased efficiency in product management and menu pricing – resulting in gross margin expansion of ~80 bps in 2014-15. Your Company continued to advance its efforts around augmenting the eating out experience, offering the best food and beverage options and delivering exceptional service.

In 2014-15, our unique value platforms, great tasting premium menu selections, locally relevant menu variety and convenience and service enhancements differentiated the McDonald's experience for our customers.

During the year under report, we continued to focus on customer needs and formulated strategies in line with our growth priorities of:

(a) Broadening accessibility of our brand by opening new restaurants and efficient business unit economics

(b) Growing baseline sales through product innovations, providing value for our customers and offering various conveniences

(c) Expanding margins by leveraging our scale and further improving our supply chain management

(d) Growing by investing in training and development of our people towards building skills for the future

We believe these priorities remain relevant and actionable to our business objectives and will drive long-term sustainable growth.

Despite a challenging economy and a relatively flat or declining informal eating out (IEO) segment, in 2014-15, we maintained our market share amid a more competitive environment and our results demonstrate how we dynamically navigated through the weakened economic scenario.

Initiatives supporting our growth priorities resonated with customers and drove increases in our total sales by 3.2% while system-wide comparable sales (SSSG) for the fiscal stood at (5.6%), against a backdrop of tepid consumer sentiment.

As a result, restaurant operating margin[1] stood at 8.7% in 2014-15 as a percentage of total revenues, as compared with 12.6% in 2013-14, down largely on account of increased occupancy and utility costs. Over 40% of our 209 restaurants form a part of the new restaurant base, which is less than three years old. As these new restaurants mature over the coming years, they are expected to contribute positively to our cash flow.

In 2014-15, cash flow from operations was ₹187.7 million. Our substantial cash flow provides us flexibility to fund capital expenditure. A capex of ₹1,021.8 million was invested in our business primarily to open new restaurants and increase accessibility.

We were also able to execute our strategies in our markets; however, in 2014-15, we faced top and bottomline pressures, some as a result of planned strategic decisions, and others driven by the external environment. As on March 31, 2015, HRPL's restaurant footprint stood at 209, a growth of ~14% over the previous year. We have grown the number of restaurants by more than 25% over the past three years. These results were achieved despite a macroeconomic slowdown in the IEO segment and heightened competitive activity. In the second half of the year, we experienced softer performance; therefore, we adjusted our plans to re-energise our all-day, everyday value offerings while providing the menu variety and experience customers expect from McDonald's.

[1] Restaurant operating margin represents the total revenue of company-operated restaurants less the operating costs of these restaurants (including royalty, etc.) before depreciation and corporate overheads; expressed as a percentage of total revenue.

Broadening accessibility

We broadened the accessibility of our convenient locations through the addition of new restaurants, extended hours and efficient Drive Thru service. Furthermore, we increased our accessibility and convenience, initiating the utilisation of all day-parts with extended operating hours at our breakfast and highway restaurants, web and mobile ordering through McDelivery™ and dessert kiosks, among others.

We built an efficient real estate portfolio by engaging in structured long-term deals with sites or locations and land owners. A portfolio approach drives us to build long-term competitive advantage along with huge focus on quality of real estate. This approach means building a strong diversified portfolio of restaurants by operating in food courts, malls, high street retail and free standing Drive Thru restaurants. We continue to focus our efforts on opening high quality restaurants with long leases and favourable terms while focusing on growing our Drive Thru portfolio, which gives your Company a real estate competitive advantage.

We believe that building a balanced portfolio of restaurants is the best long-term growth strategy to capitalise on the opportunity in India. We continued to pursue our aggressive but sustainable long-term growth approach backed with clear strategies and well-focused execution at the restaurants while continuously driving efficient unit economics. The growth momentum remained unabated through 2014-15 as we added 27 new restaurants, representing a ~14% unit growth over the previous year. We entered the cities of Mangaluru, Aurangabad, Belgavi, Hubli, Mehsana, Nadiad and Thrissur in the states of Karnataka, Maharashtra, Gujarat and Kerala, respectively, with our first restaurant. While new restaurants help us get a larger number of customers into our fold, it also ensures that the brand remains an integral part of community life.

We believe that the key to our Company's growth is through increase in accessibility of brand McDonald's to the Indian consumer by expanding the restaurant base. We will stay the course to open 175-250 new restaurants in the next five years across west and south India.

Growing baseline sales

Even when inflation was eating away into disposable incomes, we continued to deliver value to our customers through unique value platforms, great tasting premium menu selections, locally relevant menu variety and convenience and service enhancements. During 2014-15, we consistently advanced our strategy on developing newer offerings that can best fulfill existing and emerging consumer needs. We introduced locally relevant menus that featured a blend of premium burgers, classic menu favourites, limited-time offers as well as everyday value offerings. McChicken Classic Twist, McWings, McVeggie Classic Twist were added to the menu to increase guest visits and revenues. Your Company also invested in building various categories by introducing a variety of wraps, desserts and premium burgers, thereby providing more choices to customers and leveraging existing investments and capacities. We continued to gain market share through the value platform. We believe that our approach around 'everyday value' will help grow base sales and increase the frequency of guest visits. We advanced our value initiatives by sustaining the Happy Price Menu™.

Strategic investments in formats such as Drive-Thrus and brand extensions like McCafe, McDelivery™ and breakfast platforms, dessert kiosks have helped your Company create a portfolio that builds brand differentiation and yields long-term results. Brand extensions have provided more accessibility to customers, maximising day-part utilisation and enhancing restaurant economics. It serves as an important growth lever for HRPL.

Our PiriPirilicious campaign during 2014-15 was a heartening success and enabled us to forge a strong connection with customers hailing from southern India.

Tapping into the US$ 230 million Indian café market, HRPL launched McCafé in Mumbai, a new brand extension that serves specialty coffees and desserts, generally located in a separate area inside restaurants. During 2014-15, your Company aggressively expanded the McCafé footprint across different markets in our region taking the total number of McCafé outlets to 37 across Mumbai, Ahmedabad, Pune, Nashik, Aurangabad, Bengaluru and Kolhapur. This brand extension is driving in new customers and giving encouraging results through better comparable sales and margins that existing restaurants. We are on track to deliver our initial target of setting up 50-75 McCafé's by December 2015.

To further build on our competitive advantage, we focused on operational excellence initiatives to drive customer satisfaction as we strived to deliver fast, accurate and friendly service with every order. We strengthened our convenience initiatives through optimising the delivery business by introducing operational efficiencies with the 29 minute delivery guarantee and by augmenting our digital engagement capabilities with the launch of web and mobile ordering facilities under McDelivery™. Brand extensions into online delivery has proved to be a success as almost 40% of delivery business come from mobile and web ordering. Additionally, your Company significantly stepped up investments in digital efforts, launching cashless facilities and free Wi-Fi across all HRPL restaurants.

Our breakfast business has expanded and is offered in over 125 restaurants. We sharpened our focus on the breakfast by building on advances were made in previous years through the National Breakfast Day. Dessert continued to play a significant role with the addition of more dessert kiosks. These brand extensions will continue to add to baseline sales as your Company's offerings and reach grow in scope and scale. We continued to modernise the customer experience through our major remodelling initiatives, which provides contemporary restaurant designs and retailing efforts. The enhanced appearance and functionality of our restaurants deliver a more relevant experience to our customers.

In 2014-15, we re-imaged 22 restaurants, along with McCafé's capacity to capture additional guest visits.

Interestingly, almost 2,000 birthday parties are celebrated in a year at McDonald's restaurants across west and south India, which reflects the integral nature of the brand with consumer lives and highlights its importance as a fun destination. We also continued to focus on families, tying-up with franchises like Ben10, Penguins of Madagascar, How to Train your Dragon and Doraemon, which catalysed family footfalls.

Margin expansion

We continued to enhance the margin profile by driving the operating leverage and leveraging the cost structure through scale via effective supply chain management.

During 2014-15, HRPL's supply chain partners expanded and set up capacities closer to the restaurants' location helping the reduction of distribution costs. Further, gross margins were positively impacted through the better management of menu price increases and product mix. Brand extensions such as the McCafé (sales at higher margins) and McDelivery (sales at lower operating costs) facilitated an improvement in gross margins.

We continued to advance our strategy of strengthening brand extensions like breakfast, McDeliveryTM, dessert kiosks and McCafé to leverage day-part utilisation and enhance unit economics. As a result, overall gross margin improved by~ 80 bps over the previous year.

However, in the short -term, margins would continue to be subdued largely attributed by Company's plans to broadening the accessibility of brand McDonald's by opening new restaurants and continuous investment in people to drive future business growth. While all these initiatives will impact operating margins in the near-term, it will also drive significant operating leverage once the consumer sentiment stabilises and footfalls and volumes start to grow across restaurants.

Investing in our people:

We are an employer of opportunity, providing quality employment and long-term career prospects to more than 7298 young people as of March 31, 2015. For many of our employees, we are their first employer, providing formal jobs opportunities that include benefits, medical coverage, training and flexibility. We believe in nurturing and grooming fresh talent. We make a long-term investment in our employees, imparting interpersonal and organisational skills, crucial for effective functioning on any job anywhere else.

Every employee is imparted with Skills for Life training, a strong foundation to coach them on valuable customer service and leadership skills that can be applied to a wide range of career paths in the future. On-the-job and off-the-job mentoring is provided through international learning programmes that are adapted to local training requirements.

Many of our employees are high school graduates and we encourage them to pursue higher studies. Extensive training is provided at each level to help our employees grow in rank at the organisation and build a secure future. We have developed alliances with educational institutions to provide special courses at discounted fees to employees. These courses include Veta Fluent English course, BBA in Retail and Symbiosis, Welingkars' and Richard Ivey post-graduate courses. Today, there are several examples of people who started out in the organisation as high school graduates and now head multi-crore business verticals.

We have a unique concept of flexible working hours for all. This enables employees to pursue studies while they earn. An employee can choose to come to work between 8 a.m. and 10 a.m., at the head office level. Similarly, at the restaurant level employees can choose to work in a shift that they prefer. Our talent pool continues to thrive and contribute to the growth of the organisation.

We were ranked at the first place among food retailers in India, by the Great Place to Work® Institute. The coveted ranking is India's largest annual study of workplace excellence and is based on confidential employee feedback and an audit of management processes by the Great Place to Work® Institute in partnership with the Retailers Association of India.

Our ranking among the best places to work is a testament to the relevance of our unique Employee Value Proposition of 'Fun, Flexibility and Future' and the people-positive policies that have facilitated the attraction and nurture of high-quality talent.

Challenges

Economic slowdown: Even as India's GDP improved considerably during the bygone fiscal, consumer sentiment remained stymied, impacting your Company's revenues. However, to counter this somewhat, we broadened accessibility and invested in training and development.

Food inflation: Cost of food in India increased by 5.48% in June 2015 over the same month in the previous year. However, we didn't deviate from our path of sustained growth by launching 27 restaurants during the fiscal. We made this happen by engaging in prudent cost management practices.

Trained manpower: Lack of availability of healthy mix of people who are quick to adapt and align with the organisational philosophies is a major concern. To ease the transition of entry-level staff and reduce attrition we trained people extensively and treated them in an empathetic manner.

Comments on financial performance

Results from the year

- Consolidated revenues increased by 3.2 per cent year-over-year to reach ₹7,643.3 million
- Consolidated operating EBIDTA stood at ₹354.0 million
- Consolidated profit/(loss) after tax stood at ₹(291.1) million
- Consolidated cash profit stood at ₹253.9 million
- A total of 209 restaurants with gross addition of 27 new restaurants

Consolidated financial performance

(₹ in Millions)

Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
REVENUES		
Sales	7,597.9	7,319.0
Other operating income	42.5	64.9
Other trading revenues	2.9	19.1
TOTAL REVENUES	**7,643.3**	**7,403.1**
OPERATING COSTS AND EXPENSES		
Store operating cost and expenses		
Food and paper	3,177.0	3,137.8
Payroll and employee benefits	861.9	720.3
Royalty	268.2	231.9
Occupancy and other operating expenses	2,667.9	2,381.9
General and administrative expenses	463.3	420.7
Other (income)/expenses, (net)	(149.5)	(41.0)
Other trading operating cost and expenses	0.5	13.7
TOTAL OPERATING COSTS AND EXPENSES	**7,289.3**	**6,865.3**
OPERATING EBIDTA	**354.0**	**537.8**
Extraordinary expenses[1]	37.8	49.9
Financial expense (interest and bank charges)	102.1	46.3
Depreciation	504.4	435.0
PROFIT BEFORE TAX	**(290.2)**	**6.5**
Taxes	(0.9)	(3.0)
PROFIT AFTER TAX	**(291.1)**	**9.5**
CASH PROFIT	**253.9**	**487.6**

[1] One-time expense due to scheme of arrangement and on account of assets written off pertaining to restaurants relocation/closure.

Consolidated operating results

Total revenues

The Company's revenues consist of sales by Company-operated restaurants. In FY15, Company recorded a revenue growth of 3.2% to ₹7,643.3 million compared to ₹7,403.1 million last year, riding on the restaurant operations of its subsidiary, Hardcastle Restaurants Pvt. Ltd. (HRPL), a master franchisee for west and south India operations of McDonald's restaurants. The increase in revenue was primarily driven by the opening of new restaurants; the Company added 27 new restaurants, taking the total restaurant count to 209 restaurants across west and south India. In FY15, comparable sales (same-store sales growth) were -5.6 per cent compared to -6.4 per cent in the previous year; demonstrating a challenging market scenario. Weak comparable sales reflected a muted consumer sentiment across the markets amid sluggish IEO segment.

Gross margins

During the review period, food, paper and distribution costs (FPD) increased to ₹3,177.0 million, compared to INR 3,137.8 million in 2013-14. In order to address these rising costs, the Company strengthened its supply chain by expanding the farm acreage and increasing productivity across the supply chain and at the restaurant level. During the year, the Company delivered an improvement in gross margins by ~80 bps y-o-y, fuelled by efficiencies in supply chain through sourcing network optimisation, logistical efficiency through improved utilisations and by other such measures as improvement in energy efficiency, wastage reduction, yield improvement, better product mix and increase in menu prices. The Company has expanded gross margins by ~240 bps over the last two years (FY14 and FY15).

McDonald's menu features burgers, finger foods, wraps and hot and cold beverages besides a wide range of desserts. The Company introduced several new products like Saucy Wraps, McWings and a few limited time offers like Classics with the Twist (McVeggie and McChicken Twist) and McFlurry Brownie, at multiple price levels, catering to different customer needs.

Restaurant operating margin (EBITDA)

Restaurant operating margin represent total revenues from company-operated restaurants less operating cost of these restaurants (including royalty etc.) before depreciation and corporate overheads. In FY15, Company reported restaurant EBITDA at INR 668.4 million compared to INR 931.2 million in the previous year. Restaurant EBITDA margin amounted to 8.7 per cent compared to 12.6 per cent in fiscal 2014. This was impacted largely by inflationary pressures on the utility costs which led to an increase in utility expenses per restaurant and increased employee-related costs, mainly due to expansion in the restaurant network and rise in minimum wage rates. The Company continues to be in expansion mode as it added 27 restaurants during the year, which led to higher utility and occupancy expenses. The Company also incurred expenses pertaining to marketing, advertisement and promotions necessary for building and maintaining the brand image.

General and administration (G&A) expenses

Despite a challenging market environment, the Company continued to invest in a talent pipeline to ensure smooth management and operations of its business, both current and future. In FY15, general and administrative expenses increased to INR 463.3 million compared to INR 420.7 million in FY14.

General and administrative expenses as a percent of total revenues were 6.1% in FY15 and 5.7% in FY14. The management believes that analysing general and administrative expenses as a percent of total revenues is meaningful because these costs are incurred to support the overall McDonald's business and there will be operating leverage as the business growth happens over the coming years.

Operating EBITDA

Operating EBITDA was INR 354.0 million in fiscal 2015 compared to INR 537.8 million in fiscal 2014.

Operating EBITDA margin is defined as operating EBITDA as a percent of total revenues. Operating EBITDA margin was 4.6 per cent in fiscal 2015 and 7.3 per cent in fiscal 2014.

Financial Position and Capital Resources Cash Flows

The Company generates cash from its operations and has substantial credit availability and capacity to fund operating spending such as capital expenditures and debt repayments. The Company also needs cash primarily to fund the various requirements in its restaurants, to pay interest and taxes, and for other general corporate purposes. In addition to cash and equivalents on hand and cash generated by operations, the Company can meet these capital requirements through variety of sources, including short- and long-term lines of credit arrangements and issuance of share capital.

As of March 31, 2015, the Company had cash and cash equivalents of ₹1,553.3 million. This primarily represents cash and balances with banks in India and investments in liquid funds/FMPs.

Restaurant development and capital expenditure

In FY2015, the Company expanded its footprint with a gross addition of 27 new restaurants and also invested in re-imaging activities relating to building the interiors and exteriors to enhance the overall dining experience at its restaurants. For the same purposes, the Company invested ₹1,021.8 million towards capital expenditure. These were largely funded through internal cash accruals and cash reserves and minimal external borrowings. During the year, the Company closed/relocated 2 restaurants across various locations in west and south India. The Company closes/relocates restaurants for a variety of reasons, such as existing sales and profit performance or completion of real estate tenure.

Outlook

India's food and beverages (F&B) industry will expand at an average annual pace of 24% to reach ₹3.8 trillion in sales by the year ending 31 March 2017. Fast food joints, which have the largest market share at 45%, will grow by 16.6% a year, said the report by consulting firm Grant Thornton India and lobby group Federation of Indian Chambers of Commerce and Industry (FICCI), followed by casual dining (32% share) expanding 10.1% annually.

Standalone restaurants, which comprise 22% of the market, is the fastest growing, the report said, while the café segment with 12% market share is growing at 10.7% a year.

Although fine dining constitutes only 3% of the market, the segment is seeing a renewed interest, particularly from multinational chains.

The country has 356 million people between the ages of 10 and 24, giving it the world's largest youth population, according to a United Nations report. With more young people entering the workforce daily, growth in the economy, a rising female work force, and increased mobility among consumers, the traditionally difficult Indian market has become hungry for a more diverse menu.

We are focused on delivering great-tasting, high-quality and affordable food and beverages and an exceptional experience to our customers. By leveraging our competitive advantages, we are well-positioned to pursue long-term opportunities that exist in the US$ 100 billion IEO segment.

We remain focused on matters within our control with the customer as our first and central priority. We plan to strengthen our relationship with customers through restaurant expansion and further leveraging consumer insights in our efforts for broader consumer reach.

We will continue to execute our four growth priorities to broaden accessibility to brand

McDonald's, grow our baseline sales through expanding our menu and leveraging various product platforms, margin expansion driving gross margins and operating leverage and enabling growth through our people resources.

Blueprint for 2015-16

Innovation and menu

- Drive innovation across menu to provide uniquely McDonald's products across all consumer segments and day-parts
- Focus on delivering high-quality and affordable food and beverages to our customers

Revenue growth

- Take total restaurants count to 230-250 till 2015
- Launch of 75-150 McCafé's in 3-5 years
- Focus on driving penetration by entering new markets
- Restaurants re-imaging efforts to continue

Profitability

- Continuing efforts around gross margin improvement
- Drive initiatives around efficient business unit economics
- Optimising opportunities through continuous evaluation of restaurant portfolio

Risk review

- *Economic slowdown:* Any slowdown in the economy can impact the food services industry as it can impact disposable income of consumers which, in turn, will affect sales
- *Inflation:* Any rise in inflation can lead to pressure on pricing, which would result in depressing margins.
- *Supply chain:* Any disruption in the supply chain can adversely impact the supply of ingredients to outlets and the freshness of finished products.
- *Competition:* Any competition in the industry may rise further as new players enter the market and investments from foreign investors rise. As the QSR space expands further in India, competition is likely to increase.
- *Response in new markets:* Although there is a robust expansion plan in place, the response may not be in line with expectations in certain markets.

Internal control and systems

Our elaborate internal control systems ensure the efficient use and protection of resources and compliance with policies, procedures and statutory requirements. The internal control systems comprise well-documented guidelines, authorisation and approval procedures, including audit. Intrinsic to the overall governance process, HRPL has institutionalised a well-established internal audit framework which covers all aspects of financial and operational controls, covering all units, functions and departments.

Westlife Development Limited is an integral part of the global system of McDonald's Corporation, USA. As a result, it follows numerous control systems across its restaurant operations that are tried and tested internationally. There are various audits which are carried out on a consistent basis by McDonald's Corporation.

The Internal Audit (IA) team is of a wholly-owned subsidiary and key members of the Internal Audit (IA) team are also key managerial personnel of Westlife Development Limited (WDL) and keep the WDL Audit Committee and Board apprised of the Internal Audit function. There is an Internal Audit (IA) Committee comprising senior cross-functional members. The Internal Audit Committee is actively engaged in evaluating and improving various functions and activities of the Company including restaurant operations, marketing and capital expenditure.

The Committee is ably supported by external and independent Chartered Accountant firms specialised in the domain of internal audit.

Report of the Board of Directors to Members

Your Directors are pleased to present their Thirty-Second Annual Report and Audited Statement of Accounts for the year ended March 31, 2015.

I. FINANCIAL DETAILS

Consolidated Financial Highlights

(₹ in Millions)

Particulars	2014-2015	2013-2014
Revenue from Operations	7,643	7,403
Total Expenses excluding Depreciation, Interest and Tax	7,492	6,972
EBITDA	316	488
Profit / (loss) before tax	(290)	7
Less : Tax Expenses	1	(3)
Profit / (loss) after tax	(291)	10

Standalone Financial Highlights

(₹ in Millions)

Particulars	2014-2015	2013-2014
EBIDTA	(4,14,108)	(8,69,363)
Less : Depreciation	3,302	4,786
Finance cost	23,135	-
Profit / (Loss) before Tax	(4,40,545)	(8,74,149)
Less : Tax Expenses	-	-
MAT Credit Entitlement	-	2,026,515
Deferred Tax	861,775	(2,730,204)
Tax adjustments for earlier years	-	(2,286,108)
Profit / (Loss) for the year	(1,302,320)	2,115,648
Add : Balance brought forward	(22,025,562)	20,567,264
Less: Adjustment pursuant to scheme of arrangement	-	(44,708,474)
Less: Adjustment to written down value of assets fully depreciated pursuant to Schedule II of the Companies Act, 2013 (net of tax ₹1,594)	(3,566)	-
Balance Carried forward	(23,331,448)	(22,025,562)

II. PERFORMANCE

Standalone Operating Performance

During the financial year 2014-15, the Company despite the prevailing uncertainties could restrict its loss after tax to ₹13.02 lakhs (last year profit of ₹21.16 lakhs).

The Company is an operating-cum-investment company engaged primarily in the business of promotion and operation of Quick Service Restaurants (QSRs) through its subsidiary, which is a Development Licensee/ Master Franchisee of McDonald's and operates QSRs under the brand name McDonald's.

Consolidated financial statements of the Company and its subsidiary prepared in accordance with applicable accounting standards and duly audited by the Company's statutory auditors are annexed.

Subsidiary's Operating Performance

Hardcastle Restaurants Pvt. Ltd, a wholly owned subsidiary of the Company, has during the financial year 2014-15, recorded a loss of ₹289.80 million as against a profit of ₹7.42 million last year.

Dividend

Considering the present financial position as on 31st March, 2015, no dividend is being recommended.

State of the Company's affairs

Your Company had carried out trading activities during the year. It has promoted the operations of QSRs through its subsidiary as aforesaid. The Company endeavours to continuously improve its performance.

Transfer to Reserves

No funds are being transferred to reserves.

Material changes and commitments

No material changes and commitments affecting the financial position of your Company have occurred between 31st March, 2015 and the date of this Report.

Particulars of loans, guarantees or investments

Particulars of loans given, investments made or guarantees given or security provided and the purpose for which the loans or guarantees or security was to be utilised by the recipients of the loans or guarantees or security are provided in Note No. 29 to the Standalone Financial Statements.

III DIRECTORS AND MANAGEMENT

Reappointment of Director

Pursuant to provisions of Section 152 of the Companies Act, 2013, Mr Banwari Lal Jatia is liable to retire by rotation at the ensuing Annual General Meeting, but being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

During the year, Mr Tarun Kataria, Independent Director and Mr Achal Jatia, Non-Executive Director were appointed with effect from 1st August, 2014.

Number of meetings of the Board

Four meetings of the Board of Directors were held during the financial year. For further details, please refer to the Report on Corporate Governance which forms a part of this Annual Report.

Declaration by Independent Directors

The Company has received declarations from all Independent Directors confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchange, BSE Ltd.

Directors' Responsibility Statement

As required under Section 134 (3) (c) and pursuant to Section 134 (5) of the Companies Act, 2013, your Directors state that:

(a) in the preparation of the annual accounts for financial year ended 31st March, 2015, the applicable accounting standards have been followed and there are no material departures in adoption of these standards;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2015 and of the loss of the Company for the year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts for financial year ended 31st March, 2015 on a 'going concern' basis;

(e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently; and

(f) the Directors have devised proper systems to ensure compliance with provisions of all applicable laws and such systems were adequate and operating effectively.

Board Evaluation

Pursuant to provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance and that of its Committees. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Audit Committee

In accordance with Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013, the Company had constituted an Audit Committee, which consists of three independent non-executive directors namely; (1) Mr P.R. Barpande (Chairman), (2) Mr Dilip J. Thakkar (member), (3) Mr Manish Chokhani (member) and one other director, Mr Amit Jatia (member). The Audit Committee functions in terms of the role and powers delegated by the Board of Directors keeping in view the provisions of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and the Rules made thereunder, being the Companies (Meetings of Board and its Powers) Rules, 2014.

Vigil Mechanism and Whistleblower Policy

Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the Listing Agreement is implemented through the Company's Vigil & Whistleblower Policy to enable the Directors and employees of the Company to report genuine concerns, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Vigil & Whistleblower Policy of the Company is available on the Company's website at the web-link: http://www.westlife.co.in/web/compliance.aspx.

Auditors

- **Statutory Auditors and Auditors' Report**

S R B C & CO LLP, Chartered Accountants (ICAI Registration No. 324982E) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting (AGM) held on 26th September, 2014 until the conclusion of 36th AGM of the Company (subject to ratification of their appointment by Members at every AGM held after the AGM held on 26th September, 2014).

As required under provisions of Section 139(1) of the Companies Act, 2013, the Company has received a written consent from S R B C & CO LLP, Chartered Accountants to their appointment and a certificate, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in Section 141 of the Companies Act, 2013. Members are requested to ratify the appointment of the Statutory Auditors as mentioned in the Notice. The Auditors' Report does not contain any qualification, reservation or adverse remark.

- **Secretarial Audit and Report of Company Secretary in Practice**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr Shailesh Kachalia, Practicing Company Secretary (Certificate of Practice Number: 3888) to carry out Secretarial Audit of the Company.

In terms of provisions of sub-section 1 of Section 204 of the Companies Act, 2013, a Secretarial Audit Report given by a company secretary in practice is annexed to this Report as Annexure I.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Key Managerial Personnel (KMP)

Pursuant to provisions of Section 203 of the Companies Act, 2013, during the year, Mr Amit Jatia and Mr Suresh Lakshminarayanan were appointed as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) respectively.

Contracts or Arrangements with Related Parties

There were no Related Party Transactions entered into during the year by your Company and accordingly, no disclosure of Related Party Transactions under Section 134(3) (h) of the Companies Act, 2013, in Form AOC – 2 is required.

Disclosures on Employee Stock Option Scheme

The Securities and Exchange Board of India (SEBI) had repealed the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, replacing the same with a set of new regulations, being the SEBI (Share Based Employee Benefits) Regulations, 2014 ('the Regulations').

In view of the above, the Company had amended its existing employee stock option scheme, being the Westlife Development Limited Employees Stock Option Scheme 2013, ('the Scheme') in order to comply with the Regulations.

In compliance with the Regulation 14 of the Regulations read with SEBI Circular no. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015, your Board of Directors report that during the year under review, no material changes in the Scheme had taken place and that the Scheme is in compliance with the Regulations. Further, the details mentioned in the above Regulation have been disclosed on the Company's website at web link: http://www.westlife.co.in/web/compliance.aspx.

Policy for qualifications, positive attributes and independence criteria for Directors and remuneration for Directors, Key Managerial Personnel and other employees

In accordance with provisions of Section 134(3) (e); sub section (3) and (4) of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated a Policy (appended as Annexure II which forms a part of this Report).

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 as to Corporate Social Responsibility are not applicable to your Company.

Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014

In accordance with the Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014, the following disclosures are made:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: N.A.*
- the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: N.A.*
- the percentage increase in the median remuneration of employees in the financial year: N.A.*
- the number of permanent employees on the rolls of Company: Three
- the explanation on the relationship between average increase in remuneration and Company performance: N.A.*
- comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: N.A.*
- variations in market capitalisation of the Company, price earnings ratio as at the closing dates of the current financial year and the previous financial year:

	As on 31st March, 2015	As on 31st March, 2014
Market Price Closing (BSE) (₹)	290	357.95
No. of shares	15,55,33,595	15,55,33,595
Market Capitalisation (₹ Mn)	45,104.74	55,673.25
Profit after Tax (₹ Mn)	(291.19)	9.47
Earnings Per share (₹)	(1.87)	0.06
P/E Ratio	N/A	5,878.91

The Company did not come out with any public offer during the last several years.

- average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: N.A.*
- comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company: N.A.*
- the key parameters for any variable component of remuneration availed by the directors: N.A.*
- the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: N.A.* ; and
- the terms of remuneration are in line with the Remuneration Policy of the Company.

* Directors did not receive any remuneration from the Company during the year, except sitting fee for attending meetings of the Board and its Committees, and no remuneration is being paid to employees or Key Managerial Personnel of the Company.

Internal Control Systems

The Company has a proper and adequate internal audit and control system commensurate with its size and the nature of its business. No instance of any fraud or misdemeanour has been noticed during the year.

Significant and material orders

There are no significant and material orders passed by any regulators or court or tribunals impacting the going concern status and future operations of the Company.

Public Deposits

The Company did not accept any deposits during the year.

Corporate Governance

Report on Corporate Governance of the Company for the year under review, as per the requirement of Clause 49 of the Listing Agreement, has been given under a separate section and forms part of this Annual Report.

Management Discussion and Analysis

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under Clause 49 of the Listing Agreement, is also presented in a separate section forming part of this Annual Report under the heading 'Management Discussion and Analysis'.

Extracts of Annual Return

In accordance with sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the annual return as at 31st March, 2015 forms part of this Report and is appended hereto as Annexure III.

Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy

i) The steps taken or impact on conservation of energy: The operations of your Company are not energy intensive.

ii) The steps taken by the Company for utilizing alternate sources of energy: NIL

iii) The capital investment on energy conservation equipments: NIL

B. Technology Absorption

i) The efforts made towards technology absorption: NIL

ii) The benefits derived like product improvement, cost reduction, product development or import substitution: NIL

iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): NIL

(a) Details of Technology Imported;

(b) Year of Import;

(c) Whether the Technology has been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

iv) Your Company has not incurred any expenditure on Research and Development during the year under review.

C. Foreign Exchange Earnings and Outgo

There were no foreign exchange inflow; outflow or earnings.

Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company.

Your Company has constituted a Risk Management Committee of the Board which is authorised to monitor and review the Risk Management Plan. The Risk Management Plan provides a detailed programme for risk prevention, risk mitigation and risk management and the operation/working thereof, along with reporting of any new risks. The Risk Management Plan has been established across the organisation and is designed to prevent, mitigate and manage risks that affect the Company.

IV. ACKNOWLEDGEMENT

Your Directors wish to express their gratitude and record sincere appreciation for the dedicated efforts of all employees of the Company. The Board is thankful to esteemed shareholders for their continued support and for the confidence reposed in the Company. The Board takes this opportunity to express its gratitude for the valuable assistance and co-operation extended by all stakeholders including government authorities, customers, banks, vendors, advisors, and other business associates.

For and on behalf of the Board of Directors

	Sd/-	Sd/-
	Amit Jatia	**Smita Jatia**
Place: Mumbai	*Director*	*Director*
Date: 7th August, 2015	DIN:00016871	DIN: 03165703

Annexure I

Form MR-3

Secretarial Audit Report

For the financial year ended 31st March 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Westlife Development Limited
Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Westlife Development Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Westlife Development Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings,

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **(Not applicable to the Company during the Audit Period)**;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014,

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period)**;

(f) (The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not applicable to the Company during the Audit Period**; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **(Not applicable to the Company during the Audit Period**.

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India - **(Not approved by the Central Government hence not applicable to the Company during the Audit Period)**.
2. The Listing Agreement entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Sd/-
Shailesh Kachalia
Practising Company Secretary
Membership No. 1391 / CP No. 3888

Place : Mumbai
Date : 7th August, 2015

Annexure II

Policy for qualifications, positive attributes and independence criteria for Directors and Remuneration for Directors, Key Managerial Personnel and other employees

(As formulated by the Nomination and Remuneration Committee)

A. Qualifications, positive attributes and independence criteria for Directors:

This policy lays down the criteria for determining qualifications, positive attributes and independence of a director of the Company.

The attributes are:

1.	Qualifications	:	Graduate in any discipline
2.	Positive attributes	:	a. Professional approach b. Good team work c. Good communication skills d. Good knowledge of specific domains related to the business activities of the Company.
3.	Independence	:	Meets the criteria laid down in Section 149 (6) of the Companies Act, 2013 and Clause 49 (II)(B)(1) of the Listing Agreement.

B. Remuneration for Directors, Key managerial Personnel (KMP) and other Employees:

1. Remuneration payable to directors of the Company shall consist of sitting fees. The quantum of such sitting fees shall be as decided by the Board of Directors from time to time.
2. Such remuneration shall be paid to a director only when the director attends a meeting of the Board or of a Committee.
3. Key Managerial Personnel and other senior management employees, not being members of the Board of Directors, and any other employee shall not be entitled to be paid any remuneration until the Board of Directors decides otherwise.

Annexure III

Form No. MGT-9

Extract of Annual Return

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L65990MH1982PLC028593
ii)	Registration Date	:	30/10/1982
iii)	Name of the Company	:	WESTLIFE DEVELOPMENT LIMITED
iv)	Category of the Company	:	Company limited by shares
v)	Sub-Category of the Company	:	Indian Non-Government Company
vi)	Address of the Registered office	:	1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013
vii)	Contact details	:	022 - 4913 5000
viii)	Whether listed Company	:	Yes
ix)	Name, Address and Contact details of Registrar and Transfer Agent	:	Sharepro Services (India) Private of Registrar and Transfer Limited, 13AB, 2nd Floor, Samhita Warehousing Complex, Sakinaka, Andheri (E), Mumbai – 400 072. Tel No: 022 – 6772 0329

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Letting out of property	6810	83%
2	Trading in Textiles- Suiting and Shirting Material	46411	17%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name And Address Of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
2	**Name:** Hardcastle Restaurants Private Limited **Address:** 1001-1002, 10th Floor, Tower 3, Indiabulls Finance Centre, Senapati Bapat Marg, Mumbai – 400013	U55101MH1995PTC091422	Subsidiary	100%	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year. As on 1st April, 2014				No. of Shares held at the end of the year. As at 31st March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	3756538	-	3756538	2.42	3756538	-	3756538	2.42	0
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	80799729	-	80799729	51.95	80799729	-	80799729	51.95	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other…	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):	**84556267**	**-**	**84556267**	**54.37**	**84556267**	**-**	**84556267**	**54.37**	**0**
(2) Foreign									
a) NRIs – Individuals	289569	-	289569	0.19	289569	-	289569	0.19	0
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	11881640	11881640	7.64	11881640	-	11881640	7.64	0
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):	**289569**	**11881640**	**12171209**	**7.83**	**12171209**	**-**	**12171209**	**7.83**	**0**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**84845836**	**11881640**	**96727476**	**62.19**	**96727476**	**-**	**96727476**	**62.19**	**0**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1356503	-	1356503	0.87	3831770	-	3831770	2.46	1.59
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	30584743	-	30584743	19.66	29602907	-	29602907	19.03	-0.63
h) Foreign Venture									
Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	**31941246**	**-**	**31941246**	**20.54**	**33434677**	**-**	**33434677**	**21.50**	**0.96**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	11409166	-	11409166	7.34	11364417	-	11364417	7.31	-0.03
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholder holding nominal share capital upto ₹1 lakh	358256	-	358256	0.23	382575	-	382575	0.25	0.02

Category of Shareholders	No. of Shares held at the beginning of the year. As on 1st April, 2014				No. of Shares held at the end of the year. As at 31st March, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	15088715	-	15088715	9.70	13613715	-	13613715	8.75	-0.32
c) Others									
i) Non-Resident (Non-repartiation)	4251	-	4251	0.00	5491	-	5491	0.00	0
ii) Non-Resident (Repartiation)	4485	-	4485	0.00	5244	-	5244	0.00	0
Sub-total (B)(2):-	26864873	-	26864873	17.27	25371442	-	25371442	16.31	-0.96
Total Public Shareholding (B)=(B)(1)+(B)(2)	58806119	-	58806119	37.81	58806119	-	58806119	37.81	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	143651955	11881640	155533595	100	155533595	-	155533595	100	0

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in sharehol-ding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Horizon Impex Pvt. Ltd.	47285325	30.40	0	47285325	30.40	0	0
2	Subh Ashish Exim Pvt. Ltd.	33233707	21.37	0	33233707	21.37	0	0
3	Makino Holdings Ltd.	11881640	7.64	0	11881640	7.64	0	0
4	Smt. Smita Jatia	3125250	2.01	0	3125250	2.01	0	0
5	Mr Amit Jatia	630000	0.41	0	630000	0.41	0	0
6	Mr Anurag Jatia	161621	0.10	0	161621	0.10	0	0
7	Achal Exim Pvt. Ltd.	160697	0.10	0	160697	0.10	0	0
8	Mr Akshay Amit Jatia	63974	0.04	0	63974	0.04	0	0
9	Mr Ayush Amit Jatia	63974	0.04	0	63974	0.04	0	0
10	Saubhagya Impex Pvt. Ltd.	40000	0.03	0	40000	0.03	0	0
11	Winmore Leasing and Holdings Ltd.	40000	0.03	0	40000	0.03	0	0
12	Shri Ambika Trading Co. Pvt. Ltd.	40000	0.03	0	40000	0.03	0	0
13	Banwarilal Jatia HUF	1176	0.00	0	1176	0.00	0	0
14	Ms Lalita Devi Jatia	50	0.00	0	50	0.00	0	0
15	Ms Usha Devi Jatia	50	0.00	0	50	0.00	0	0
16	Mr Banwarilal Jatia	11	0.00	0	11	0.00	0	0
17	Amit Jatia HUF	1	0.00	0	1	0.00	0	0
	Total	96727476	62.19	0	96727476	62.19	0	0

iii) Change in Promoters' Shareholding (No change therefore Not Applicable)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	–	--	--	--
	date wise Increase/Decrease in Promoters Shareholding during the year specifying the reason for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity.):	–	--	--	--
	At the end of the year	–	--	--	–

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholders Name For each of the Top Ten Shareholders	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Rajiv Himatsingka	12950000	8.33	01-04-2015				
		12060000	7.75	04-04-2014	-890000	Transfer	12060000	7.75
		12060000	7.75	31-03-2015			12060000	7.75
2.	Arisaig Partners (Asia) PTE Ltd. A/C Arisaig India Fund Limited	11565500	7.44	01-04-2015				
		12296550	7.91	04-04-2014	731050	Transfer	12296550	7.91
		12296550	7.91	31-03-2015			12296550	7.91
3.	Bay Capital Investments Ltd.	7657985	4.92	01-04-2014				
		7565630	4.86	30-05-2014	-92355	Transfer	7565630	4.86
		7565630	4.86	31-03-2015			7565630	4.86
4.	Tree Line Asia Master Fund (Singapore) PTE Ltd	3282296	2.11	01-04-2014	No Movement During The Year			
		3282296	2.11	31-03-2015				
5.	New Leaina Investments Ltd	3225648	2.07	01-04-2014	No Movement During The Year			
		3225648	2.07	31-03-2015				
6.	Virtus Emerging Markets Opportunities Fund	2652000	1.71	01-04-2014				
		2645744	1.70	28-11-2014	-6256	Transfer	2645744	1.70
		2630102	1.69	12-12-2014	-15642	Transfer	2630102	1.69
		2630102	1.69	31-03-2015			2630102	1.69
7.	Vimladevi Ravikumar Mohatta	2085150	1.34	01-04-2014				
		1500150	0.96	04-04-2014	-585000	Transfer	1500150	0.96
		1500150	0.96	31-03-2015			1500150	0.96
8.	Vontobel India Fund	1865500	1.20	01-04-2014				
		1861100	1.20	28-11-2014	-4400	Transfer	1861100	1.20
		1850100	1.19	12-12-2014	-11000	Transfer	1850100	1.19
		1850100	1.19	31-03-2015			1850100	1.19
9.	Vontobel Fund A/C Vontobel Fund Emerging Markets Equity	1772100	1.14	01-04-2014				
		1767920	1.14	28-11-2014	-4180	Transfer	1767920	1.14
		1757468	1.13	12-12-2014	-10452	Transfer	1757468	1.13
		1757468	1.13	31-03-2015			1757468	1.13
10.	Vontobel Fund A/C Vontobel Fund Far East Equity	1068588	0.69	01-04-2014				
		1064987	0.68	30-09-2014	-3601	Transfer	1064987	0.68
		1064231	0.68	28-11-2014	-756	Transfer	1064231	0.68
		1062341	0.68	12-12-2014	-1890	Transfer	1062341	0.68
		1062341	0.68	31-03-2015		Transfer	1062341	0.68
11.	SBI Contra Fund	112503	0.07	01-04-2014				
		700000	0.45	04-04-2014	587497	Transfer	700000	0.45
		1203000	0.77	08-08-2014	503000	Transfer	1203000	0.77
		1203000	0.77	31-03-2015			1203000	0.77

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholder's Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Banwarilal Jatia	11	0.00	01-04-2014	No Movement During The Year			
	Director	11	0.00	31-03-2015				
2.	Amit Jatia	630000	0.41	01-04-2014	No Movement During The Year			
	Director & CEO	630000	0.41	31-03-2015				
3.	Smita Jatia	3,125,250	2.01	01-04-2014	No Movement During The Year			
	Director	3,125,250	2.01	31-03-2015				
4.	Dilip Thakkar	-	-	01-04-2014	N.A.			
	Director	-	-	31-03-2015				
5.	Padmanabh Barpande	-	-	01-04-2014	N.A.			
	Director	-	-	31-03-2015				
6.	Manish Chokhani	-	-	01-04-2014	N.A.			
	Director	-	-	31-03-2015				
7.	Tarun Kataria	-	-	01-04-2014	N.A.			
	Director	-	-	31-03-2015				
8.	Achal Jatia	-	-	01-04-2014	N.A.			
	Director	-	-	31-03-2015				
9.	Suresh Lakshminarayanan	12	0.00	01-04-2014	N.A.			
	CFO	12	0.00	31-03-2015				
10.	Shatadru Sengupta	-	-	01-04-2014	N.A.			
	CS	-	-	31-03-2015				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	–	–	–	–
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	–	–	–	–
Change in Indebtedness during the financial year				
• Addition	–	–	–	–
• Reduction				
Net Change	–	–	–	–
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b. Value of perquisites u/s 17(2) Income-tax Act, 1961 c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–	–
2.	Stock Option	–	–	–	–	–
3.	Sweat Equity	–	–	–	–	–
4.	Commission - as % of profit - others, specify…	–	–	–	–	–
5.	Others, please specify	–	–	–	–	–
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act					
	ii) Interest due but not paid					
	iii) Interest accrued but not due					
	Total (i+ii+iii)	NIL	NIL	NIL	NIL	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount Rupees
1.	Independent Directors	Mr P. R. Barpande	Mr Dilip Thakkar	Mr Tarun Kataria	Mr Manish Chokani	
	• Fee for attending board/ committee meetings	2,30,000	1,80,000	1,20,000	1,25,000	7,45,000
	• Commission	–	–	–	–	–
	• Others, please specify	–	–	–	–	–
	Total (1)	**2,30,000**	**1,80,000**	**1,20,000**	**1,25,000**	**7,45,000**
2.	Other Executive and Non-Executive Directors	Mr B. L. Jatia	Mr Amit Jatia	Ms Smita Jatia	Mr Achal Jatia	
		Non-Executive	Executive	Non-Executive	Non-Executive	
	• Fee for attending board/ committee meetings	50,000	2,05,000	1,15,000	–	3,70,000
	• Commission	–	–	–	–	–
	• Others, please specify	–	–	–	–	–
	Total (2)	**50,000**	**2,05,000**	**1,15,000**	**–**	**3,70,000**
	Total (B)=(1+2)					**11,15,000**
	Total Managerial Remuneration					–
	Ceiling as per the Act					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO Amit Jatia	Company Secretary Shatadru Sengupta	CFO Suresh Lakshminarayanan	
1.	Gross salary a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b. Value of perquisites u/s 17(2) Income-tax Act, 1961 c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–	–
2.	Stock Option	–	–	–	–
3.	Sweat Equity	–	–	–	–
4.	Commission - as % of profit - others, specify…	–	–	–	–
5.	Others, please specify	–	–	–	–
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
B. DIRECTORS					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
C. OTHER OFFICERS IN DEFAULT					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–

Corporate Governance Report

(Pursuant to Clause 49 of the Listing Agreement with BSE Ltd.)

Company's Philosophy on Code of Governance

The Company's corporate governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibilities that conform fully with laws, regulations and guidelines and is intended:

- To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.
- To ensure that the decision making process is fair, transparent and equitable.
- To ensure fullest involvement and commitment of the management for maximization of stakeholders value.
- To imbibe the Company's values in the employees and encourage them in their conduct.
- To ensure that the Company follows globally recognized corporate governance practices.

Board of Directors

The Company's Board comprises eight Directors as on 31st March, 2015. The names and categories of Directors, the number of Directorships and Committee positions held by them in other companies are given below. None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies and 3 Listed Companies in case he/she serves as a Whole Time Director in any Listed Company. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement), across all the Companies in which he/she is a Director.

The Company's Board has four independent non-executive directors as on March 31, 2015, unrelated to each other and not holding any shares in the Company. The Board met four times during the year, on May 09, 2014; August 01, 2014; November 07, 2014; and February 06, 2015.

Attendance and other details of Directors

Name	Category	No. of Board Meetings Attended	If present at last AGM	Total No. of Outside Directorships held		*No. of other Committees in which Member/ Chairman	
				Public	Private	Member	Chairman
Mr Banwari Lal Jatia (DIN: 00016823)	Promoter Non-Executive	2	Yes	2	11	-	1
Mr Amit Jatia (DIN: 00016871)	Promoter Executive	4	Yes	2	10	4	-
Mr Dilip J Thakkar (DIN: 00007339)	Independent Non-Executive	4	Yes	7	9	4	3
Mr Padmanabh Ramchandra Barpande (DIN: 00016214)	Independent Non-Executive	4	Yes	5	2	7	4
Ms Smita Jatia (DIN: 03165703)	Promoter Non-Executive	4	Yes	2	2	-	-
Mr Manish Chokhani (DIN: 00204011)	Independent Non-Executive	3	Yes	3	4	3	2

Name	Category	No. of Board Meetings Attended	If present at last AGM	Total No. of Outside Directorships held		*No. of other Committees in which Member/ Chairman	
				Public	Private	Member	Chairman
Mr Tarun Kataria (DIN: 00710096) (appointed on 1st August, 2014)	Independent Non-Executive	3	No	2	1	-	-
Mr Achal Jatia (DIN: 03587681) (appointed on 1st August, 2014)	Non-Executive	0	Yes	-	1	-	-

** Committee Membership(s) and Chairmanship(s) are counted separately.*

Code of Conduct

The Company has framed a Code of Conduct for members of its Board of Directors and senior managerial personnel. The Code has been posted on the website of the Company i.e. http://www.westlife.co.in/web/codeofconduct.aspx. All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by the Chief Executive Officer and Chief Financial Officer to this effect is appended to this Report.

The Code of Conduct for Independent Directors of the Company pursuant to the provisions of Section 149(8) and Schedule IV of the Companies Act, 2013 has been adopted by the Company.

Audit Committee

This Committee consists of four Directors viz. Mr P R Barpande (Chairman), Mr Dilip J Thakkar, Mr Manish Chokhani and Mr Amit Jatia. All Members possess strong accounting and financial management knowledge. The Company Secretary, Dr Shatadru Sengupta, acts as Secretary to the Committee.

The terms of reference of the Committee are very wide and are in line with the regulatory requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Besides having access to all required information from within the Company, the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

Details of dates of meeting and attendance during the year of the Audit Committee:

Name of the Committee Members	Date of meeting and attendance during the year			
	9th May, 2014	1st August, 2014	7th November, 2014	6th February, 2015
Mr P R Barpande	Yes	Yes	Yes	Yes
Mr Dilip J Thakkar	Yes	Yes	No	Yes
Mr Manish Chokhani	Yes	No	Yes	Yes
Mr Amit Jatia	Yes	Yes	Yes	Yes

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors (erstwhile Compensation Committee) has been constituted consisting of Mr P.R. Barpande (Chairman), Mr Manish Chokhani and Mr Amit Jatia. Dr Shatadru Sengupta, the Company Secretary of the Company, is Secretary to the Committee. The Committee also administers the Westlife Development Limited Employees Stock Option Scheme 2013.

The terms of reference of this Committee are in accordance with provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Committee met once during the year, on November 07, 2014. All members had attended the meeting.

The remuneration policy formed by this Committee is annexed as Annexure II to the Board's Report. Also the details of remuneration to all directors have been mentioned in Clause VI of Annexure III to the Board's Report.

Stakeholders Relationship Committee

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr B L Jatia, Non-Executive Director. Mr Amit Jatia and Mr P R Barpande are other members of the Committee. Dr. Shatadru Sengupta, the Company Secretary of the Company is Secretary to the Committee.

The terms of reference of this Committee are in accordance with the regulatory requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

No investor complaints were received during the year and no complaints are pending. The dedicated e-mail ID for investors' grievances is complianceofficer@westlife.co.in

Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company.

Clause 49 of the Listing Agreement mandates constitution of a Risk Management Committee. The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

Accordingly, the Board has constituted a Risk Management Committee. The Committee is chaired by Mr Tarun Kataria, Independent Director. The other members are Mr Manish Chokhani, Independent Director and Ms Smita Jatia. Dr Shatadru Sengupta, Company Secretary and Mr Suresh Lakshminarayanan, Chief Financial Officer of the Company, being senior executives, are members of the Committee.

The Committee met on November 07, 2014 and the meeting was attended by all its members.

Criteria for performance of the Independent Directors and the Board

The Nomination and Remuneration Committee of the Board of Directors of the Company lay down the evaluation criteria for the performance of Independent Directors. Some of the performance indicators based on which the evaluation was carried out:

- Composition and expertise of the Board and its committees
- Board's relationship with Executive Directors and Independent Directors
- Participation in meeting and affairs of the Company

Board Evaluation

Pursuant to provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance and that of its Committees. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee to evaluate the performance of individual Directors. Performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. Performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of Executive Director and the Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Familiarisation Programme for Independent Directors

Details of programs for familiarisation of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company at the web link: http://www.westlife.co.in/web/compliance.aspx

Meeting of Independent Directors

The Independent Directors of the Company met in a separate meeting without the presence of non-independent directors and members of management. For the year under reporting, the Independent Directors' separate meeting was held on November 07, 2014.

The said meeting was conducted in a manner to enable the Independent Directors to inter alia discuss matters pertaining to review of performance of the Non-Independent Directors and the Board as a whole, and the Chairman of the Company (taking into account views of the Executive and the Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform its duties.

Remuneration and relationship of Directors

Mr Banwari Lal Jatia being a director is related to Mr Amit Jatia, director and Mr Achal Jatia, director, being his sons and Ms Smita Jatia, director being his son's wife. Similarly, the other above mentioned directors are related inter se to each other. None of the Independent Directors of the Company are related to each other.

The criteria for making payments to non-executive directors appear in Annexure II to the Board's Report.

Detail of the number of shares held by non-executive directors also appear in Clause IV (v) of Annexure III to the Board's Report.

Policy for determining 'material' subsidiaries

The Company has formulated a policy for determining 'material' subsidiaries as defined in Clause 49 of the Listing Agreement. This Policy has been posted on the Company's website at the web link: http://www.westlife.co.in/web/compliance.aspx

Policy for determining materiality of related party transactions

The Company has formulated a policy for determining materiality of related party transactions as defined in Clause 49 of the Listing Agreement. This Policy has been posted on the Company's website at the web link: http://www.westlife.co.in/web/corporate_gov_report.aspx.

CEO and CFO Certification

As required under Clause 49 IX of the Listing Agreement, Mr Amit Jatia, Chief Executive Officer (CEO) and Mr Suresh Lakshminarayanan, Chief Financial Officer (CFO) of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2015. The Certificate is annexed as Annexure I to this Report.

Compliance Certificate

A certificate from Mr Shailesh Kachalia, a practicing Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed to this Report as Annexure II.

Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and the regulatory authorities for governance matters.

Management Discussion and Analysis Report

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under Clause 49 of the Listing Agreement, is presented in a separate section forming part of the Annual Report under the heading 'Management Discussion and Analysis'.

Annual General Meeting

Location, Date and Time of last 3 AGMs

Sr. No.	Location	Date	Time	No. of Special Resolutions
1	Brabourne Stadium 87, Veer Nariman Road Mumbai 400 020	December 31, 2012	12.00 noon	Nil
2	Brabourne Stadium 87, Veer Nariman Road Mumbai 400 020	September 11, 2013	12.00 noon	One
3	Tower-1, 5th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai-400 013	September 26, 2014	2.00 p.m.	Nil

No special resolution was passed through postal ballot during the year under review. No special resolution is presently being proposed to be passed through postal ballot.

Disclosures

a) All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form. No materially significant related party transactions that might have potential conflict with the interests of the Company took place during the year.

b) All applicable Accounting Standards mandatorily required have been followed in preparation of the financial statements.

c) The Company has made disclosures in compliance with the Accounting Standard on "Related Party Disclosures" in Note No. 20 of the Standalone Financial Statement which form part of this Annual Report.

d) There was no money raised through public issue or rights issue etc.

e) The Directors did not receive any remuneration from the Company during the year, except sitting fee for attending meetings of the Board and its Committees.

f) All pecuniary relationships or transactions of the directors' vis-à-vis the Company have been disclosed in Notes to the Accounts for the year which are being circulated to members along with this Report.

g) There were no financial/commercial transactions by the Senior Management Personnel as defined in Clause 49 of the Listing Agreement where they have personal interest that may have a potential conflict with the interests of the Company requiring disclosures by them to the Board.

h) Compliance reports of applicable laws are periodically reviewed by the Board of Directors. The Company is in compliance with all applicable laws. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

i) The Company has established a whistle blower policy and no personnel have been denied access to the Audit Committee.

j) Relevant details of director(s) proposed to be appointed are furnished in the Notice of the 32nd Annual General Meeting being sent along with the Annual Report.

Communication

The Company's quarterly financial results are submitted to the BSE Ltd within the prescribed time-period in a form so as to enable the Exchange to put the same on its own website. In addition, the Company displays such quarterly results on its website www.westlife.co.in. The quarterly results are also published in Free Press Journal (English) and Navshakti (Marathi) newspapers.

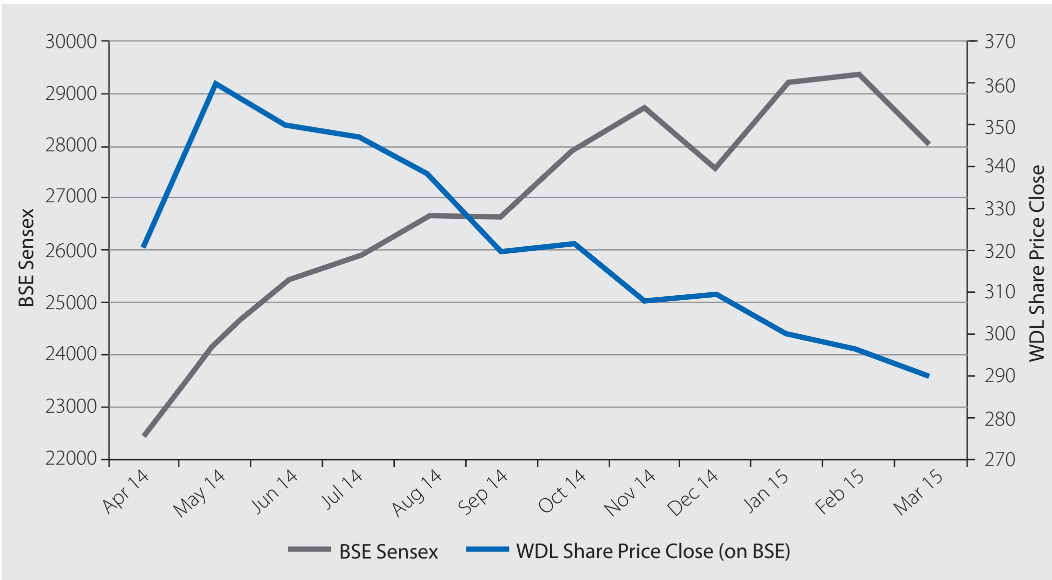
The Company issues press releases as and when an occasion arises. The presentations made to institutional investors/analysts, if any, are made available on the Company's website.

General Shareholder Information

(i)	**Annual General Meeting to be held**		
	Date	:	24th September, 2015
	Time	:	3.00 p.m.
	Venue	:	Tower-1, 5th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013
(ii)	**Financial Year**	:	1st April, 2014 – 31st March, 2015
(iii)	**Date of Book Closure**	:	21st September, 2015 to 24th September, 2015 (both days inclusive)
(iv)	**Dividend Payment Date**	:	No dividend is being recommended
(v)	**The Company's shares are listed on the Bombay Stock Exchange** (Stock/Scrip Code: 505533)		

(vi) Stock Performance

Performance of the Company's shares relative to the BSE Sensitive Index is given in the chart below:



(vii) Monthly Market Price Data:

Monthly highest and lowest closing quotations of the Company's equity share on the Bombay Stock Exchange during the financial year 2014-15 were as under. Comparative figures of the month-end closing prices of the Company's share and the BSE Sensex also appear alongside.

Month	Rupees per share			Sensex High	Sensex Low
	High	Low	Month-end closing		
April, 2014	369.9	311	320.55	22939.31	22197.51
May, 2014	371	325	360	25375.63	22277.04
June, 2014	369	333	350	25725.12	24270.2
July, 2014	363	330.25	347.2	26300.17	24892
August, 2014	350	294.5	338.3	26674.38	25232.82
September, 2014	370	300	319.95	27354.99	26220.49
October, 2014	347	280	322	27894.32	25910.77
November, 2014	338	260	307.6	28822.37	27739.56
December, 2014	343	288.5	309.5	28809.64	26469.42
January, 2015	349.9	280.1	300.1	29844.16	26776.12
February, 2015	311	271	296	29560.32	28044.49
March, 2015	344.9	252.6	290	30024.74	27248.45

(viii) Registrars & Transfer Agent:

Sharepro Services (India) Pvt. Ltd

13 AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange

Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072

(ix) Share Transfer System:

As on 31st March, 2015, the entire paid-up equity capital of the Company is in dematerialised form. Trading in Ordinary (Equity) Shares of the Company through recognised Stock Exchanges is permitted only in dematerialised form.

(x) Shareholding Pattern as on 31st March, 2015:

	No. of Holders	No. of Shares held	Percentage of holding
Promoter Group :			
Individuals/ HUF	10	40,46,107	2.60
Bodies Corporate	7	9,26,81,369	59.59
Non-Promoters :			
Individuals/ HUF	906	1,40,07,025	9.01
Bodies Corporate	63	1,13,64,417	7.31
Foreign Institutional Investors	38	2,96,02,907	19.03
Mutual Fund	6	38,31,770	2.46
	1,030	**15,55,33,595**	**100.00**

Distribution of shareholding as at March 31, 2015:

Shareholding	No. of Shareholders	No. of Equity Shares	Shareholding Percentage
1-2500	934	1,24,964	0.08
2501 to 5000	6	17,408	0.01
5001 to 10000	9	54,107	0.03
10001 to 15000	7	85,432	0.06
15001 to 20000	5	91,163	0.06
20001 to 25000	1	20,779	0.01
25001 to 50000	17	6,23,846	0.40
50001 to 9999999999	51	15,45,15,896	99.35
	1,030	**15,55,33,595**	**100.00**

(xi) Dematerialisation of shares:

As on 31st March, 2015, 155,533,595 shares comprising 100% of the Company's paid-up capital were held in dematerialized form under INE 274F01020.

(xii) The Company has not issued or does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

(xiii) Plant Location:

The Company is a trading company and does not have any plant.

(xiv) Addresses for correspondence:

Shareholders' correspondence may be addressed to any of the following addresses:

1. Sharepro Services (India) Pvt. Ltd
   13 AB, Samhita Warehousing Complex,
   2nd Floor, Near Sakinaka Telephone Exchange
   Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072

2. Westlife Development Ltd
   1001, Tower-3, 10th Floor, Indiabulls Finance Centre
   Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

(xv) Compliance with mandatory requirements:

Your Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement including Annexure XII thereof, relating to Corporate Governance.

(xvi) Compliance with non-mandatory requirements:

Your Company has not adopted the non-mandatory requirements as specified in Annexure XIII of the said Clause 49.

Annexure I

CEO and CFO Certificate

To,
The Board of Directors
Westlife Development Ltd.
Mumbai

1. We have reviewed financial statements and the cash flow statement of Westlife Development Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
   (i) that there are no significant changes in internal control over financial reporting during the year;
   (ii) that there are no significant changes in accounting policies during the year; and
   (iii) that there are no instances of significant fraud of which we have become aware.

	Sd/-	Sd/-
Mumbai	**Suresh Lakshminarayanan**	**Amit Jatia**
7th August, 2015	*Chief Financial Officer*	*Chief Executive Officer*

Annexure II

Compliance Certificate

To,
The Members
Westlife Development Ltd.
Mumbai

I have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Bombay Stock Exchange for the financial year ended March 31, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to the procedures adopted by the Company for ensuring the compliance of conditions of Corporate Governance and implementation thereof. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review, and to the best of my information and according to the explanations given to me, in my opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said Listing Agreement.

Sd/-
Shailesh Kachalia
CP 3888
Company Secretary

Place : Mumbai
Date : 7th August, 2015

Independent Auditor's Report

To
The Members of **Westlife Development Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Westlife Development Limited (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the consolidated Balance Sheet as at 31 March, 2015, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective 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 the Group and for preventing and detecting frauds and other irregularities; the 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements 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 financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March, 2015, its consolidated loss, and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 37 to the consolidated financial statements regarding representation made by the subsidiary company to the Central Government for approval of managerial remuneration paid by the subsidiary company, in excess of the limit specified under applicable Companies Act amounting to ₹45.24 Million for the period April 2012 to March 2015 which are pending consideration by the Central Government. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding company and its subsidiary incorporated in India, to whom the Order applies, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143 (3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

   (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the auditors who are appointed under Section 139 of the Act, of its subsidiary company incorporated in India, none of the directors of the Group's companies, incorporated in India is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 32 to the consolidated financial statements;

      ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E

per Jayesh Gandhi
Partner
Membership Number: 37924

Place: Mumbai
Date: 8 May, 2015

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

With respect to the Group, comprising Westlife Development Limited ('Holding Company') and its subsidiary Hardcastle Restaurants Private Limited incorporated in India and to whom the provisions of the Order apply ('Covered entity'), we report as follows:

(i) (a) The Holding Company and the Covered entity of the Group have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have not been physically verified by the management of the Covered entity during the year but there is a regular programme of verification which, in our opinion is reasonable having regard to the size of the covered entity and the nature of its assets. Fixed assets have been physically verified by the management of the Holding Company during the year. No material discrepancies were noticed on such verification.

(ii) (a) The management of the Covered entity has conducted physical verification of inventory at reasonable intervals during the year. The Holding Company is engaged into trading business and due to the nature of transactions, it does not hold inventory at any point of time, accordingly, the requirements under clause 3 (ii) of the Order are not applicable to the Holding Company.

(b) The procedures of physical verification of inventory followed by the management of the Covered entity are reasonable and adequate in relation to the size of the covered entity and the nature of its business.

(c) The Covered entity is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii) (a) According to the information and explanations given to us, the Holding Company and the Covered entity of the Group have not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) and (b) of the Order are not applicable to the Holding Company and covered entity and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the Covered entity of the Group and the nature of its businesses, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness was observed or continuing failure to correct any major weakness in the internal control system of the Holding Company and the Covered entity of the Group in respect of these areas.

(v) The Holding Company and the Covered entity of the Group have not accepted any deposits from the public.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Holding Company and the Covered entity of the Group.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases in respect of the Holding Company and the covered entity.

(b) According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

(₹ Millions)

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Due Date	Paid
Various Labour Welfare Fund Acts	Unpaid wages	1.11	January 2011 to June 2011	July 2014	4-May-15
		0.27	January 2011 to June 2011	July 2014	Remain unpaid
	Unpaid Bonus	3.21	April 2010 to March 2011	July 2014	Remain unpaid

(b) According to the records of the Holding Company and covered entity, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

(₹ Millions)

Name of the Statute	Nature of Dispute	Amount (Including Penalty)	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty demand	44.06	2000-01 to 2005-06	Appellate Tribunal, Mumbai
Bombay Sales Tax Act, 1959	Sales Tax demand	2.53	2003-04 to 2004-05	Commissioner of Sales Tax (Appeal), Mumbai
Karnataka Value Added Tax, 2003	Sales Tax demand	516.21	2008-09 to 2013-14	High Court of Karnataka
Tamilnadu Value Added Tax, 2006	Sales Tax demand	299.29	2008-09 to 2012-13	Appellate Deputy Commissioner, Chennai

(d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and the Covered entity of the Group in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) The accumulated losses of the Holding Company at the end of the financial year are less than fifty per cent of its net worth and it has incurred cash losses in the current year and immediately preceding financial year. The accumulated losses of the covered entity at the end of the financial year are more than fifty per cent of its net worth and it has not incurred cash losses in the current and immediately preceding financial year.

(ix) Based on our audit procedures and as per the information and explanations given by the management, there was a minor delay of four days in repayment of an instalment of ₹99.66 Million to a bank by the Covered entity. The Covered entity did not have any outstanding dues in respect of a financial institution or debentures during the year. The Holding Company has not raised any money by way of loan from any financial institution, bank or debenture holders, accordingly, the requirements under clause 3 (ix) of the Order are not applicable to the Holding company.

(x) According to the information and explanations given to us, the Holding Company and the Covered entity of the Group has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained by the Covered entity. The Holding company did not have any term loans outstanding during the year.

(xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Holding Company and the Covered entity of the Group have been noticed or reported during the year.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E

per Jayesh Gandhi
Partner
Membership Number: 37924

Place: Mumbai
Date: 8 May, 2015

Consolidated Balance Sheet as at March 31, 2015

(₹ in Millions)

	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2	311.07	311.07
Reserves and surplus	3	5,025.02	5,299.24
		5,336.09	**5,610.31**
Non-current liabilities			
Long-term borrowings	4	-	112.92
Other long-term liabilities	5	-	2.20
		-	**115.12**
Current liabilities			
Short-term borrowings	6	729.39	465.54
Trade payables	7	593.69	590.98
Other current liabilities	8	1,037.97	541.54
Short-term provisions	9	61.62	47.99
Capital work in progress including capital advances			
		2,422.67	**1,646.05**
TOTAL		**7,758.76**	**7,371.48**
ASSETS			
Non-current assets			
Fixed assets	10		
Tangible assets		3,790.15	3,424.50
Intangible assets		851.76	813.59
Capital work-in-progress		209.05	176.77
Non-current investments	11	97.23	200.00
Deferred tax assets (net)	12	2.57	3.43
Long-term loans and advances	13	833.74	719.90
Other non-current assets	14	1.88	0.96
		5,786.38	**5,339.15**
Current assets			
Current investments	11	1,383.46	1,386.31
Inventories	15	240.83	199.47
Trade receivables	16	42.37	62.92
Cash and bank balances	17	72.64	121.44
Short-term loans and advances	18	216.82	239.87
Other current assets	19	16.26	22.32
		1,972.38	**2,032.33**
TOTAL		**7,758.76**	**7,371.48**
Summary of significant accounting policies	1.2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

per Jayesh Gandhi
Partner
Membership No. 37924

Place :- Mumbai
Date :- May 08,2015

For and on behalf of the Board of Directors of
Westlife Development Limited

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Consolidated Statement of Profit and Loss for the year ended March 31, 2015

(₹ in Millions)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from operations (Net)	20	7,643.27	7,403.05
Other income	21	164.74	57.02
Total Revenue (I)		**7,808.01**	**7,460.07**
EXPENSES			
Cost of material consumed	22	3,176.97	3,137.83
Purchase of traded goods	23	0.52	13.67
Employee benefits expense	24	1,136.61	962.47
Other expenses	25	3,177.57	2,858.20
Total (II)		**7,491.67**	**6,972.17**
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (I) – (II)		**316.34**	**487.90**
Depreciation and amortisation expense	10	504.38	435.03
Finance costs	26	102.20	46.33
Profit / (Loss) before tax		**(290.24)**	**6.54**
Less : Tax Expenses			
Current Tax		-	1.55
MAT credit entitlement		-	(1.55)
Deferred tax		0.86	(2.73)
Taxes Adjustments for earlier years		-	(2.29)
MAT credit adjustment pursuant to scheme of arrangement (Refer Note 36)		-	2.03
Total tax expense		**0.86**	**(2.99)**
Profit / (Loss) for the year		**(291.10)**	**9.53**
Earning Per Equity Share {Face value of ₹2 each (Previous year ₹2 each)}			
Basic Earning per share (₹)	31	(1.87)	0.07
Diluted Earning per share (₹)	31	(1.87)	0.07
Summary of significant accounting policies	1.2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

For and on behalf of the Board of Directors of
Westlife Development Limited

per Jayesh Gandhi
Partner
Membership No. 37924

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Place :- Mumbai
Date :- May 08,2015

Consolidated Cash flow Statement for the year ended March 31, 2015

(₹ in Millions)

		For the year ended March 31, 2015	For the year ended March 31, 2014
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit / (Loss) before taxation	(290.24)	6.54
	Adjustments for :		
	Depreciation and amortisation expense	504.38	435.03
	Loss on Sale / write off of fixed assets	39.80	46.07
	Interest expense	93.72	29.39
	Premium on forward contract amortised	3.72	11.19
	Interest Income	(2.53)	(0.30)
	Gain on sale of current investment	(151.77)	(34.84)
	Dividend Income	(2.65)	(12.47)
	Unrealised (gain)/loss on foreign exchange	0.01	0.62
	Operating profit before working capital changes	**194.44**	**481.23**
	Movements in Working Capital		
	Decrease/(Increase) in inventories	(41.37)	(22.15)
	Decrease/ (Increase) in trade receivables	20.55	19.86
	Decrease/ (Increase) in long-term loans and advances	(57.48)	(72.38)
	Decrease/ (Increase) in short-term loans and advances	23.05	(35.62)
	Decrease/ (Increase) in other current assets	20.19	39.53
	(Decrease)/Increase in trade payables	2.71	20.99
	(Decrease)/Increase in long-term liabilities	(2.20)	(0.96)
	(Decrease)/Increase in other current liabilities	13.33	(45.04)
	(Decrease)/Increase in provisions	13.63	6.78
	Cash generated from operations	**186.85**	**392.24**
	Tax refund received / (Taxes paid)	0.88	(11.96)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**187.73**	**380.28**
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Additions to fixed assets & capital work-in-progress	(1,051.12)	(1,026.76)
	Proceeds from sale of fixed assets	1.46	5.33
	Purchase of equity shares*	0.00	-
	Interest Income	2.53	1.61
	Dividend Income	2.65	12.47
	Investments in mutual funds	(4,078.27)	(3,322.13)
	Proceeds from mutual funds	4,335.66	1,778.64
	Investment in / Proceeds from liquidation of fixed deposits	(0.12)	(0.98)
	(With original maturity of three months or more)		
	(Increase)/Decrease in long term deposits	(54.26)	(50.00)
	NET CASH USED IN INVESTING ACTIVITIES	**(841.47)**	**(2,601.82)**

Consolidated Cash flow Statement for the year ended March 31, 2015

(₹ in Millions)

		For the year ended March 31, 2015	For the year ended March 31, 2014
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from short-term borrowings	1,590.94	414.23
	Repayments of short-term borrowings	(1,276.92)	(106.52)
	Proceeds from long-term borrowings	500.00	175.00
	Repayments of long-term borrowings	(58.33)	(3.75)
	Proceeds from inter corporate deposits	342.80	-
	Repayment of inter corporate deposits	(392.98)	-
	Expenses on issue of shares	-	(32.45)
	Proceeds from issue of equity shares	-	1,800.00
	Interest paid	(90.53)	(21.87)
	Premium on forward contract paid	(9.24)	(7.62)
	NET CASH FLOW FROM FINANCING ACTIVITIES	**605.74**	**2,217.02**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**(48.00)**	**(4.52)**
	Cash and cash equivalents at the beginning of the year	120.63	246.00
	Less : Cash & Cash equivalents transferred to WLR on demerger	-	(120.23)
	Less : Cash & Cash equivalents on cancellation of investment in WLR	-	(0.62)
		120.63	125.15
	Cash and cash equivalents at the end of the year	72.63	120.63
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**(48.00)**	**(4.52)**
	Components of cash and cash equivalents		
	Cash and bank balances	72.64	121.44
	Less: Not considered as cash and cash equivalents		
	Fixed deposit with original maturity of more than		
	three months	0.01	0.81
	Total cash and cash equivalents (refer note - 17.1)	**72.63**	**120.63**

* Denotes amount is less than ₹1000.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

per Jayesh Gandhi
Partner
Membership No. 37924

Place :- Mumbai
Date :- May 08,2015

For and on behalf of the Board of Directors of
Westlife Development Limited

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

1. Corporate information

Westlife Development Limited is a public limited company having its registered office at Mumbai. The Company has interests in trading and in quick service restaurant business through its subsidiary.

1.1. Basis of Preparation:

The Consolidated Financial Statements are prepared in accordance with Accounting Standard (AS) 21 on Consolidated Financial Statements notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The Consolidated Financial Statements comprise the financial statements of Westlife Development Limited ("the Company") and its subsidiary. The Company and its subsidiary constitute the WDL Group. Reference in these notes to the 'Company' or 'WDL' shall mean to include Westlife Development Limited and/or its subsidiary, consolidated in these financial statements unless otherwise stated.

(i) The list of Companies which are included in consolidation and the Parent Company's holdings therein are as under:

Sr. No	Names of the Company	Percentage Holding 31-03-15	Percentage Holding 31-03-14
1.	Hardcastle Restaurants Private Limited (HRPL)	99.99%	99.99%

Notes:

1. The above Company is incorporated in India and the financial statements thereof are drawn up to the same reporting date as that of the parent Company i.e. March 31, 2015.
2. The Consolidated Financial Statements have been prepared and presented in accordance with Generally Accepted Accounting Principles in India (IGAAP), under historical cost convention on an accrual basis. The Company has prepared these financials statements to comply in all material respect with the Accounting Standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014.
3. The accounting policies adopted in preparation of financial statements are consistent with those of previous year, except for the change in the accounting policy explained in note 1.2 (a).
4. The Consolidated Financial Statements of the Company and its Subsidiary Company have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits/ losses.
5. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
6. The difference between the cost of investment in the subsidiaries, and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the Financial Statements as Goodwill or Capital Reserve as the case may be. Goodwill arising on consolidation of financial statements of subsidiaries is not amortised. However the same is tested for impairment at each balance sheet date.
7. Minority Interest, if any, in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders.

   Minority interest in the net assets of consolidated subsidiaries consists of:

   (a) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and

   (b) The minority share of movements in equity since the date parent subsidiary relationship came into existence.
8. Minority Interest's share in Net Profit / (Loss) of consolidated subsidiaries for the year is identified and adjusted against the profit after tax of the group.

1.2. Summary of significant accounting policies

(a) Change in accounting policy

I. Depreciation on fixed assets

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

(i) Useful lives/ depreciation rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives of fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II. Consequently, the depreciation charge for the current year is higher by ₹4.48 million. Had the Company continued to use the earlier depreciation rate, the loss for the year would have been lower by ₹4.48 million.

(ii) Depreciation on assets costing less than ₹5,000

Till year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% p.a. depreciation on assets costing less than ₹5,000. However, Schedule II to the Companies Act 2013, applicable from the current year, does not recognise such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, 2013, the Company has changed its accounting policy for depreciations of assets costing less than ₹5,000. As per the revised policy, the Company is depreciating such assets over their useful life as assessed by the management. The management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than ₹5,000 did not have any material impact on financial statements of the Company for the current year.

II. Employee stock compensation cost

Till 27 October 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, dealt with the grant of share-based payments to employees. Among other matter, these guidelines prescribed accounting for grant of share-based payments to employees. Hence, the Company being a listed entity was required to comply with these Guidelines as well as the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accounts of India (ICAI) with regard to accounting for employee share-based payments. Particularly, in case of conflict between the two requirements, the SEBI guidelines were prevailing over the ICAI Guidance Note. For example, in case of equity settled option expiring unexercised after vesting, the SEBI guidelines required expense to be reversed through the Statement of Profit and Loss whereas the reversal of expense through the Statement of Profit and Loss is prohibited under the ICAI Guidance Note. In these cases, the Company was previously complying with the requirement of SEBI guidelines.

From 28 October 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 have been replaced by the SEBI (Share Based Employee Benefits) Regulations, 2014.The new regulations don't contain any specific accounting treatment; rather, they require ICAI Guidance Note to be followed. Consequent to the application of the new regulations, the Company has changed its accounting for equity settled option expiring unexercised after vesting in line with accounting prescribed in the Guidance Note, i.e., expense is not reversed through the Statement of Profit and Loss. The management has decided to apply the revised accounting policy prospectively from the date of notification of new regulation, i.e., 28 October 2014.

Since there are no equity settled options expiring unexercised after 28 October 2014, the change in accounting policy did not have any material impact on financial statements of the Company for the current year. However due to application of the regulation, the manner of presentation of "Employee Stock Option Outstanding Account" under the head "Reserves and Surplus" has changed. The Company has changed this presentation for the current as well as previous year.

(b) Use of estimates

Preparation of financial statements in conformity with Indian GAAP requires the management to make judgement, estimates and assumptions that affect the reported amounts of asset, liabilities and the disclosure of contingent liabilities on the date of balance sheet and reported amounts of revenue and expenses for the period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from the estimates.

(c) Tangible Fixed Assets and Depreciation

(i) Fixed Assets are stated at cost less accumulated depreciation and impairment losses (if any). Cost comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Further contribution received from landlords in respect of leasehold improvements carried out to leasehold premises is deducted from leasehold improvements cost.

(ii) Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following rates to provide depreciation on its fixed assets.

Assets	Useful lives estimated by the management (Years)
Buildings	28
Leasehold Improvements	15
Restaurant Equipments	5-10
Furniture and Fixtures	5-10
Office Equipments	5

Assets	Useful lives estimated by the management (Years)
Computers	3
Motor Vehicles	4

Based on technical estimates, the useful lives of following assets are lower than those indicated in Schedule II to Companies Act, 2013

Assets	Useful lives estimated by the management (Years)
Buildings	28
Restaurant Equipments	5-10
Furniture (at office premises)	5
Vehicles	4

Leasehold Land is amortised over the period of the lease which is 60 years.

(d) **Intangible Assets and amortisation**

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Initial Location & License fees for stores opened up to May 15, 2010, are amortised on a straight line basis over a period of twenty years. For stores opened after May 15, 2010, Initial Location & License fees are amortised on a straight line basis over the remaining period of the Master Franchise Agreement.

Software is depreciated over a period of 5 years.

(e) **Impairment of tangible and intangible assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(f) **Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of long-term investments.

(g) **Inventories**

Inventories are valued at lower of cost (determined on First in First Out basis) or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(h) **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue for food items is recognised when sold to the customer over the counter.

Revenue on sale of other goods is recognised when significant risks and rewards of ownership of goods have passed to the buyer, usually on delivery of the goods.

Royalty income, space rental and conducting fees are recognised on an accrual basis in accordance with terms of relevant agreement.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when the Company's right to receive dividend is established by the balance sheet date.

Revenue from services is recognised pro-rata over the period of contracts as and when services are rendered or in accordance with the terms and conditions of such contracts.

(i) **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

(j) Foreign Currency Transactions

Initial Recognition:-

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion :-

Foreign currency monetary items are reported using the closing rate.

Exchange Differences :-

Exchange differences arising on settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

Forward Exchange Contracts:-

Premium or discount arising at inception of forward exchange contracts is amortised and recognised as an expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognised as income or as expense for the period.

(k) Employee benefits

Defined contribution plan

State governed Provident Fund, ESIC and Labour Welfare Fund are considered as defined contribution plan and contributions thereto are charged to the Statement of Profit and Loss for the year as they are incurred. There are no other obligations, other than contribution payable to the respective funds.

Defined benefit plan

Gratuity liability is a defined benefit scheme and is provided on the basis of an actuarial valuation done by an independent actuary on the projected unit credit method at the end of each financial year. Actuarial gains/losses are recognised in the Statement of Profit and Loss immediately in the year in which they arise and are not deferred.

Other benefits

Short term compensated absences are provided based on details of leave balance and applicable salary rate.

(l) Income Tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax reflects the impact of timing difference between taxable and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted and subsequently enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which the deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal income tax during the specified period.

(m) **Earnings per Share**

Basic earnings per share is calculated by dividing net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(n) **Operating Leases**

Where Company is lessee:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss.

Where Company is lessor:

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognised in the Statement of Profit and Loss. Costs, including depreciation are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

(o) **Provisions**

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligations at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(p) **Contingent Liability**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

(q) **Cash and Cash Equivalents**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(r) **Segment Reporting**

i. Identification of segments :

The Company has only one business segment 'Quick Service Restaurants' as its primary segment. The analysis of geographical segments is based on the areas in which major operating division of the Company operates.

ii. Segment Policies :

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(s) **Employee stock compensation cost**

The Company measure compensation cost relating to Employee Stock Option using the "intrinsic value" method. Discount on equity shares as compensation expenses under the Employee Stock Option Scheme, is amortised in accordance with the Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 issued by the Securities and Exchange Board of India and the Guidance Note on Accounting for Employee Share-based payments, issued by the ICAI.

(t) **Measurement of EBITDA**

As permitted by the Schedule III of the Compnies Act, 2013, the Company has opted to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the Statement of Profit and Loss. In its measurement, the Company does not include depreciation and amortisation expenses, finance costs and tax expense but includes other income.

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

2. Share Capital

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Authorised Share Capital		
160,925,000 (Previous Year 160,925,000) Equity Shares of ₹2 each.	321.85	321.85
460,000 (Previous Year 460,000) 8% Cumulative Redeemable Preference Shares of ₹10 each	4.60	4.60
	326.45	**326.45**
Issued, Subscribed and fully Paid-up Capital		
155,533,595 (Previous Year 155,533,595) Equity Shares of ₹2 each , fully paid up	311.07	311.07
Total issued, subscribed and fully paid-up share capital	**311.07**	**311.07**

i) **Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

Equity shares

Particulars	March 31, 2015		March 31, 2014	
	No. of Shares	(₹ in Millions)	No. of Shares	(₹ in Millions)
At the beginning of the year	155,533,595	311.07	18,286,010	182.86
	155,533,595	311.07	18,286,010	182.86
Sub division of shares of ₹10 each into 5 shares of ₹2 each	-	-	91,430,050	182.86
Issued during the year	-	-	64,103,545	128.21
Outstanding at end of the year	155,533,595	311.07	155,533,595	311.07

Preference shares

Particulars	March 31, 2015		March 31, 2014	
	No. of Shares	(₹ in Millions)	No. of Shares	(₹ in Millions)
At the beginning of the year	-	-	460,000	4.60
Cancelled during the year (pursuant to the scheme of arrangement)	-	-	460,000	4.60
Outstanding at end of the year	-	-	-	-

During the previous year, the Company has sub-divided equity shares having face value of ₹10 each into 5 shares having face value of ₹2 each.

During the previous year, the paid up share capital of the Company increased consequent to the issue of 28,994,852 equity shares of ₹2 each on amalgamation of Westpoint Leisure Parks Private Limited (WLPL) and 29,704,100 equity shares of ₹2 each on amalgamation of Triple A Foods Private Limited (TAF). (Refer Note 36 (a) & (b))

During the previous year, 5,404,593 equity shares of ₹2 each were issued to Arisaig Partners (Asia) Pte Ltd. A/c Arisaig India Fund Limited at ₹333.05 per share on preferential basis.

ii) **Terms/ Rights attached to Equity Shares :**

The Company has only one class of Equity Shares having par value of ₹2 per share . Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, if any.

During the year ended 31st March 2015, the amount of dividend per share recognised as distribution to equity shareholders was ₹ Nil (previous year ₹ Nil).

In the event of liquidation of the Company, holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) **Details of aggregate number of shares issued for consideration other than cash and bonus shares issued during the period of 5 years immediately preceding the reporting date**

Equity Shares allotted as	March 31, 2015	March 31, 2014
Fully paid up to the shareholders of WLPL in accordance with the composite scheme of arrangement	28,994,852	28,994,852
Fully paid up to the shareholders of TAF in accordance with the composite scheme of arrangement	29,704,100	29,704,100
Fully paid up Bonus Shares by capitalisation of General Reserve, Reserve Fund, Securities Premium and Surplus in Statement of Profit & Loss	11,430,050	11,430,050

iv) **Details of Shareholders holding more than 5% shares in the Company**

a) Equity Shares of ₹2 each fully paid up

Particulars	March 31, 2015		March 31, 2014	
	No. of Shares held	(₹ in Millions)	No. of Shares held	(₹ in Millions)
Horizon Impex Private Limited	47,285,325	30.40%	47,285,325	30.40%
Subh Ashish Exim Private Limited	33,233,707	21.37%	33,233,707	21.37%
Arisaig Partners (Asia) Pte Ltd. A/c Arisaig India Fund Limited	12,296,550	7.91%	11,565,500	7.44%
Rajiv Himatsingka Beneficial owners AKSR Corporate Advisors Private Limited,Yuthika Properties Private Limited and Rajiv Himatsingka Partners of M/s Decent Enterprises	12,060,000	7.75%	12,950,000	8.33%
Makino Holdings Limited	11,881,640	7.64%	11,881,640	7.64%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of the shares.

v) **Shares reserved for issue under options**

For details of shares reserved for issue under Employee Stock Option Plan of the Company, Refer Note 39.

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

3. Reserve and Surplus

(₹ in Millions)

		As at March 31, 2015	As at March 31, 2014
a)	**Capital Reserve**		
	Balance as per last Financial Statements	1,110.25	0.67
	Less: Adjustment pursuant to cancellation of investment in WLR (Refer Note 36 (c))	-	(41.75)
	Less: Adjustment pursuant to transfer of business to WLR (excess of assets over liabilities)(Refer Note 36 (c))	-	(157.58)
	Add : Adjustment of Minority Interest in WLPL (Refer Note 36 (a))	-	674.53
	Add : Adjustment of Minority Interest in TAF (Refer Note 36 (b))	-	629.08
	Add : Adjustment of Minority Interest in WLR (Refer Note 36 (c))	-	5.30
		1,110.25	**1,110.25**
b)	**Securities Premium Account**		
	Balance as per last financial statements	3,920.74	2,164.00
	Add: Premium on issue of Equity Shares	-	1,789.19
	Less: Expenses incurred for issue of Equity Shares	-	(32.45)
		3,920.74	**3,920.74**
c)	**Employee Stock Option Outstanding (Refer Note 39)**		
	Balance as per last financial year	4.00	-
	Add: Amortisation of expense related to options granted	17.83	4.00
	Closing Balance	**21.83**	**4.00**
d)	**Surplus/ (deficit) in the Statement of Profit and Loss**		
	Balance as per last financial statements	264.25	275.62
	Add: Profit / (Loss) for the year	(291.10)	9.53
	Less: Adjustment pursuant to the transfer of business to WLR - Profit for the period October 1, 2012 to March 31, 2013 transferred to WLR (Refer Note 36 (c))	-	(20.90)
	Less: Adjustment to written down value of assets fully depreciated pursuant to Schedule II of the Companies Act, 2013 (net of tax ₹0.001 million) (Refer Note 38)	(0.95)	-
	Net surplus/ (deficit) in the Statement of Profit and Loss	**(27.80)**	**264.25**
	Total	5,025.02	5,299.24

4. Long-term borrowings

(₹ in Millions)

	Long-term		Current Maturity of Long term Borrowings*	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Secured Loan				
Loan from Bank (Refer note i and ii below)	-	112.92	612.92	58.33
Total	-	112.92	612.92	58.33

*Amount disclosed under the head "Other Current Liabilities" (Refer Note 8)

i) During the previous year, the Company had taken a term loan of ₹175 million from Citi Bank N. A. to finance the capital expenditure. To avail this facility the Company had created i.e first pari-passu charge on present and future moveable plant, machinery and kitchen equipments that are brought in and stored in any premises of the Company including the course of delivery wherever lying and parked. The loan was disbursed in 2 tranches, first tranche of ₹45 million was drawn at an interest rate of 11.50% p.a. and the second tranche of ₹130 million was drawn at an interest rate of 11.20% p.a.. The term loan is repayable in quarterly installments over a period of 36 months.

As at March 31, 2015, the Company has not met the requirement of certain financial covenants specified under loan agreement, thereby the entire amount payable under the said arrangements of ₹112.92 million is shown as current. As at March 31, 2014, current maturity of the loan amouting to ₹58.33 million is reported in Note 8 "Other Current Liabilities".

ii) During the year, the Company has availed a loan facility of ₹750 million from HDFC Bank Ltd. to finance the capital expenditure. To avail this facility the Company has created a first pari passu charge on moveable fixed assets (present and future). The Company has drawn ₹500 million at an interest rate of 10.45% p.a under the said facility. The term loan is repayable in quarterly instalments over a period of 18 to 36 months.

As at March 31, 2015, the Company has not met the requirement of certain financial covenants specified under loan agreement, thereby the entire amount payable under the said arrangement of ₹500 million is shown as current.

5. Other long-term liabilities

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Security Deposits	-	2.20
Total	-	2.20

6. Short-term borrowings

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Secured		
Loan from Bank - Buyers' Credit (Refer note i below)	-	125.22
Loan from Bank (Refer note ii below)	200.00	200.00
Bank overdrafts (Refer note iii below)	0.08	-
Unsecured		
Bank overdrafts (Refer note iv below)	357.61	90.14
Loan from Director (Refer note v below)	171.70	-
Inter-Corporate Deposit		
West Leisure Resorts Ltd (Refer note vi below)	-	50.18
Total	729.39	465.54

i) The Company had availed of import financing facility under the buyer's credit scheme of RBI from Citibank. This facility was sanctioned upto ₹250 millions for the purpose of financing capital expenditure w.e.f 3rd October, 2012 for a period of 3 years. To avail this, the Company has hypothecated i.e. created a first pari passu charge on present & future movable plant, machinery, kitchen and other equipments that are brought in or stored in any of the premises of the Company including those in the course of transit or delivery wherever lying or parked. Further, a promissory note of ₹250 millions has been issued as a continuing security. The maximum repayment period was one year from the date of drawdown . The entire facility was repayable on demand if the bank gives 7 days notice in advance. Interest was charged @ LIBOR + 2.5% p.a. (3.06% p.a. to 3.39% p.a.) payable monthly. The entire drawdown was repaid during the year.

ii) The Company has availed a revolving short term loan facility of ₹200 million from HDFC Bank Ltd. This facility is sanctioned for the purpose of financial working capital requirements for a period of 180 days. To avail this, the Company has hypothecated i.e created a first charge on all stock and book debts and also an exclusive charge on the credit / debit card receivables to the extent of ₹400 million by way of hypothecation. Interest is charged at 10.12% - 10.15% p.a. (previous year 11.10% p.a.) and is payable monthly. The said loan is repayable on maturity.

iii) The Company has availed an overdraft facility of ₹200 million (previous year ₹200 million) with ING Vysya Bank Ltd. at an interest rate of 13.30% p.a. This overdraft facility is for financing the working capital requirement and is repayable on demand. The Company has created an exclusive charge in favour of ING Vysya Bank Ltd. on immovable fixed assets having an area of 1291.76 sq. mtrs. located at Kalamboli, Navi Mumbai. As at March 31, 2015 the Company has utilised ₹0.08 million (previous year ₹ Nil) under this facility.

iv) a) The Company has availed an overdraft facility of ₹200 million (previous year ₹100 million) with Royal Bank of Scotland with an interest rate of 10.35% p.a. (previous year 10.95% p.a.) and 18% p.a. if the facility extends beyond ₹200 million. This overdraft facility is for financing the working capital requirement and is repayable on demand. As at March 31, 2015 the Company has utilised ₹157.81 million (previous year ₹90.14 million) under this facility.

b) The Company has availed an overdraft facility of ₹200 million (previous year ₹ Nil) with Kotak Mahindra Bank Ltd. at an interest rate of 11% p.a. This overdraft facility is for financing the working capital requirement and is repayable on demand. As at March 31, 2015 the Company has utilised ₹199.80 million (previous year ₹ Nil) under this facility.

v) During the year, the Company has taken a loan from director at an interest rate of 10.50% p.a.. This loan is used for financing the working capital requirement and it is repayable on demand.

vi) The Company had taken a loan of ₹50 million at an interest rate of 10.25% p.a from Westlife Development Limited (WDL). The said loan was repayable on demand. In the previous year WDL has transferred its lending business to West Leisure Resorts Limited, consequently the said inter-corporate deposit has been transferred to West Leisure Resorts Limited. During the year, the said loan was repaid by the Company.

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

7. Trade payables

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Trade payables	593.69	590.98
Total	**593.69**	**590.98**

8. Other current liabilities

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Security deposits	4.91	4.11
Book overdrafts	105.85	104.76
Statutory dues	68.20	59.36
Liability for capital expenditure	107.69	135.30
Advance received from supplier	-	5.00
Interest accrued but not due on borrowings	13.11	9.92
Current Maturity of long term borrowings (Refer note 4)	612.92	58.33
Employee related liabilities	92.04	91.25
Other payables	33.25	73.51
Total	**1,037.97**	**541.54**

9. Short-term provisions

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Provision for employee benefits		
Provision for gratuity (Refer Note - 29)	46.74	34.11
Provision for leave benefits	14.88	13.88
Total	**61.62**	**47.99**

10. Fixed Assets and Depreciation

(₹ in millions)

	Gross Block (At cost)				Depreciation / Amortisation				Net Block	
	As at 01-04-2014	Additions / Adjustments	Deductions / Adjustments	As at 31-03-2015	As at 01-04-2014	For the year *	Deductions / Adjustments	As at 31-03-2015	As at 31-03-2015	As at 31-03-2014
TANGIBLE ASSETS										
Lease hold Land	10.50	-	-	10.50	2.01	0.17	-	2.18	8.32	8.49
	10.50	*-*	*-*	*10.50*	*1.84*	*0.17*	*-*	*2.01*	*8.49*	*8.66*
Buildings	145.55	-	(3.19)	142.36	75.98	5.26	(0.85)	80.39	61.97	69.57
	146.16	*-*	*(0.61)*	*145.55*	*70.64*	*5.50*	*(0.16)*	*75.98*	*69.57*	*75.52*
Leasehold Improvements	2,169.06	411.59	(85.18)	2,495.47	486.79	161.33	(47.78)	600.34	1,895.13	1,682.27
	1,669.82	*527.15*	*(27.91)*	*2,169.06*	*374.51*	*131.87*	*(19.59)*	*486.79*	*1,682.27*	*1,295.31*
Restaurant Equipments	2,116.84	358.41	(49.24)	2,426.01	748.71	227.25	(35.98)	939.98	1,486.03	1,368.13
	1,673.25	*473.13*	*(29.54)*	*2,116.84*	*568.21*	*203.08*	*(22.58)*	*748.71*	*1,368.13*	*1,105.04*
Furniture & Fixtures	440.94	100.84	(21.55)	520.23	191.82	52.24	(17.03)	227.03	293.20	249.12
	343.93	*102.00*	*(4.99)*	*440.94*	*145.16*	*49.96*	*(3.30)*	*191.82*	*249.12*	*198.77*
Office Equipments	25.72	2.85	(5.51)	23.06	13.79	3.75	(4.95)	12.59	10.47	11.93
	20.13	*5.61*	*(0.02)*	*25.72*	*10.56*	*3.25*	*(0.02)*	*13.79*	*11.93*	*9.57*
Computers	40.33	6.45	(0.93)	45.85	22.28	14.94	(0.75)	36.47	9.38	18.05
	35.38	*6.57*	*(1.62)*	*40.33*	*17.37*	*6.53*	*(1.62)*	*22.28*	*18.05*	*18.01*
Vehicles	48.66	16.85	(3.89)	61.62	31.72	8.04	(3.79)	35.97	25.65	16.94
	52.54	*2.87*	*(6.75)*	*48.66*	*29.96*	*8.50*	*(6.74)*	*31.72*	*16.94*	*22.58*
Sub Total	4,997.60	896.99	(169.49)	5,725.10	1,573.10	472.98	(111.13)	1,934.95	3,790.15	3,424.50
	3,951.71	*1,117.33*	*(71.44)*	*4,997.60*	*1,218.25*	*408.86*	*(54.01)*	*1,573.10*	*3,424.50*	*2,733.46*
INTANGIBLE ASSETS										
Goodwill on consolidation	465.97	-	-	465.97	-	-	-	-	465.97	465.97
	465.97	*-*	*-*	*465.97*	*-*	*-*	*-*	*-*	*465.97*	*465.97*
Initial Location & License Fee	405.24	59.42	-	464.66	84.59	22.92	-	107.51	357.15	320.65
	344.32	*60.92*	*-*	*405.24*	*64.88*	*19.71*	*-*	*84.59*	*320.65*	*279.44*
Computer Software	73.03	11.10	-	84.13	46.06	9.43	-	55.49	28.64	26.97
	49.35	*23.68*	*-*	*73.03*	*39.60*	*6.46*	*-*	*46.06*	*26.97*	*9.75*
Sub Total	944.24	70.52	-	1,014.76	130.65	32.35	-	163.00	851.76	813.59
	859.64	*84.60*	*-*	*944.24*	*104.48*	*26.17*	*-*	*130.65*	*813.59*	*755.16*
TOTAL	5,941.84	967.51	(169.49)	6,739.86	1,703.75	505.33	(111.13)	2,097.95	4,641.91	4,238.09
Previous Year	*4,811.35*	*1,201.93*	*(71.44)*	*5,941.84*	*1,322.73*	*435.03*	*(54.01)*	*1,703.75*	*4,238.09*	

(figures in italics pertain to previous year)

Notes :

The Company has created an exclusive charge in favour of ING-Vysya Bank Ltd. on immovable fixed assets having area of 1,291.76 sq.m. located at Kalamboli, Navi Mumbai. Further a promissory note of ₹70 millions (previous year ₹70 millions) has been issued as a continuing security. This charge is created to avail the facility of cash credit / short term loan or issuing letter of Credit / Letter of undertaking / Bank guarantees upto ₹70 millions (previous year ₹70 millions). Further this facility also covers hedging of foreign exchange risk or entering into forward / derivatives upto ₹20 million (previous year ₹20 million)

* During the year, the Company has revised depreciation on certain fixed assets in accordance with the requirement of Schedule II of the Companies Act, 2013. Consequently ₹0.95 million (out of the total depreciation of ₹505.33 million) has been adjusted to opening balance of retained earnings on account of assets whose useful life is already exhausted as on April 01, 2014.

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

11. Investments

(₹ in Millions)

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Non-Trade Investment				
Unquoted Investments				
a) Investments in Mutual Fund				
Face Value of ₹100 each				
Nil (Previous year 10,62,646.791) units of Birla Sunlife Floating Rate Fund Short Term plan-Growth-Regular Plan	-	-	-	181.08
4,47,546.60 (previous year Nil) units of Birla Sun Life Cash Plus-Growth-Regular Plan	-	-	100.21	-
Nil (Previous year 9,67,373.663) units of ICICI Prudential Money Market Fund-Regular Plan- Growth	-	-	-	171.32
1,715.62 (Previous year Nil) units of ICICI Prudential Liquid- Regular Plan- Growth	-	-	0.35	-
Nil (Previous year 75,85,439.377) units of HDFC liquid fund- Growth	-	-	-	191.69
1,723.31 (Previous year Nil) units of HDFC Cash Management Fund-Savings Plan- Growth	-	-	0.05	-
Face Value ₹10 each				
1,00,00,000 (Previous year 1,00,00,000) units of Birla Sunlife Fixed Term Plan-Series IU (527 days)-Growth Regular	-	100.00	100.00	-
50,00,000 (Previous year 50,00,000) units of HDFC FMP 554 Days November 2013-(1) Series 28- Regular Growth	-	50.00	50.00	-
50,00,000 (Previous year 50,00,000) units of Reliance Fixed Horizon Fund XXIV Series-22-Growth Plan	-	50.00	50.00	-
81,88,000 (previous year Nil) units of L & T Mutual Fund FMP VII(April 1124D A) Growth	97.23	-	-	-
Nil (Previous year - 66,34,071) units of ICICI Interval Fund Annual Return - Plan IV Regular Plan - Growth	-	-	-	100.00
Nil (Previous year 150,00,000) units of Birla Sunlife FTP-Series IL 368 days-Growth Regular	-	-	-	150.00
Nil (Previous Year 30,00,000) units of Birla Sunlife FTP-Series IT 367 days-Growth Regular	-	-	-	30.00
Nil (Previous year 50,00,000) units of Birla Sunlife FTP-Series IW 368 days-Growth Regular	-	-	-	50.00
Nil (Previous year 10,00,000) units of Birla Sunlife FTP-SERIES JA 366 days-Growth Regular	-	-	-	10.00
Nil (Previous year 50,00,000) units of ICICI FMP-Series 70-367 D Plan N-Regular Plan-Cumulative	-	-	-	50.00
Nil (Previous year 70,00,000) units of ICICI FMP-Series 70-369 D Plan O-Regular Plan-Cumulative	-	-	-	70.00
Nil (Previous year 20,00,000) units of ICICI FMP-Series 71-366 D Plan C-Regular Plan-Cumulative	-	-	-	20.00
Nil (Previous year 20,00,000) units of ICICI FMP-Series 71-369 D Plan F- Regular Plan-Cumulative	-	-	-	20.00
Nil (Previous year 70,00,000) units of HDFC FMP 372 Days October 2013 (1) Series 28-regular-Growth	-	-	-	70.00
Nil (Previous year 30,00,000) units of HDFC FMP 369 Days December 2013 (1) Series 29-regular-Growth	-	-	-	30.00
Nil (Previous year 20,00,000) units of HDFC FMP 371 Days December 2013 (2) Series 29-regular-Growth	-	-	-	20.00
Nil (Previous year 20,00,000) units of Reliance Fixed Horizon Fund XXV Series 2-Growth Plan-9WGP	-	-	-	20.00

11. Investments *(contd.)*

(₹ in Millions)

	Non-current		Current	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Nil (Previous year 20,00,000) units of Religare Inveso FMP-Series XXI - Plan E (370 days)-Growth	-	-	-	20.00
Nil (Previous year 50,00,000) units of IDFC Fixed Term Plan 44 Regular Plan Growth	-	-	-	50.00
Nil (Previous year 50,00,000) units of L & T FMP Series 9-Plan D	-	-	-	50.00
Nil (Previous year 10,00,000) units of L & T FMP Series 9-Plan G	-	-	-	10.00
Nil (Previous year 30,00,000) units of DWS Fixed Maturity Plan Series 43-Regular Plan Growth	-	-	-	30.00
41,90,517 (Previous year 39,69,619.59) Units of HDFC Cash Management Fund-Savings Plan - Direct Plan-Daily Dividend Reinvestment Plan	-	-	44.57	42.22
20,00,000 (previous year Nil) units of Religare Invesco FMP Series XX-Plan B (601 days) -Growth	-	-	23.13	-
40,15,526 (previous year Nil) units of IIFL Fixed Maturity Plan Series 6-Regular Growth	-	-	47.91	-
38,07,021.26 (Previous year Nil) units of L & T Short term Opportunities Fund Growth	-	-	50.90	-
88,10,000 (Previous year Nil) units of Kotak FMP Series 127- Growth	-	-	100.45	-
40,00,000 (Previous year Nil) units of Reliance Fixed Horizon Fund - XXVI - Series 28 Growth Plan	-	-	42.79	-
50,00,000 (Previous year Nil) units of Sundaram Fixed Term Plan GG 366 DAYS Regular Growth	-	-	53.42	-
13,90,579.16 (Previous year Nil) units of Birla Sunlife Short term Fund - Growth Regular Plan	-	-	72.58	-
33,36,630.66 (Previous year Nil) units of HDFC Short term Opportunities Fund - Growth	-	-	50.74	-
17,750.72 (Previous year Nil) units of Franklin India Short Term Income Plan - Retail Plan Growth	-	-	50.89	-
35,70,985.55 (Previous year Nil) units of ICICI Prudential Short term Plan- Growth Option	-	-	101.99	-
17,89,920.82 (Previous year Nil) units of IDFC - Super Saver Income Fund - Short Term - Growth- (Regular Plan)	-	-	50.92	-
1,35,81,967.15 (Previous year Nil) units of JP Morgan India Government Securities Fund - Regular Plan Growth Option	-	-	150.00	-
43,80,665.72 (Previous year Nil) units of IDFC Dynamic Bond Fund - Growth-(Regular Plan)	-	-	73.96	-
13,29,298.40 (Previous year Nil) units of Kotak Gilt-Investment Regular - Growth	-	-	63.22	-
37,24,568.31 (Previous year Nil) units of HDFC Gilt Fund- Growth	-	-	105.38	-
b) Investment in Equity Instruments				
1 (Previous year Nil) equity shares of Hawcoplast Investments & Trading Limited of ₹10/- each fully paid	-*	-	-	-
Total	**97.23**	**200.00**	**1,383.46**	**1,386.31**
* Denotes amount less than ₹1000/-				
Aggregate amount of Unquoted Investments	97.23	200.00	1,383.46	1,386.31

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

12. Deferred tax assets (Net)

(₹ in Millions)

		As at March 31, 2015	As at March 31, 2014
(A)	Deferred tax assets		
	Expenses allowable in Income Tax on payment basis	31.09	26.87
	Unabsorbed depreciation and carried forward loss*	22.09	32.91
	Total	53.18	59.78
(B)	Deferred tax liabilities		
	Fixed assets: Impact of difference between tax depreciation and depreciation charged for financial reporting	50.61	56.35
	Total	50.61	56.35
Net Deferred Tax Asset (A) - (B)		2.57	3.43

* Hardcastle Restaurants Pvt. Ltd., the company's subsidiary has carried forward unabsorbed depreciation upto March 31, 2015, deferred tax assets on unabsorbed carried forward depreciation has been recognised only to the extent of deferred tax liability. The deferred tax amounting to ₹165.99 million (previous year ₹75.85 million) as on March 31, 2015 has not been reccognised and the same will be available to offset tax on future taxable income.

13. Long-term loans and advances (Unsecured, considered good unless otherwise stated)

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Security deposits to lessors	527.71	473.45
Security deposits to others	33.97	28.58
Capital advances	14.71	11.73
Balances with Statutory/Government authorities	122.36	78.15
Advances to suppliers	3.70	3.70
Advance income tax (net of provisions)	20.94	21.82
MAT credit entitlement	28.57	28.57
Loans to others	77.59	68.67
Prepaid Expenses	4.19	5.23
Total	833.74	719.90

14. Other non-current Assets

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Deposits with banks for original maturity more than 12 months *	1.88	0.96
Total	1.88	0.96

* includes fixed deposits with lien in favour of statutory authorities ₹1.59 million (previous year ₹0.70 million)

15. Inventories (Valued at lower of cost and net realisable value)

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Food items (Includes goods in transit ₹7.75 million (Previous Year ₹2.19 million))	118.00	104.23
Paper Products (Includes goods in transit ₹ Nil (Previous Year ₹0.42 million))	43.51	40.84
Toys & Premiums	22.63	12.39
Stores, spares & Consumables (Includes goods in transit ₹ Nil (Previous year ₹0.11 million))	56.69	42.01
Total	240.83	199.47

16. Trade receivables

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
(Unsecured, considered good unless otherwise stated)		
Outstanding for a period exceeding six months from the date they are due for payment	-	1.44
Other receivables	42.37	61.48
Total	**42.37**	**62.92**

17. Cash and bank balances

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
17.1 Cash and cash equivalents		
Balances with banks:		
– On Current Accounts	11.70	14.35
– On Unpaid Dividend Account*	-	-
Cash on Hand	60.93	106.28
	72.63	**120.63**
17.2 Other bank balances		
– Deposits with original maturity of more than 12 months **	0.01	0.81
	0.01	**0.81**
Total	**72.64**	**121.44**

* Denotes amount less than ₹1,000

** includes fixed deposits with lien in favour of statutory authorities ₹ Nil (previous year ₹0.81 million)

18. Short-term loans and advances (Unsecured, considered good)

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Security deposits to lessors	6.70	9.93
Employee advances	3.14	1.82
Lease hold improvement contributions receivable	22.72	18.11
Balances with Statutory/Government Authorities	68.39	19.98
Advances to suppliers	86.01	159.09
Sundry deposits to others	0.40	5.66
Loans to others	13.08	4.69
Prepaid expenses	16.38	20.59
Total	**216.82**	**239.87**

19. Other current assets

(₹ in Millions)

	As at March 31, 2015	As at March 31, 2014
Other receivables (Unsecured, considered good)	16.26	18.62
Unamortised premium on forward contracts	-	3.70
Total	**16.26**	**22.32**

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

20. Revenue from operations (Net)

(₹ in Millions)

		For the year ended March 31, 2015	For the year ended March 31, 2014
Sale of Products (Refer note i)		7,598.41	7,332.77
Sale of Services (Refer note ii)		2.42	5.39
Other Operating Revenue (Refer note iii)		42.44	64.89
		7,643.27	**7,403.05**
i)	**Sale of Products**		
	Food	6,590.52	6,568.42
	Beverages, Desserts, Others	1,007.37	750.60
	Traded goods	0.52	13.75
		7,598.41	**7,332.77**
ii)	**Sale of Services**		
	Rent income	2.42	5.04
	Service charges	-	0.35
		2.42	**5.39**
iii)	**Other Operating Revenue**		
	Conducting Fees	2.22	3.08
	Franchising Income	5.57	7.43
	Scrap Sales	11.01	9.88
	Space Rentals	23.64	44.50
	Total	**42.44**	**64.89**

21. Other income

(₹ in Millions)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest Income		
- on Bank Deposits	0.16	0.13
- Others	2.37	0.18
Dividend Income on Current Investment	2.65	12.47
Gain on Sale of Current Investment	151.77	34.84
Compensation received for closure of a store	3.10	-
Other non-operating Income	4.69	9.40
Total	**164.74**	**57.02**

22. Cost of materials consumed

(₹ in Millions)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Stock at commencement of the year	157.46	142.15
Add: Purchases during the year	3,203.65	3,153.14
	3,361.11	3,295.29
Less: Stock at end of the year	184.14	157.46
Total	**3,176.97**	**3,137.83**

22.1 Details of materials consumed

Food	2,731.60	2,673.79
Paper	364.03	363.09
Toys & Premiums	81.34	100.95
Total	**3,176.97**	**3,137.83**

22.2 Value of imported and indigenous materials consumed:

(₹ in Millions)

	For the year ended March 31, 2015		For the year ended March 31, 2014	
Imported	70.24	2.21%	93.11	2.97%
Indigenous	3,106.73	97.79%	3,044.72	97.03%
Total	**3,176.97**	**100.00%**	**3,137.83**	**100.00%**

23. Purchase of traded goods

(₹ in Millions)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Purchases	0.52	13.67
Total	**0.52**	**13.67**

24. Employee benefits expense

(₹ in Millions)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, Wages and Bonus	892.93	791.46
Contribution to Provident Fund and other Funds	100.52	64.99
Employee stock option scheme	17.83	4.00
Gratuity Expenses (Refer Note - 29)	19.82	8.47
Staff Welfare Expenses	105.51	93.55
Total	**1,136.61**	**962.47**

25. Other expenses

(₹ in Millions)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Electricity utilities	671.30	583.86
Gas utilities	166.94	181.48
Other utilities	59.92	48.42
Conducting Charges	680.05	598.22
Advertising and Promotional Expenses	427.61	406.15
Royalty Fee	268.18	231.88
Repairs and Maintenance - Restaurant Equipments	129.83	106.08
Repairs and Maintenance - Others	98.23	86.60
Operating Supplies at Stores	124.52	108.24
Travelling Expenses	51.18	46.39
Consultancy and Professional Fees	83.22	76.24
Rent Expenses	35.54	37.17
Loss on Sale / write off of Fixed Assets	39.80	46.07
Training and Development Expenses	29.32	20.00
Telephone Expenses	20.96	15.75
Rates and Taxes	14.83	10.45
Stamp duty *	-	10.98
Insurance	8.88	7.64
CSR expenditure	4.48	-
Foreign Exchange Differences (net)	3.04	4.52
Miscellaneous Expenses	259.74	232.06
Total	**3,177.57**	**2,858.20**

* Expenses incurred on issue of shares related to scheme of amalgamation

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

26. Finance costs

(₹ in Millions)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest		
- Buyers' credit	1.92	5.40
- Inter corporate deposit	6.17	10.09
- Director's loan	8.07	
- Bank overdraft	12.73	4.80
- Term loan	63.23	9.10
- Others	1.60	-
Premium on forward exchange contracts amortised	3.72	11.19
Bank charges	4.76	5.75
Total	**102.20**	**46.33**

27. Related Party Disclosure

Names of Related Parties & Related Party Relationship with whom transactions have taken place during the year

a) Key Management Personnel:
- Mr. B.L.Jatia
- Mr. Amit Jatia
- Mrs. Smita Jatia

b) Enterprises over which Key Management Personnel or their relatives is/are able to exercise significant influence :
- Hardcastle & Waud Mfg Co. Limited
- Vishwas Investment & Trading Company Private Limited
- West Pioneer Properties (India) Private Limited
- Hardcastle Petrofer Private Limited
- Winmore Leasing & Holdings Limited
- West Leisure Resorts Limited

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

27. Related Party Disclosure *(contd.)*

Related party transactions

(₹in millions)

Particulars	Vishwas Investment & Trading Company Private Limited		West Pioneer Properties (India) Private Limited		Hardcastle Petrofer Private Limited		Hardcastle & Waud Mft. Co. Limited		West Leisure Resorts Limited		Winmore Leasing & Holdings Limited	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Rent Paid	0.20	-	-	-	-	-	2.16	4.32	-	-	0.19	0.56
Conducting Charges Paid	-	-	6.24	5.49	-	-	-	-	-	-	-	-
Electricity Charges Paid	-	-	8.88	6.61	-	-	-	-	-	-	-	-
Water Charges Paid	-	-	0.07	0.16	-	-	-	-	-	-	-	-
Maintenance Charges Paid	-	-	1.93	1.91	-	-	-	-	-	-	-	-
Gas Charges paid	-	-	0.89	0.99	-	-	-	-	-	-	-	-
Other Deposit Returned	-	-	-	-	2.00	-	-	-	-	-	-	-
Other Deposits Refund Received	-	-	-	-	-	-	1.00	-	-	-	1.50	-
Security Deposit given	-	-	4.13	-	-	-	-	-	-	-	-	-
Security Deposit Refund received	5.25	-	-	-	-	-	-	-	-	-	-	-
Intercorporate Deposit Given	-	-	-	-	-	-	-	-	-	-	-	-
Intercorporate Deposit Repayment Received	-	-	-	-	-	-	-	-	-	-	-	-
Advance Given	-	-	-	-	-	-	-	-	-	-	-	-
Advance Repayment Received	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Traded Goods	-	-	-	0.45	-	-	-	-	-	-	-	-
Reimbursement of Expenses	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Assets	-	-	-	-	-	-	-	-	-	-	-	-
Service Rendered	-	-	-	-	-	-	-	-	-	-	-	-
Interest Received	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Equity Share*	0.00	-	-	-	-	-	-	-	-	-	-	-
Allotment of Preference Shares	-	-	-	-	-	-	-	-	-	-	-	-
Interest on Inter Corporate Deposit	-	-	-	-	-	-	-	-	0.03	5.27	-	-
Other Expenses Recovered	-	-	0.60	-	-	0.01	-	-	-	-	-	-
Loan taken	-	-	-	-	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	-	-	-	-	-
Inter Corporate Deposits repaid	-	-	-	-	-	-	-	-	54.95	-	-	-
Miscellaneous Expenses Paid	-	-	-	-	-	-	-	-	-	-	-	-
Rent Income	-	-	2.00	4.32	2.54	5.04	-	-	-	-	-	-
Inter Corporate Deposits at end of year	-	-	-	-	-	-	-	-	-	54.92	-	-
Outstanding Balance Included in Other Current Liabilities	-	-	-	-	-	2.00	-	-	-	-	-	-
Outstanding Balance included in Short term Borrowings	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding Balance included in Loans and Advances	-	5.25	6.63	2.50	-	-	-	1.00	-	-	-	1.50
Outstanding Balance included in Trade Payables	-	-	-	0.75	-	-	-	-	-	-	-	-
Outstanding Balance included in Trade Receivables	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding Balance included in Other Receivables	-	-	0.48	0.24	-	-	-	-	-	-	-	-

* Denotes amount less than ₹1,000.

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

27. Related Party Disclosure *(contd.)*

Related party transactions

(₹ in Millions)

Particulars	Key Management Personnel (KMP)					
	B.L.Jatia		Amit Jatia		Smita Jatia	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Remuneration Paid*	-	-	19.71	19.71	10.60	10.66
Loan taken	373.20	-	-	-	-	-
Loan repaid	201.50	-	-	-	-	-
Interest Expense	8.07	-	-	-	-	-
Director's sitting fees	0.05	0.04	0.21	1.40	0.12	0.04
Outstanding balance included in Short term Borrowings	171.70	-	-	-	-	-
Outstanding Balance included in Other current liabilities	7.26	-	-	-	-	-
Recovery of excess managerial remuneration paid in earlier years.**	-	-	2.34	-	1.11	-

*Remuneration paid to key managerial personnel does not include provisions made for gratuity as they are determined on an actuarial basis for the Company as a whole. However this includes contribution to provident fund.

** The subsidiary Company made an application to the Central Government seeking approval for payment of Managerial Remuneration to its two whole time directors in excess of the limit specified under the Companies Act, 1956 for financial year 2011-12. The Central Government has partially approved the said application and consequently the Company has recovered the excess remuneration from its two whole time directors.

28. Derivative instruments and unhedged foreign currency exposure

a) Derivatives outstanding at the balance sheet date

(₹ in Millions)

Particulars	Purpose	As at March 31, 2015	As at March 31, 2014
Forward contract to buy Nil (previous year US $ 2.15 million)	(Hedge of foreign currency –buyers' credit)	-	138.44

b) Un-hedged Foreign Currency Exposure as at balance sheet date

(₹ in Millions)

Particulars	As at March 31, 2015	As at March 31, 2014
Import Creditors	1.04 (USD 0.02 million @ ₹62.59 per USD)	1.10 (USD 0.02million @ ₹60.10per USD) & 0.22 (GBP 0.0022million @ ₹99.85per GBP)
Advances Receivable in cash/kind	-	0.69 (USD 0.01million @ ₹60.10per USD)

29. Employee Benefits

Defined Contribution Plan

Amount recognised and included in Note 24 "Contribution to Provident Fund and other Funds" - ₹100.52 million (Previous Year ₹64.99 million).

Defined Benefit Plan

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary for each completed year of service subject to a maximum of ₹1 million. The Scheme is funded with Life Insurance Corporation in the form of a qualifying insurance policy.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet.

29. Employee Benefits *(contd.)*

I) Expenses recognised in Statement of Profit and Loss

Gratuity expense

(₹ in Millions)

Particulars	2014-15	2013-14
Current service cost	10.23	7.62
Interest cost	3.43	2.53
Expected return on plan assets	(0.30)	(0.35)
Net Actuarial (gain) or loss	6.45	(1.33)
Expense recognised in Statement of Profit & Loss	19.82	8.47
Actual return on plan assets	0.28	(0.20)

II) Amount recognised in Balance sheet

(₹ in Millions)

Particulars	2014-15	2013-14
Present value of defined benefit obligation	50.88	37.50
Fair value of plan assets	4.14	3.39
Amount recognised in Balance Sheet	**46.74**	**34.11**

III) Changes in present value of defined benefit obligation

(₹ in Millions)

Particulars	2014-15	2013-14
Opening defined benefit obligation	37.50	31.68
Interest cost	3.43	2.53
Current service cost	10.23	7.62
Benefits paid	(6.71)	(2.45)
Actuarial (gains)/losses	6.43	(1.88)
Closing defined benefit obligation	**50.88**	**37.50**

IV) Changes in fair value of plan assets

(₹ in Millions)

Particulars	2014-15	2013-14
Opening fair value of plan assets	3.39	4.04
Expected return on plan assets	0.30	0.35
Contributions by employer	4.12	2.00
Benefits paid	(3.65)	(2.45)
Actuarial gains/(losses)	(0.02)	(0.55)
Closing fair value of plan assets	**4.14**	**3.39**

The Company expects to contribute ₹2.50 million (Previous Year ₹2.80 million) to gratuity fund in the next year.

V) Major categories of plan assets as a percentage of fair value of total plan assets

Particulars	2014-15	2013-14
Insurer managed funds	49%	100%
Bank Balance with gratuity trust	51%	-

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

29. Employee Benefits *(contd.)*

VI) Acturial assumptions used in determining gratuity benefit obligations for the Company's plans

Particulars	2014-15	2013-14
Discount rate	7.99%	9.14%
Expected rate of return on assets	7.99%	8.70%
Salary escalation	7.00%	7.00%
Attrition Rate		
Crew Part time	15.00%	15.00%
Others	10.00%	10.00%
Retirement Age	58 Years	58 Years
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

The estimates of future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for current period and previous four years are as follows

(₹ in Millions)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Gratuity					
Defined benefit obligation	50.88	37.50	31.68	23.72	19.26
Plan assets	4.14	3.39	4.04	3.66	4.25
Surplus / (deficit)	(46.74)	(34.11)	(27.64)	(20.06)	(15.01)
Experience adjustments on plan liabilities (gain) / loss	2.19	2.24	(3.11)	(5.41)	(2.53)
Experience adjustments on plan assets gain / (loss)	(0.02)	(0.55)	(0.15)	(0.01)	(0.14)

30. Segment Reporting:

As the Group's main business activity primarily falls within a single business and geographical segment, there are no additional disclosures to be provided under Accounting Standard 17 – "Segment Reporting".

The Group operates McDonald's chain of restaurants in Western and Southern India and the management considers that these restaurants constitute a single business segment, since the risk and rewards from these are not different from one another.

31. Earnings Per Share:

Earnings Per Share	Current Year	Previous Year
Profit / (Loss) after tax (₹ million)	(291.10)	9.53
Weighted average number of equity shares for computing EPS		
Shares for Basic Earnings per share	1,55,533,595	1,31,149,115
Add : Potential Diluted Equity shares on account of ESOP	199,577	43,903
No of shares for Diluted Earnings per share	1,55,733,172	1,31,193,018
Earnings per share		
Nominal Value per share	2	2
Basic (in ₹)	(1.87)	0.07
Diluted (in ₹)	(1.87)	0.07

32. Contingent Liabilities not provided for in the accounts:

(₹ in Millions)

Particulars	2014-15	2013-14
Claimed against the Company not acknowledged as debts*		
Excise related matters	45.07	45.07
Sales tax / VAT related matters	938.01	653.63
	983.08	**698.70**

*Claims against the Company not acknowledged as debt:

i. The Company had preferred an appeal before the Central Excise and Service Tax Appellate Tribunal against a demand of ₹44.26 million (Previous Year: ₹44.26 million) for earlier years by the Central Excise Department on account of excise duty and penalty. Pending appeal before the Tribunal, the Company has deposited a sum of ₹1 million as pre-deposit in compliance with the order passed by the Tribunal, which has stayed the recovery of the remaining amount till the matter is finally decided.

ii. The Company had preferred an appeal before the Central Excise and Service Tax Appellate Tribunal against a demand of ₹0.49 million (Previous Year: ₹0.49 million) for earlier years by the Central Excise Department on account of excise duty and penalty. Pending appeal before the Tribunal, the Company has deposited a sum of ₹0.01 million as pre-deposit in compliance with the order passed by the Tribunal, which has stayed the recovery of the remaining amount till the matter is finally decided.

iii. The Company had preferred an appeal before the Commissioner (Appeals), Central Excise, Mumbai against demand of ₹0.32 million (Previous Year ₹0.32 million) made by the Central Excise Department on account of excise duty and penalty. The Commissioner (Appeals), Central Excise passed an order rejecting the appeal of the Company. Being aggrieved by the order of the Commissioner (Appeals), Central Excise, the Company had preferred an appeal before the Central Excise and Service Tax Appellate Tribunal. The Appellate Tribunal has granted a stay in the said appeal.

iv. The Company had preferred an appeal before the Joint Commissioner of Sales Tax (Appeal II) against a demand of ₹4.06 million (Previous Year: ₹4.06 million) as per assessment order passed by the assessing officer on account of disallowance of resale sale for the years 2003-04 and 2004-05. Pending appeal before the Commissioner of Sales tax, the Company has deposited a sum of ₹1.53 million as part payment as directed by the said authority.

v. During the previous year, the Company had received demand notices of ₹95.86 million for the years 2008-09 to 2012-13 issued by Assistant Commissioner of Commercial Taxes, Tamil Nadu towards Tamil Nadu Value Added Tax. The Company has preferred an appeal before the Appellate Deputy Commissioner against the aforesaid demand and has paid ₹49.49 million (previous year ₹35.07 million) under protest. Based on the advice of external counsel, the Company believes it has good grounds for a successful appeal. Accordingly, no provision is considered necessary in this matter.

   Further during the year, the Company has received demand notice of ₹284.38 million including penalty of ₹170.71 million for the year 2008-09 to 2012-13 from Assistant Commissioner (CT) alleging that the Company has not maintained and produced books of account for the year under assessment. The Company has preferred an appeal before the Appellate Deputy Commissioner against the aforesaid demand and paid ₹31.46 million under protest. The Company believes that it has maintained proper books of accounts and produced the same before assessing officer for the years 2008-09 to 2012-13, therefore it has good grounds for a successful appeal. Accordingly no provision is considered necessary in this matter.

vi. During the year, the Company has received a demand notice of ₹553.71 million for the period December, 2008 to October 2013 from the Deputy Commissioner of Commercial Taxes, Karnataka alleging that the Company has obtained capital goods from other states, and therefore is ineligible to continue under composition scheme as contemplated under the Karnataka Value Added Tax, 2003 and liable to pay Value Added Tax under regular rate of tax on the sales turnover. In this regard, the Company has filed two writ petitions before the High Court of Karnataka. The said petitions were admitted and the Company was granted an interim stay in both the petitions. In the process the Company has made payment of ₹37.50 million under protest. Based on the advice of external counsel, the Company believes that in both the writ petitions it has good grounds for quashing the impugned notices. Accordingly, no provision is considered necessary in this matter.

33. Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for is ₹47.43 million (Previous Year ₹71.70 million).

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

34. Service Tax on Conducting Charges

The Company had, in accordance with the advice of its lawyers, filed a petition in the Bombay High Court challenging the amendment in law pertaining to levy of service tax on renting of immovable property retrospectively from June 1, 2007. The Hon'ble Court dismissed the petition and upheld the constitutional validity of the amendment.

Against the Judgement, the Retailers Association of India (RAI) (of which the Company is a member) had, on behalf of its members, preferred an appeal in the Hon'ble Supreme Court of India (SCI). The appeal is pending disposal by the SCI. However, by an order ("the Order"), the SCI issued, inter alia, the following directions:

1) All members of RAI to deposit 50% of the arrears due for the period 1st June, 2007 through 30th September, 2011 with the concerned department in three equated instalments on or before 1st November, 2011, 1st January, 2012 and 1st March, 2012;

2) For the balance 50% of the arrears, all the members of RAI are:

   (a) To file solvent surety to the satisfaction of the jurisdictional Commissioners;

   (b) To file affidavits in the SCI, within four weeks from the date of the Order, undertaking to pay the balance arrears of service tax, stayed in terms of the Order, as may be directed by the SCI at the time of final disposal of the appeal;

3) The successful party in the appeal to be entitled to interest on the amount stayed by the SCI at such rate as may be directed by the SCI at the time of final disposal of the appeal.

   For the service tax due from 1st October, 2011, no relief in terms of injunction was granted by the SCI.

   In respect of above SCI directions, the Company had deposited 50% of the disputed amount and for the balance 50% provided solvent surety. The amount under dispute has been fully provided in books.

   The Company has commenced payment of service tax with effect from 1st October, 2011 to those parties to whom the Company has contractually agreed to pay service tax.

35. Operating Leases Disclosure

Stores and Office premises are obtained on operating leases. The rentals for some of the stores are fixed while for the others they are based on a percentage of the revenue generated by the respective store. There are no restrictions imposed by such lease arrangements. The leases are generally renewable at the option of the lessee. The lease agreements have an escalation clause and are cancellable in nature.

Operating lease payments recognised in the Statement of Profit and Loss are as follows:

(₹ in Millions)

Particulars	2014-15	2013-14
Fixed Lease payments for the year	440.85	369.36
Lease payments based on percentage of revenue	274.74	266.03
Total	**715.59**	**635.39**

Sub Leases

The Company has sub leased premises to others on operating lease. There is no escalation clause in the lease agreement and are cancellable in nature. There are no restrictions imposed by the lease arrangement.

Sub-lease payments recognised in the Statement of Profit and Loss are as follows:

(₹ in Millions)

Particulars	2014-15	2013-14
Rent based on percentage of revenue	2.22	3.08
Fixed Lease payments	2.42	5.04
Total	**4.64**	**8.12**

36. Composite Scheme of Arrangement

a) **Amalgamation of Westpoint Leisureparks Private Limited (WLPL)**

During the previous year, pursuant to the composite scheme of arrangement ('the scheme') the erstwhile WLPL has been amalgamated with WDL under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay on July 19, 2013. Consequent to the said scheme WDL has issued 28,994,852 equity shares of ₹2 each to the minority shareholders of WLPL and the excess amount of ₹674.53 million of minority interest in WLPL over the face value of the equity shares issued to them has been credited to Capital Reserve.

b) **Amalgamation of Triple A Foods Private Limited (TAF)**

During the previous year, pursuant to the composite scheme of arrangement ('the scheme"), the erstwhile TAF has been amalgamated with WDL under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay on July 19, 2013. Consequent to the said scheme WDL has issued 29,704,100 equity shares of ₹2 each to the minority shareholders of TAF and the excess amount of ₹629.08 million of minority interest in TAF over the face value of the equity shares issued to them has been credited to Capital Reserve.

c) **Demerger of Westlife Development Limited**

During the previous year, pursuant to the composite scheme of arrangement ('the scheme') under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay on July 19, 2013, the trading, lending and investment business (transferred business) is transferred to the resulting company "West Leisure Resorts Private Limited" (WLR) w.e.f. October 1, 2012 (appointed date). Accordingly the scheme has been given effect to in these accounts.

1) All the assets and liabilities of the transferred business of the Company on the appointed date have been transferred to WLR.

2) The excess of assets over liabilities relating to the transferred business amounting to ₹157.58 million have been debited to the Capital Reserve account.

3) The profit of transferred business for the period October 1, 2012 to March 31, 2013 amounting to ₹20.90 million has been deducted from the Statement of Profit and Loss account and transferred to WLR.

4) Net assets of ₹41.75 million of WLR incorporated in the Consolidated Financial Statements has been debited to Capital Reserve on account of discontinuation of WLR as a subsidiary of the Group.

5) Minority Interest of ₹5.30 million in WLR has been credited to Capital Reserve on account of discontinuation of WLR as a subsidiary of the Group.

37. Managerial Remuneration

The subsidiary company has paid managerial remuneration to its two whole-time directors, in excess of limits specified under the applicable Companies Act by ₹45.24 million for the period April 2012 to March 2015. The subsidiary company's applications for the approval of such excess remuneration to the Central Government were not allowed on technical grounds.The subsidiary company has made representations to the Central Government to reconsider its applications. Pending disposal of the representations and on the basis of advice of external legal counsel received by the subsidiary company, no adjustments have been made in the financial statements.

38. Impact of Change in accounting policies

During the year, the Company has revised depreciation rate on certain fixed assets in accordance with the requirements of Schedule II of the Companies Act, 2013. Consequently, depreciation expense for current year March 31, 2015 is higher by ₹4.48 million and ₹0.95 million has been adjusted to opening balance of retained earnings on account of assets whose useful life is already exhausted as on April 01, 2014. Had the Company continued to use the earlier depreciation rate the loss before tax for the current year would have been lower by ₹4.48 million.

39. Employee Stock Option Plan

During the year, the Company instituted employee stock option scheme for key employees and directors of the Company and its subsidiaries

a) The Company provides share-based payment schemes to its employees. During the year ended March 31, 2015, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On September 18, 2013, the board of directors approved the Equity Settled ESOP Scheme 2013 (Scheme 2013) for issue of stock options to the key employees and directors of the Company and its subsidiary company. According to the Scheme 2013, the employee selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions. The contractual life (comprising the vesting period and the exercise period) of options granted is 8.07 years. The other relevant terms of the grant are as below:

Vesting period	Grant vesting – 20% every year
Exercise period	10.01 years

Notes to the Consolidated Financial Statements for the year ended March 31, 2015

39. Employee Stock Option Plan

b) The details of the activity under the scheme are as below

Particulars	2014-15		2013-14	
	No of Shares	Weighted average excerise price	No of Shares	Weighted average excerise price
Outstanding at the beginning of the year	362,000	153.87	-	-
Granted during the year	15,000	275.00	362,000	153.87
Forfeited during the year	44,000	227.27	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	333,000	149.62	362,000	153.87
Exercisable at the end of the year	63,600	143.71	-	-
Weighted average remaining contractual life (in years)	8.07	-	9.01	-

The range of exercise prices for options outstanding at the end of the year was ₹100 to ₹300 (previous year ₹100 to ₹300).

The options were not exercised during the current and previous year, hence the weighted average share price on the date of exercise is not mentioned.

c) Effect of employee share based payment plans on the Statement of Profit and Loss and on its financial position.

(₹ in Millions)

Particulars	2014-15	2013-14
Total Employee Compensation Cost pertaining to share option plans	17.83	4.00
Liability for Employee Stock Options Outstanding at year end	21.83	4.00

d) The weighted average fair value of stock options granted during the year was ₹305 (previous year ₹382.95). The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2015	March 31, 2014
Dividend yield (%)	0%	0%
Expected volatility	0%	0%
Risk-free interest rate	8.72%	8.69%
Weighted average share price (₹)	305.00	382.95
Exercise Price (₹)	275.00	Grant -1 – 100 Grant -2 – 200 Grant-3 – 300
Expected life of options granted in years	5.00	4.60

The Company measures the cost of ESOP using the intrinsic value method. Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:

(₹ in Millions)

Particulars	March 31, 2015	March 31, 2014
Profit after tax as reported	(291.10)	9.53
Add: ESOP cost using the intrinsic value method	17.83	4.00
Less: ESOP cost using the fair value method	(21.37)	(4.85)
Proforma profit after tax	(294.64)	8.68
Earnings Per Share		
Basic		
- As reported	(1.87)	0.07
- Proforma	(1.89)	0.07
Diluted		
- As reported	(1.87)	0.07
- Proforma	(1.89)	0.07

40. Disclosure pursuant to Schedule III of the Companies Act, 2013

Name of the entity in the	2014-15				2013-14			
	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	₹ in millions	As % of consolidated profit or loss	₹ in millions	As % of consolidated net assets	₹ in millions	As % of consolidated profit or loss	₹ in millions
Parent								
Westlife Development Limited	0.97%	51.99	0.45%	(1.30)	0.90%	50.24	22.15%	2.11
Subsidiaries								
Hardcastle Restaurants Private Limited	99.03%	5,284.10	99.55%	(289.80)	99.10%	5,560.07	77.85%	7.42
TOTAL	100.00%	5,336.09	100.00%	(291.10)	100.00%	5,610.31	100.00%	9.53

41. Previous year figures

Previous year's figures have been regrouped /reclassified wherever necessary to make them comparable with current year's figures.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

per Jayesh Gandhi
Partner
Membership No. 37924

Place :- Mumbai
Date :- May 08,2015

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Independent Auditor's Report

To
The Members of **Westlife Development Limited**

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Westlife Development Limited ('the Company'), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

    (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

    (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of written representations received from the directors as on 31 March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of section 164 (2) of the Act;

(f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E

per Jayesh Gandhi
Partner
Membership Number: 37924

Place: Mumbai
Date: 8 May, 2015

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(ii) (a) The Company is engaged into trading business and due to the nature of transactions, it does not hold inventory at any point of time, accordingly, the requirements under clause 3(ii) of the Order are not applicable to the Company.

(iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.

(v) The Company has not accepted any deposits from the public.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.

(vii) (a) Undisputed statutory dues including income-tax, sales-tax, wealth-tax, service tax, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. According to the information and explanation given to us the provisions relating to employees' state insurance, provident fund, customs duty and excise duty are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth-tax, service tax, sales-tax, value added taxes, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.

(d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth and it has incurred cash losses in the current year and immediately preceding financial year.

(ix) Based on our audit procedures and as per the information and explanations given by the management, the Company has not raised any money by way of loan from any financial institution, bank or debenture holders, accordingly, the requirements under clause 3 (ix) of the Order are not applicable to the Company.

(x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

(xi) The Company did not have any term loans outstanding during the year.

(xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E

per Jayesh Gandhi
Partner
Membership Number: 37924

Place: Mumbai
Date: 8 May, 2015

Balance Sheet as at March 31, 2015

(₹)

	Note No.	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2	311,067,190	311,067,190
Reserves and surplus	3	4,460,520,763	4,444,001,608
		4,771,587,953	**4,755,068,798**
Current liabilities			
Trade payables	4	365,826	392,890
Other current liabilities	5	1,025	2,104,462
		366,851	**2,497,352**
TOTAL		**4,771,954,804**	**4,757,566,150**
ASSETS			
Non-current assets			
Fixed assets	6		
Tangible assets		1,624	7,046
Intangible assets		12,162	15,202
Non current investments	7	575,833,084	575,833,064
Deferred tax assets (net)	8	2,571,512	3,431,693
Long-term loans and advances	9	4,129,367,137	4,128,945,151
		4,707,785,519	**4,708,232,156**
Current assets			
Current investments	7	44,572,015	42,222,457
Cash and bank balances	10	581,772	612,936
Short-term loans and advances	11	253,376	2,503,377
Other current assets	12	18,762,122	3,995,224
		64,169,285	**49,333,994**
TOTAL		**4,771,954,804**	**4,757,566,150**
Summary of significant accounting policies	1.2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

For and on behalf of the Board of Directors of
Westlife Development Limited

per Jayesh Gandhi
Partner
Membership No. 37924

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Place :- Mumbai
Date :- May 08,2015

Statement of Profit and Loss for the year ended March 31, 2015

(₹)

	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from operations	13	2,931,700	19,138,656
Other income	14	2,649,558	13,996,148
Total Revenue (I)		**5,581,258**	**33,134,804**
EXPENSES			
Purchase of traded goods	15	517,055	13,668,570
Employee benefits expenses	16	-	816,754
Other expenses	17	5,478,311	19,518,843
Total (II)		**5,995,366**	**34,004,167**
Earnings before Interest, Tax, Depreciation and amortisation (EBITDA) (I) – (II)		**(414,108)**	**(869,363)**
Depreciation and amortisation expense	6	3,302	4,786
Finance cost	18	23,135	-
Profit / (Loss) before tax		**(440,545)**	**(874,149)**
Less : Tax Expenses			
Deferred tax		861,775	(2,730,204)
Tax adjustments for earlier years		-	(2,286,108)
MAT credit adjustment pursuant to scheme of arrangement (Refer Note 25)		-	2,026,515
		861,775	**(2,989,797)**
Profit / (loss) for the year		**(1,302,320)**	**2,115,648**
Earning per equity share Face value of ₹2 each (Previous year ₹2 each)	21		
Basic Earning per share (₹)		(0.01)	0.02
Diluted Earning per share (₹)		(0.01)	0.02
Summary of significant accounting policies	1.2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

per Jayesh Gandhi
Partner
Membership No. 37924

Place :- Mumbai
Date :- May 08,2015

For and on behalf of the Board of Directors of
Westlife Development Limited

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Cash flow Statement for the year ended March 31, 2015

(₹)

		For the year ended March 31, 2015	For the year ended March 31, 2014
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit / (Loss) before taxation	(440,545)	(874,149)
	Adjustments for:		
	Depreciation and amortisation	3,302	4,786
	Gain on sale of current investments	-	(109,651)
	Dividend income	(2,649,558)	(12,473,502)
	Interest income	-	(1,412,995)
	Interest expense	23,135	-
	Operating Profit before Working Capital Changes	**(3,063,666)**	**(14,865,511)**
	Movements in Working Capital		
	Decrease/ (increase) in Short term loans and advances	2,250,001	105,550
	Decrease/ (increase) in long term loans and advances	(181,625)	(231,544)
	Decrease/ (increase) in other current assets	3,058,143	23,203,977
	(Decrease)/increase in trade payables	(27,064)	(88,705)
	(Decrease)/increase in other current liabilities	(2,103,437)	6,699
	(Decrease)/increase in long term provisions	-	(194,011)
	(Decrease)/increase in short term provisions	-	(110,227)
	Cash generated from operations	**(67,648)**	**7,826,228**
	Taxes paid	(240,361)	(515,302)
	NET CASH FLOW FROM OPERATING ACTIVITIES	**(308,009)**	**7,310,926**
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of preference shares of subsidiary	-	(420,000,000)
	Purchase of equity shares of subsidiary	-	(364)
	Purchase of equity shares	(20.00)	-
	Sale of non current investments	-	110
	Sale of current investments	300,000	36,902,019
	Purchase of current investments	(2,649,558)	(76,041,967)
	Purchase of intangible assets	-	(16,243)
	Dividend income received	2,649,558	12,473,502
	Interest income received	-	1,412,995
	ICD given to subsidiary company	-	(1,860,000,000)
	Repayment received of ICD given to subsidiary	-	530,500,000
	Net cash from / (used in) Investing Activities	**299,980**	**(1,774,769,948)**

Cash flow Statement for the year ended March 31, 2015

(₹)

		For the year ended March 31, 2015	For the year ended March 31, 2014
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Expenses on issue of shares	-	(32,451,213)
	Proceeds from issue of equity shares	-	1,799,999,699
	Interest Paid	(23,135)	-
	NET CASH FLOW FROM FINANCING ACTIVITIES	**(23,135)**	**1,767,548,486**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**(31,164)**	**89,464**
	Cash & Cash Equivalents at Beginning of the Year	612,936	120,367,766
	Less : Cash & Cash equivalents transferred to WLR on demerger	-	(120,228,643)
	Add : Cash & Cash equivalents transferred from WLPL on amalgamation	-	400,893
	Add : Cash & Cash equivalents transferred from TAF on amalgamation	-	162,384
		612,936	702,400
	Cash & Cash Equivalents at End of the Year	581,772	612,936
		(31,164)	**89,464**
	Components of Cash and Cash equivalents		
	Cash on Hand	8,703	196,333
	Balances with Banks-		
	On Current Accounts	572,794	416,328
	Earmarked for specific purpose (Refer Note i below)	275	275
	Cash and Cash Equivalent in Cash Flow Statement (refer note - 10)	**581,772**	**612,936**

Note: i) These balances are not available for use by the Company as they represent unpaid dividend liabilities.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

per Jayesh Gandhi
Partner
Membership No. 37924

Place :- Mumbai
Date :- May 08,2015

For and on behalf of the Board of Directors of
Westlife Development Limited

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

Notes to the Financial Statements for the year ended March 31, 2015

1. Corporate information

Westlife Development Limited is a public limited company and having its registered office at Mumbai. The Company has interests in trading and in quick service restaurant business through its subsidiaries.

1.1. Basis of Preparation

The financial statements of the Company have been prepared and presented in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on an accrual basis. The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

1.2. Summary of significant accounting policies

(a) Change in accounting policy

I. Depreciation on fixed assets

Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013. The applicability of Schedule II has resulted in the following changes related to depreciation of fixed assets. Unless stated otherwise, the impact mentioned for the current year is likely to hold good for future years also.

Useful lives/ depreciation rates

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act 2013 prescribes useful lives for fixed assets which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, the management has re-estimated useful lives of fixed assets. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives, though these rates in certain cases are different from lives prescribed under Schedule II. However, this change in accounting policy did not have any material impact on financial statements of the Company.

II. Employee stock compensation cost

Till 27 October 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, dealt with the grant of share-based payments to employees. Among other matter, these guidelines prescribed accounting for grant of share-based payments to employees. Hence, the Company being a listed entity was required to comply with these Guidelines as well as the Guidance Note on Accounting for Employee Share-based Payments, issued by the Institute of Chartered Accountants of India (ICAI) with regard to accounting for employee share-based payments. Particularly, in case of conflict between the two requirements, the SEBI guidelines were prevailing over the ICAI Guidance Note. For example, in case of equity settled option expiring unexercised after vesting, the SEBI guidelines required expense to be reversed through the Statement of Profit and Loss whereas the reversal of expense through the Statement of Profit and Loss is prohibited under the ICAI Guidance Note. In these cases, the Company was previously complying with the requirement of SEBI guidelines.

From 28 October 2014, the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 have been replaced by the SEBI (Share Based Employee Benefits) Regulations, 2014.The new regulations don't contain any specific accounting treatment; rather, they require ICAI Guidance Note to be followed. Consequent to the application of the new regulations, the Company has changed its accounting for equity settled option expiring unexercised after vesting in line with accounting prescribed in the Guidance Note, i.e., expense is not reversed through the Statement of Profit and Loss. The management has decided to apply the revised accounting policy prospectively from the date of notification of new regulation, i.e., 28 October 2014.

Since there are no equity settled options expiring unexercised after 28 October 2014, the change in accounting policy did not have any material impact on financial statements of the Company for the current year. However due to application of the regulation, the manner of presentation of "Employee Stock Option Outstanding Account" under the head "Reserves and Surplus" has changed. The Company has changed this presentation for the current as well as previous year.

(b) Use of estimates

Preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from the estimates.

(c) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue is recognised when significant risks and rewards of ownership of goods have passed to the buyer, usually on delivery of the goods and are shown net of VAT.

Income from Services

Revenues from services are recognised pro-rata over the period of contracts as and when services are rendered or in accordance with the terms and conditions of the contracts.

Interest and Dividend Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when the Company's right to receive dividend is established by the balance sheet date.

(d) Tangible Fixed Assets and Depreciation

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on fixed assets is provided on the written down value method based on useful lives of the assets which concide with the useful lives prescribed in Schedule II of the Companies Act, 2013.

(e) Intangible Assets and amortisation

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Software is depreciated over a period of 5 years.

(f) Impairment of Fixed Assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(g) Inventory

Inventory of traded goods is valued at lower of cost and net realisable value. Cost includes all expenses incurred to bring the inventory to its present location and condition.

Cost is determined on a First-In-First-Out (FIFO) basis. Net realisable value is the estimated selling price in ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(h) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in value of the investments.

Current investments are carried at lower of cost and fair value determined on an individual investment basis.

(i) Foreign Currency Transactions

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of a transaction.

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items which are carried at fair value or other similar valuation denominated in foreign currency are reported using the exchange rates that existed when the values were determined.

iii) **Exchange Differences**

Exchange differences arising on settlement of monetary items, or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expense in the year in which they arise.

(j) **Taxation**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.

Deferred income tax reflect the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which the deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(k) **Employee Benefits**

The Company is not covered under the Payment of Gratuity Act, 1972 and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The liability towards employee benefits is provided based on contractual terms with employees, if any.

(l) **Leases**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(m) **Earnings Per Share**

Basic earnings per share is calculated by dividing net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable tax) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(n) **Provisions**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Notes to the Financial Statements for the year ended March 31, 2015

(o) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

(p) Cash & Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

(q) Segment Reporting

Identification of Segments

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Allocation of Common Costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated Items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment Accounting Policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(r) Employee stock compensation cost

The Company measure compensation cost relating to Employee Stock Option using the "intrinsic value" method. Discount on equity shares as compensation expenses under the Employee Stock Option Scheme, is amortised in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 issued by the Securities and Exchange Board of India and the Guidance Note on Accounting for Employee Share-based payments, issued by the Institute of Chartered Accountants of India

(s) Measurement of EBITDA

As permitted by the Schedule III of the Companies Act, 2013, the Company has opted to present earnings before interest, tax, depreciation and amortisation (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit from continuing operations. In its measurement, the Company does not include depreciation and amortisation expenses, finance costs and tax expense but includes other income.

Notes to the Financial Statements for the year ended March 31, 2015

2. Share capital

(₹)

	As at March 31, 2015	As at March 31, 2014
Authorised Share Capital		
160,925,000 (Previous Year 160,925,000) Equity Shares of ₹2 each.	321,850,000	321,850,000
460,000 (Previous Year 460,000) 8% Cumulative Redeeemable Preference Shares of ₹10 each	4,600,000	4,600,000
	326,450,000	**326,450,000**
Issued, Subscribed and fully Paid-up Capital		
155,533,595 (Previous Year 155,533,595) Equity Shares of ₹2 each, fully paid up	311,067,190	311,067,190
Total issued, subscribed and fully paid-up share capital	**311,067,190**	**311,067,190**

i) **Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

Equity shares:	March 31, 2015		March 31, 2014	
	No. of Shares	(₹)	No. of Shares	(₹)
At the beginning of the year	155,533,595	311,067,190	18,286,010	182,860,100
	155,533,595	311,067,190	18,286,010	182,860,100
Sub division of shares of ₹10 each into 5 shares of ₹2 each	-	-	91,430,050	182,860,100
Issued during the year	-	-	64,103,545	128,207,090
Outstanding at end of the year	155,533,595	311,067,190	155,533,595	311,067,190

Preference shares:	March 31, 2015		March 31, 2014	
	No. of Shares	(₹)	No. of Shares	(₹)
At the beginning of the year	-	-	460,000	4,600,000
Cancelled during the year (pursuant to the scheme of arrangement)	-	-	460,000	4,600,000
Outstanding at end of the year	-	-	-	-

During the previous year, the Company had sub-divided equity shares having face value of ₹10 each into 5 shares having face value of ₹2 each.

During the previous year, paid up share capital of the Company increased consequent to the issue of 28,994,852 equity shares of ₹2 each on amalgamation of Westpoint Leisureparks Private Limited (WLPL) and 29,704,100 equity shares of ₹2 each on amalgamation of Triple A Foods Private Limited (TAF). (Refer note - 25(a) and (b))

During the previous year, 5,404,593 equity shares of ₹2 each were issued to Arisaig Partners (Asia) Pte Ltd. A/c Arisaig India Fund Limited at ₹333.05 per share on preferential basis.

ii) **Terms/ Rights attached to Equity Shares :**

The Company has only one class of Equity Shares having par value of ₹2 per share . Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. Dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, if any.

During the year ended March 31, 2015, the amount of dividend per share recognised as distribution to equity shareholders was ₹ Nil (previous year ₹Nil).

In the event of liquidation of the Company, holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to the Financial Statements for the year ended March 31, 2015

iii) **Details of aggregate number of shares issued for consideration other than cash and bonus shares issued during the period of 5 years immediately preceeding the reporting date**

Equity Shares allotted as	March 31, 2015	March 31, 2014
Fully paid up to the shareholders of WLPL in accordance with the composite scheme of arrangement	28,994,852	28,994,852
Fully paid up to the shareholders of TAF in accordance with the composite scheme of arrangement	29,704,100	29,704,100
Fully paid up Bonus Shares by capitalisation of General Reserve, Reserve Fund, Securities Premium and Surplus in Statement of Profit & Loss	11,430,050	11,430,050

iv) **Details of Shareholders holding more than 5% shares in the Company**

a) Equity Shares of ₹2 each fully paid up

Particulars	March 31, 2015		March 31, 2014	
	No. of Shares held	% of shares held	No. of Shares held	% of shares held
Horizon Impex Private Limited	47,285,325	30.40%	47,285,325	30.40%
Subh Ashish Exim Private Limited	33,233,707	21.37%	33,233,707	21.37%
Arisaig Partners (Asia) Pte Ltd. A/c Arisaig India Fund Limited	12,296,550	7.91%	11,565,500	7.44%
Rajiv Himatsingka Beneficial owners AKSR Corporate Advisors Private Limited, Yuthika Properties Private Limited and Rajiv Himatsingka , Partners of M/s Decent Enterprises	12,060,000	7.75%	12,950,000	8.33%
Makino Holdings Limited	11,881,640	7.64%	11,881,640	7.64%

As per records of the Company, including register of shareholders/members and declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the shares.

v) **Shares reserved for issue under options**

For details of shares reserved for issue under the Employee Stock Option Plan of the Company, Refer Note 27

Notes to the Financial Statements for the year ended March 31, 2015

3. Reserves and surplus

(₹)

		As at March 31, 2015	As at March 31, 2014
a)	**Capital Reserve**		
	Balance as per last financial statements	(2,519,607,727)	670,000
	Less: Adjustment pursuant to transfer of business to West Leisure Resorts Pvt. Ltd. (WLR) (excess of assets over liabilities) (Refer Note 25 (c))	-	(157,578,402)
	Less: Adjustment pursuant to Amalagamation of WLPL (Refer Note 25 (a))	-	(57,958,564)
	Add: Adjustment puruant to Amalgamation of TAF (Refer Note 25 (b))	-	(2,306,408,200)
	Add: Adjustment pursuant to Amalagamation of TAF - Balance as on October 1, 2012 (Refer Note 25 (b))	-	1,667,439
		(2,519,607,727)	**(2,519,607,727)**
b)	**Securities Premium Account**		
	Balance as per last financial statements	6,981,639,673	139,900
	Add : Adjustment pursuant to Amalagamation of WLPL -Balance as on October 1, 2012 (Refer Note 25 (a))	-	2,821,210,473
	Add : Adjustment pursuant to Amalagamation of TAF -Balance as on October 1, 2012 (Refer Note 25 (b))	-	2,403,550,000
	Add: Premium on issue of Equity Shares	-	1,789,190,513
	Less: Expenses incurred for issue of Equity Shares	-	(32,451,213)
		6,981,639,673	**6,981,639,673**
c)	**Employee Stock Options Outstanding**		
	Balance as per last financial year	3,995,224	-
	Add : Amortisation of expense related to options granted	17,825,041	3,995,224
	Closing Balance	**21,820,265**	**3,995,224**
d)	**Surplus/ (deficit) in the statement of profit and loss**		
	Balance as per last financial statements	(22,025,562)	20,567,264
	Less: Adjustment to written down value of assets fully depreciated pursuant to Schedule II of the Companies Act, 2013 (net of tax ₹1594) (Refer Note 28)	(3,566)	-
	Less : Adjustment pursuant to Amalagamation of WLPL - Balance in the Statment of Profit & Loss as on October 1, 2012 (Refer Note 25 (a))	-	(26,729,150)
	Add : Adjustment pursuant to Amalagamation of WLPL - Profit for the period October 1, 2012 to March 31, 2013 (Refer Note 25 (a))	-	395,564
	Less : Adjustment pursuant to transfer of business to WLR - Profit for the period October 1, 2012 to March 31, 2013 transferred to WLR (Refer Note 25 (c))	-	(20,898,628)
	Add: Adjustment pursuant to Amalagamation of TAF. - Balance in Statement of Profit and Loss as on October 1, 2012 (Refer Note 25 (b))	-	2,431,678
	Add: Adjustment pursuant to Amalagamation of TAF. - Profit for the period October 1, 2012 to March 31, 2013 (Refer Note 25 (b))	-	92,062
	Profit / (Loss) for the year	(1,302,320)	2,115,648
	Net surplus / (deficit) in the Statement of Profit and Loss	**(23,331,448)**	**(22,025,562)**
	Total	**4,460,520,763**	**4,444,001,608**

4. Trade payables

(₹)

	As at March 31, 2015	As at March 31, 2014
Trade payables (Refer Note 26)	365,826	392,890
Total	**365,826**	**392,890**

Notes to the Financial Statements for the year ended March 31, 2015

5. Other current liabilities

(₹)

	As at March 31, 2015	As at March 31, 2014
Other Liabilities		
Security Deposits	-	2,000,000
Unpaid Dividend (Refer Note i below)	275	275
Statutory Dues Payables	750	43,250
Employee Related Expenses	-	60,937
Total	1,025	2,104,462

i) There are no amount due and outstanding to be credited to Investor Education and Protection fund as at March 31, 2015.

6. Fixed Assets

(₹)

	Gross Block				Depreciation / Amortisation				Net Block	
	As at 01-04-2014	Additions / Adjustments	Deductions / Adjustments	As at 31-03-2015	As at 01-04-2014	For the year *	Deductions / Adjustments	As at 31-03-2015	As at 31-03-2015	As at 31-03-2014
TANGIBLE ASSETS										
Office Equipments	15,250	-	-	15,250	13,364	262	-	13,626	1,624	1,886
	15,250	-	-	*15,250*	*13,059*	*305*	-	*13,364*	*1,886*	*2,191*
Computers	73,000	-	-	73,000	67,840	5,160	-	73,000	-	5,160
	73,000	-	-	*73,000*	*64,400*	*3,440*	-	*67,840*	*5,160*	*8,600*
Sub Total	**88,250**	**-**	**-**	**88,250**	**81,204**	**5,422**	**-**	**86,626**	**1,624**	**7,046**
	88,250	-	-	*88,250*	*77,459*	*3,745*	-	*81,204*	*7,046*	*10,791*
INTANGIBLE ASSETS										
Computer Software	16,243	-	-	16,243	1,041	3,040	-	4,081	12,162	15,202
	-	*16,243*	-	*16,243*	-	*1,041*	-	*1,041*	*15,202*	-
Sub Total	**16,243**	**-**	**-**	**16,243**	**1,041**	**3,040**	**-**	**4,081**	**12,162**	**15,202**
	-	*16,243*	-	*16,243*	-	*1,041*	-	*1,041*	*15,202*	-
TOTAL	**104,493**	**-**	**-**	**104,493**	**82,245**	**8,462**	**-**	**90,707**	**13,786**	**22,248**
Previous Year	*88,250*	*16,243*	-	*104,493*	*77,459*	*4,786*	-	*82,245*	*22,248*	-

(figures in italics pertain to previous year)

* During the year, the Company has revised depreciation on certain fixed assets in accordance with the requirement of Schedule II of the Companies Act, 2013. Consequently ₹3,566 (net of tax ₹1,594) has been adjusted to opening balance of retained earnings on account of assets whose useful life is already exhausted as on April 01, 2014.

7. Investment

(₹)

		Non-current		Current	
		As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
(A)	**Trade Investments (valued at cost)**				
	Unquoted Equity Instruments				
	Investments in Subsidiary Company				
	13,45,000 (Previous year 13,45,000) Cumulative Redeemable Preference Shares (CRPS) of Hardcastle Restaurants Private Limited of ₹1000/- each fully paid up*	420,927,400	420,927,400	-	-
	3,10,000 (Previous year 3,10,000) equity shares of Hardcastle Restaurants Private Limited of ₹1000/- each fully paid up $	154,905,664	154,905,664	-	-
(B)	**Non Trade Investments**				
	Unquoted				
	Investment in Equity Instruments (Valued at cost)				
	1 (Previous year Nil) equity shares of Hawcoplast Investments & Trading Limited of ₹10/- each fully paid up.	20.00	-	-	-
	Investment in Mutual Funds (Valued at cost or fair value whichever is lower)				
	41,90,517 (Previous year 39,69,619.59) Units of ₹10 each in HDFC Cash Management Fund-Savings Plan - Direct Plan- Daily Dividend Reinvestment Plan	-	-	44,572,015	42,222,457
	Total	**575,833,084**	**575,833,064**	**44,572,015**	**42,222,457**
*	During the previous year, 925,000 CRPS acquired on amalgamation amounting to ₹927,400				
$	During the previous year, 309,650 equity shares acquired on amalgamation amounting to ₹15,49,05,300				
	Aggregate amount of Unquoted Investments	575,833,084	575,833,064	44,572,015	42,222,457
	Aggregate amount of Quoted Investments	-	-	-	-

8. Deferred tax assets (Net)

(₹)

	As at March 31, 2015	As at March 31, 2014
Deferred Tax Assets		
Expenditure debited in Statement of Profit and Loss but allowed for tax purpose in future years	2,573,908	3,434,143
Deferred Tax Liabilities		
Impact of difference between tax depreciation and depreciation charged for the financial reporting	(2,396)	(2,450)
Total	**2,571,512**	**3,431,693**

Notes to the Financial Statements for the year ended March 31, 2015

9. Long-term loans and advances (Unsecured, considered good unless otherwise stated)

(₹)

	As at March 31, 2015	As at March 31, 2014
Balances with Statutory/Government authorities	663,298	481,673
Advance income tax (net of provisions)	3,703,839	3,463,478
Inter Corporate Deposits to subsidiary (Interest free) (Refer Note 20)	4,125,000,000	4,125,000,000
Total	4,129,367,137	4,128,945,151

10. Cash and bank balances

(₹)

	As at March 31, 2015	As at March 31, 2014
Cash and cash equivalents		
Balances with banks:		
– On current accounts	572,794	416,328
– Unpaid dividend account	275	275
Cash on Hand	8,703	196,333
Total	581,772	612,936

11. Short-term loans and advances (Unsecured, considered good)

(₹)

	As at March 31, 2015	As at March 31, 2014
Security deposits	-	2,500,000
Balances with Statutory/Government authorities	232,508	-
Prepaid expenses	20,868	3,377
Total	253,376	2,503,377

12. Other current assets

(₹)

	As at March 31, 2015	As at March 31, 2014
Other receivables (Unsecured, considered good) (Refer Note 20)	18,762,122	3,995,224
Total	18,762,122	3,995,224

13. Revenue from operations

(₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Sale of Traded Goods (Refer Note 13.1)	511,700	13,746,756
Sale of Services (Refer Note 13.2)	2,420,000	5,391,900
Total	**2,931,700**	**19,138,656**
13.1 Details of sale of traded goods		
Steel Products	-	429,028
Textile Materials	511,700	13,317,728
Total	**511,700**	**13,746,756**
13.2 Details of sale of services		
Rent received ((Refer Note 23 (b))	2,420,000	5,040,000
Service Charges	-	351,900
Total	**2,420,000**	**5,391,900**

14. Other income

(₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest Income		
- Others	-	3,374
Dividend Income on Current Investment (Non Trade)	2,649,558	12,473,502
Interest on Loans & Advances	-	1,409,621
Gain on sale of Current Investments	-	109,651
Total	**2,649,558**	**13,996,148**

15. Purchases of traded goods

(₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Purchases (Refer Note 15.1)	517,055	13,668,570
Total	**517,055**	**13,668,570**
15.1 Details of purchases of traded goods		
Steel Products	-	428,040
Textile Materials	517,055	13,240,530
Total	**517,055**	**13,668,570**

16. Employee benefits expense

(₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Salaries, wages and bonus	-	816,754
Total	**-**	**816,754**

Notes to the Financial Statements for the year ended March 31, 2015

17. Other expenses

(₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Rent Expenses (Refer Note 23 (a))	2,348,000	4,886,400
Payment to auditor (Refer Note 17.1)	589,783	552,860
Consultancy & Professional Fees	385,508	890,102
Printing and Stationery	468,561	702,622
Stamp Duty *	-	10,983,165
Director's Sitting Fees	1,115,000	440,000
Listing and Membership Fees	200,000	507,203
Advertisement Expenses	121,718	78,084
Insurance	91,670	146
Web Designing and Maintenance	67,229	40,392
Miscellaneous Expenses	90,842	437,869
Total	**5,478,311**	**19,518,843**

* Expenses incurred on issue of shares related to scheme of amalgamation

17.1 Payments to Auditor (excluding service tax)

Statutory Audit fees	550,000	525,000
In other capacity		
other services (certification fees)	25,000	25,000
reimbursement of expenses	14,783	2,860
Total	**589,783**	**552,860**

Note - During the previous year, an amount of ₹75,000 paid to auditors towards certification fees has been adjusted in securities premium account.

18. Finance cost

(₹)

	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest - others	23,135	-
Total	**23,135**	-

Notes to the Financial Statements for the year ended March 31, 2015

19. Segment Information

The Company has considered Business Segments as the primary segment for disclosure. Business Segments have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.

Management has identified three reportable segments namely Trading, Leasing, and Services.

Information about Primary Segment:

(₹)

Segment Revenue	Current Year	Previous Year
a) Trading	511,700	13,746,756
b) Leasing	2,420,000	5,040,000
c) Services	-	351,900
Total Revenue	**2,931,700**	**19,138,656**
Segment Results		
a) Trading	(5,355)	78,186
b) Leasing	72,000	156,000
c) Services	-	103,595
Total Segment Results	**66,645**	**337,781**
Other un-allocable expenditure net of un-allocated income	(3,133,613)	(15,098,427)
Operating Profit / (Loss)	**(3,066,968)**	**(14,760,646)**
Interst and Dividend Income	2,649,558	13,886,497
Interest Expense	(23,135)	-
Income Taxes credit / (expense)	(861,775)	2,989,797
Profit / (Loss) after Tax	**(1,302,320)**	**2,115,648**
Segment Assets		
a) Leasing	-	2,500,000
b) Unallocated Corporate Assets	4,771,954,804	4,755,066,150
Total Assets	**4,771,954,804**	**4,757,566,150**
Segment Liabilities		
a) Leasing	-	2,000,000
b) Unallocated Corporate Liabilities	366,851	497,352
Total Liabilities	**366,851**	**2,497,352**
Depreciation	8,462	4,786
Capital expenditure	-	16,243

Secondary Segment Information - Geographical Segments

Entire Business Activities being in India, hence there is only one geographical segment

Trading

The Company is engaged in the business of trading of steel, textile and other materials

Leasing

The Company provides office premises on operating lease basis.

Services

The Company is engaged in providing manpower services.

Notes to the Financial Statements for the year ended March 31, 2015

20. Related Party Disclosure

Category of related parties	Names of Parties
A Where control exists-	
Subsidiary Company	Hardcastle Restaurants Private Limited
B Others with whom transactions have taken place during the year	
1 Entities where directors have significant influence	Hardcastle & Waud Mfg Co. Limited Hardcastle Petrofer Private Limited Vishwas Investment & Trading Co. Private Limited West Pioneer Properties (India) Private Limited Winmore Leasing and Holdings Limited West Leisure Resorts Private Limited
2 Key Management Personnel (KMP)	Mr.B L Jatia (Chairman) Mr.Amit Jatia (Vice Chairman) Mrs. Smita Jatia (Director) (w.e.f. September18, 2013)

Transactions with related parties during the year

(₹)

		Current Year	Previous Year
(A)	**Transaction with Subsidiary Company**		
(i)	Inter Corporate Deposits Given		
	Hardcastle Restaurants Private Limited	-	1,860,000,000
(ii)	Investments in preference shares		
	Investments in Hardcastle Restaurants Private Limited	-	420,000,000
(iii)	Inter Corporate Deposits Repayment Received		
	Hardcastle Restaurants Private Limited	-	53,05,00,000
(iv)	Interest Received		
	Hardcastle Restaurants Private Limited	-	1,348,963
(v)	Recovery of ESOP Compensation expenses		
	Hardcastle Restaurants Private Limited	20,522,026	3,995,224
(vi)	Inter Corporate Deposits as at end of the year		
	Hardcastle Restaurants Private Limited	4,12,50,00,000	4,12,50,00,000
(vii)	Outstanding Balance Included in Other Current Assets		
	Hardcastle Restaurants Private Limited	18,762,122	3,995,224
(B)	**Transactions with enterprises under common control**		
(i)	Other Deposits Given		
	West Leisure Resorts Private Limited	-	500
(ii)	Security deposit refunded		
	Hardcastle Petrofer Private Limited	2,000,000	-
(iii)	Other Deposits Refund Received		
	West Leisure Resorts Private Limited	-	500
(iv)	Security deposit refund received		
	Hardcastle & Waud Mfg. Co. Ltd.	1,000,000	-
	Winmore Leasing and Holdings Limited	1,500,000	-
(v)	Sale of Traded Goods		
	West Pioneer Properties (India) Private Limited	-	450,480
(vi)	Purchase of Equity Shares		
	Vishwas Investment & Trading Co. Private Limited	20	-
(vii)	Rent Received		
	Hardcastle Petrofer Private Limited	2,420,000	5,040,000
(viii)	Rent Paid		
	Hardcastle & Waud Mfg Co. Limited	2,160,000	4,320,000
	Winmore Leasing and Holdings Limited	188,000	564,000

20. Related Party Disclosure *(contd.)*

(₹)

		Current Year	Previous Year
(ix)	Reimbursement of Expenses Paid		
	Hardcastle & Waud Mfg Co. Limited	-	146
(x)	Outstanding Balances Included in Other Current Liabilities		
	Hardcastle Petrofer Private Limited	-	2,000,000
(xi)	Outstanding Balances Included in Short Term Loans and Advances		
	Hardcastle & Waud Mfg Co. Limited	-	1,000,000
	Winmore Leasing and Holdings Limited	-	1,500,000
(C)	**Transactions with KMP**		
(i)	Director's sitting fees		
	Mr.B L Jatia	50,000	40,000
	Mrs. Smita Jatia	115,000	40,000
	Mr. Amit Jatia	205,000	140,000

21. Earnings Per Share:

(₹)

Earnings Per Share	Current Year	Previous Year
Profit / (Loss) after tax	(1,302,320)	2,115,648
Weighted average number of equity shares for Computing EPS		
Shares for Basic Earnings per share	155,533,595	131,149,115
Add : Potential Diluted Equity shares on account of ESOP	199,577	43,903
No of shares for Diluted Earnings per share	155,733,172	131,193,018
Earnings per share		
Nominal Value per share	2	2
Basic	(0.01)	0.02
Diluted	(0.01)	0.02

22. Contingent Liabilities

Contingent liabilities as at March 31, 2015 ₹ Nil (Previous Year ₹ Nil).

23. Operating Leases

a) Operating lease payments recognised in Statement of Profit and Loss is ₹2,348,000 (Previous Year ₹4,886,400).

b) Payments received for sub-leases recognised as Income in Statement of Profit and Loss is ₹2,420,000 (Previous Year ₹5,040,000).

c) General description of leasing arrangements:

(i) Leased Assets: Office premises taken on lease

(ii) At expiry of the lease term, the Company has an option either to return the asset or extend the term by renewing the contract.

(iii) There is no escalation clause in the lease agreement. There are no restrictions imposed by the lease arrangement.

24. Loans and advances in the nature of loans - (As required under Clause 32 of Listing Agreement) To Subsidiaries:

(₹)

Name of the Company	As at March 31 2015	Maximum Balance during the year	As at March 31 2014	Maximum Balance during the year
Hardcastle Restaurants Private Limited	4,125,000,000	4,125,000,000	4,125,000,000	4,125,000,000

Note: There is no repayment schedule in respect of the above loans

Notes to the Financial Statements for the year ended March 31, 2015

25. Composite Scheme of Arrangement

a) **Amalgamation of Westpoint Leisureparks Private Limited (WLPL)**

During the previous year, pursuant to the composite scheme of arrangement ('the scheme'), the erstwhile WLPL had been amalgamated with the Company under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay on July 19, 2013 and the assets and liabilities of WLPL were transferred and vested in the Company with effect from October 1, 2012. Accordingly, the scheme had been given effect to in these financial statements.

The operations of WLPL include carrying out the business activities of promotion, development, setting up, management of investments in and operation of quick service restaurants, hotels, resorts, leasing of immovable properties, providing human resource, investing in shares and mutual fund units, trading in goods.

The amalgamation had been accounted for under the "pooling of interest" method as prescribed by Accounting Standard-14 "Accounting for amalgamation". Accordingly, the accounting treatment had been given as under

1) The assets, liabilities, reserves and debit balance in the Statement of Profit and Loss account of WLPL as at October 1, 2012 had been incorporated at their book values in the financial statements of the Company.
2) 130,395 Equity shares of Re 1 each fully paid up of WLPL stands cancelled. Further investment in 99,000 equity shares of WLPL held by the company stands cancelled and 28,994,852 equity shares of ₹2 each of the Company had been issued to the remaining shareholders of WLPL.
3) The excess amount of ₹57,958,564 of the book value of the investment in the equity share capital of WLPL and consideration given by the Company over the face value of the cancelled shares as referred in note 2 above had been debited in Capital Reserve account.
4) The profit of WLPL for the period October 1, 2012 to March 31, 2013 amounting to ₹395,564 had been added to surplus/(deficit) in Statement of Profit and Loss.

b) **Amalgamation of Triple A Foods Private Limited (TAF)**

During the previous year, pursuant to the composite scheme of arrangement ('the scheme"), the erstwhile TAF had been amalgamated with the Company under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay on July 19, 2013 and the assets and liabilities of TAF were transferred to and vested in the Company with effect from October 1, 2012. Accordingly, the scheme had been given effect to in these financial statements.

The operations of TAF include carrying out the business activities of promotion, development, setting up, management of investments in and operation of quick service restaurants, hotels, resorts, leasing of immovable properties, providing human resource, investing in shares and mutual fund units, trading in goods.

The amalgamation had been accounted for under the "pooling of interest" method as prescribed by Accounting Standard -14 "Accounting for amalgamation". Accordingly, the accounting treatment has been given as under

1) The assets, liabilities, reserves and credit balance in the Statement of Profit and Loss of TAF as at October 1, 2012 had been incorporated at their book values in the financial statements of the Company.
2) 126,250 Equity shares of ₹1000 each fully paid up of TAF stands cancelled. Further investment in 101,000 equity shares of TAF held by WLPL stands cancelled and 29,704,100 equity shares of ₹2 each of the Company had been issued to the remaining shareholders of TAF.
3) The excess amount of ₹2,306,408,200 of the book value of the investment in the equity share capital of TAF and consideration given by the Company over the face value of the cancelled shares as referred in note 2 above had been debited in Capital Reserve account.
4) The profit of TAF for the period October 1, 2012 to March 31, 2013 amounting to ₹92,062 had been added to surplus/(deficit) in Statement of Profit and Loss.

c) **Demerger of Westlife Development Limited**

During the previous year, pursuant to the composite scheme of arrangement ('the scheme'), under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay on July 19, 2013, the trading, lending and investment business (transferred business) is transferred to the resulting company "West Leisure Resorts Private Limited" (WLR) w.e.f. October 1,2012 (appointed date). Accordingly the scheme had been given effect to in these financial statements.

1) All the assets and liabilities of the transferred business of the Company on the appointed date had been transferred to WLR.
2) Investment in 2,666,670 equity shares of WLR of ₹10 each fully paid up held by the Company stands cancelled and the excess of assets over liabilities relating to the transferred business amounting to ₹157,578,402 transferred to WLR, had been debited to the Capital Reserve account.
3) The profit of transferred business for the period October 1, 2012 to March 31, 2013 amounting to ₹20,898,628 had been adjusted in "surplus/(deficit) in Statement of Profit and Loss" and transferred to WLR.

26. There are no Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues. This information has been determined on the basis of information available with the Company.

27. Employee Stock Option Plans

a) The Company provides share-based payment schemes to its employees. During the year ended March 31, 2015, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On September 18, 2013, the board of directors approved the Equity Settled ESOP Scheme 2013 (Scheme 2013) for issue of stock options to the key employees and directors of the Company and its subsidiary company. According to the Scheme 2013, the employee selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions. The contractual life (comprising the vesting period and the exercise period) of options granted is 8.07 years. The other relevant terms of the grant are as below:

Vesting period	Grant vesting – 20% every year
Exercise period	10.01 years

b) The details of the activity under the scheme are as below

(₹)

Particulars	2014-15		2013-14	
	No of Shares	Weighted average excerise price	No of Shares	Weighted average excerise price
Outstanding at the beginning of the year	362,000	153.87	-	-
Granted during the year	15,000	275.00	362,000	153.87
Forfeited during the year	44,000	227.27	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	333,000	149.62	362,000	153.87
Exercisable at the end of the year	63,600	143.71	-	-
Weighted average remaining contractual life (in years)	8.07	-	9.01	-

The range of exercise prices for options outstanding at the end of the year was ₹100 to ₹300 (previous year ₹100 to ₹300).

The options were not exercised during the current and previous year, hence the weighted average share price on the date of exercise is not mentioned.

c) Effect of employee share based payment plans on the Statement of Profit and Loss and on its financial position.

(₹)

Particulars	2014-15	2013-14
Total Employee Compensation Cost pertaining to share option plans	-	-
Liability for Employee Stock Options Outstanding at year end	21,820,265	3,995,224

The Company has granted all of its options to the employees of its subsidiary company and the related expenses are recovered from the subsidiary company. Thus the cost included in the Statement of Profit and Loss account of the Company is ₹ Nil.

Notes to the Financial Statements for the year ended March 31, 2015

27. Employee Stock Option Plans *(contd.)*

d) The weighted average fair value of stock options granted during the year was ₹305 (previous year ₹382.95). The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	March 31, 2015	March 31, 2014
Dividend yield (%)	0%	0%
Expected volatility	0%	0%
Risk-free interest rate	8.72%	8.69%
Weighted average share price (₹)	305.00	382.95
Exercise Price (₹)	275.00	Grant -1 – 100 Grant -2 – 200 Grant-3 – 300
Expected life of options granted in years	5.00	4.60

The Company measures the cost of ESOP using the intrinsic value method. Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:

(₹)

Particulars	March 31, 2015	March 31, 2014
Profit / (Loss) after tax as reported	(1,302,320)	2,115,648
Add: ESOP cost using the intrinsic value method	17,825,041	3,995,224
Less: Recovered from subsidiary, Hardcastle Restaurants Private Limited	(17,825,041)	(3,995,224)
Less: ESOP cost using the fair value method	(21,372,009)	(4,850,302)
Add: Recovered from subsidiary, Hardcastle Restaurants Private Limited	21,372,009	4,850,302
Proforma Profit / (Loss) after tax	(1,302,320)	2,115,648
Earnings Per Share		
Basic		
- As reported	(0.01)	0.02
- Proforma	(0.01)	0.02
Diluted		
- As reported	(0.01)	0.02
- Proforma	(0.01)	0.02

28. During the year, the Company has revised depreciation rate on certain fixed assets in accordance with the requirements of Schedule II of the Companies Act, 2013. Consequently, ₹3,566 (net of tax of ₹1,594) has been adjusted to opening balance of retained earnings on account of assets whose useful life is already exhausted as on April 01, 2014.

29. Disclosure required under the Companies Act 2013

Included in loans and advances are certain inter-corporate deposits the particulars of which are disclosed below as required under the Companies Act 2013

(₹ in Millions)

Name of the loanee	Rate of Interest	Due date	Secured/ unsecured	As at March 31, 2015	As at March 31, 2014
Hardcastle Restaurants Private Limited	Interest free	29/12/2016 17/10/2017	Unsecured	2,375 1,750	2,375 1,750
				4,125	4,125

Notes to the Financial Statements for the year ended March 31, 2015

30. Promoter Group

Mr. Banwari Lal Jatia is the promoter of the Company. The persons constituting the promoter group include individuals, HUF and corporate entities. The names of these persons are: Achal Exim Private Limited, Akshay Ayush Impex Private Limited, Acacia Impex Private Limited, Anand Veena Twisters Private Limited, Concept Highland Business Private Limited, Hardcastle & Waud Mfg Co. Limited, Hardcastle Petrofer Private Limited, Hawcoplast Investments & Trading Limited, Horizon Impex Private Limited, Houghton Hardcastle (India) Limited, Hawco Lubricants Limited, Saubhagya Impex Private Limited, Shri Ambika Trading Co. Private Limited, Subh Ashish Exim Private Limited, Vandeep Tradelinks Private Limited, Vishwas Investment & Trading Co. Private Limited, Winmore Leasing & Holdings Limited, West Pioneer (India) Private Limited, West Leisure Resorts Limited, Amit BL Properties Private Limited, Ridhhika Properties Private Limited, Hardcastle Restaturants Private Limited, Makino Holdings Limited, J K Speciality Chemicals LLP, Hawco Petrofer LLP, Smt. Lalita Devi Jatia, Smt. Usha Devi Jatia, Shri. Amit Jatia, Smt. Smita Jatia, Shri. Akshay Jatia, Shri. Ayush Jatia, Shri. Anurag Jatia, Smt. Shalini Jatia, Miss Ridhika Jatia, Banwarilal Jatia – HUF, Amit Jatia – HUF and Anurag Jatia - HUF.

31. Previous year figures

Previous year's figures have been regrouped /reclassified wherever necessary to make them comparable with current year's figures.

For S R B C & CO LLP
Chartered Accountants
Firm Registration No. 324982E

per Jayesh Gandhi
Partner
Membership No. 37924

Place :- Mumbai
Date :- May 08,2015

For and on behalf of the Board of Directors of
Westlife Development Limited

Amit Jatia
Vice-Chairman

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

S. Lakshminarayanan
Chief Financial Officer

Place :- Mumbai
Date :- May 08,2015

WESTLIFE DEVELOPMENT LTD.
CIN No. : L65990MH1982PLC028593
Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013
Tel : 022-4913 5000 | Fax : 022-4913 5001
Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of Westlife Development Limited will be held at, Tower-1, 5th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 on Thursday, the 24th day of September, 2015 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
   (a) the audited financial statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and the Auditors thereon.
   (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015.
2. 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.
3. To ratify the appointment of statutory auditors made at the 31st Annual General Meeting of the Company, and to fix their remuneration.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting i.e. by 3.00 p.m. on Tuesday, 22nd September, 2015. Proxies submitted on behalf of companies, societies, etc., must be accompanied with appropriate supporting resolutions/ authority, etc., as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2015 to 24th September, 2015, both days inclusive.
3. In case of joint holders, only the member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.
4. This Notice is being sent to all members of the Company whose names appear in the Register of Members/lists of beneficiaries received from the depositories as on Friday, 21st August, 2015.
5. The entry to the meeting venue will be regulated by means of Attendance Slips. For attending the meeting, members, proxies and authorized representatives of members, as the case may be, are requested to bring the enclosed Attendance Slip completed in all respects, including Client ID and DP ID, and signed. Duplicate Attendance Slips will not be issued.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and participate on their behalf at the Meeting.
7. This Notice along with the relevant financial statements and annexures thereto are being sent in electronic mode to those members whose email addresses are registered with the depositories, unless any member has requested a physical copy of the same. Physical copies are being sent to other members. All members are requested to support the Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses as aforesaid to receive all these documents electronically from the Company, in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have also been uploaded on and are available for download from the Company's website, being www.westlife.co.in. Kindly bring your copy of the Annual Report to the meeting.
8. Rule 3 of the Companies (Management & Administration) Rules, 2014 mandates that the Register of Members of all companies should include details pertaining to e-mail address, Permanent Account Number or CIN, Unique Identification Number, if any, Father's/Mother's/Spouse's name, Occupation, Status, Nationality, in case member is a minor, name of the guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository participant.
9. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.
10. The Securities and Exchange Board of India (SEBI) has

mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to Unit: Westlife Development Ltd, Sharepro Services (India) Private Limited, 13 AB, 2nd Floor, Samhita Warehousing Complex, Sakinaka, Andheri (E), Mumbai – 400 072.

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. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2014 (date of last Annual General Meeting) on the website of the Company (www.westlife.co.in), as also on the website of the Ministry of Corporate Affairs.

13. No gifts shall be provided to members before, during or after the Annual General Meeting.

14. The Company provides its members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through remote e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions appearing below.

A. Instructions for members using remote e-voting are as under:-

i. The remote e-voting period begins on 20th September, 2015 at 9.00 a.m. and ends on 23rd September, 2015 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 19th September, 2015, may cast their vote electronically. The right of voting of the members shall be reckoned as on the cut-off date i.e. 19th September, 2015. Remote e-voting shall not be allowed beyond the said date and time.

ii. Log on to the e-voting website www.evotingindia.com

iii. Click on "Shareholders" tab.

iv. Now Enter your User ID

   a) For CDSL: 16 digits beneficiary ID,

   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. 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 https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user using the admin login and password who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding remote e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

xx. Members may alternatively cast their votes using the Ballot Form which is enclosed with this Notice, which is also available on the website of the Company. Please refer to instructions under the heading "B" below for more details.

B. Members who wish to vote using Ballot Form:

Members may fill in the Ballot Form and submit the same in a sealed envelope to the Scrutinizer, Mr Shailesh Kachalia, Practising Company Secretary, Unit: Westlife Development Ltd C/o. Sharepro Services (India) Private Limited, 13 AB, 2nd Floor, Samhita Warehousing Complex, Sakinaka, Andheri (E), Mumbai – 400 072, so as to reach there by 6.00 p.m. on 22nd September, 2015. 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. 19th September, 2015, may obtain the User ID and password in the manner as mentioned on CDSL's website i.e. www.cdslindia.com.

c. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 24th September, 2015.

d. The facility of voting through Ballot Form shall also be made available at the meeting and members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

e. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.westlife.co.in and on the website of CDSL www.cdslindia.com within two days of the passing of the resolutions at the 32nd AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.

f. Details of the person responsible to address the grievances connected with the remote e-voting are:

i) Name : Wenceslaus Furtado

ii) Designation : Dy Manager

iii) Address : Central Depository Services (India) Limited

17th floor, P J Towers, Dalal Street, Fort, Mumbai – 400001

iv) Email Id : helpdesk.evoting@cdslindia.com

v) Phone No. : 1800 200 5533

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

Name of Director : Mr Banwari Lal Jatia

Date of Birth : 08/12/1943

Date of Appointment : 24/11/2012

Expertise in Specific Functional areas : General Management

Qualifications : B.Com, LLB

Other Public Limited Companies : Hardcastle Restaurants Private in which Directorship held Limited

Hardcastle And Waud Manufacturing Company Limited

Chairman/ Member of Committees of : Hardcastle Restaurants Private Limited

Boards of other Companies

- Corporate Social Responsibility Committee – Chairperson
- Nomination and Remuneration Committee – Member

Shares held in the Company : 11 shares

Relationship with other directors : Mr Amit Jatia(son); Ms Smita Jatia (son's wife) and Mr Achal Jatia (son)

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

By Order of the Board of Directors

Sd/-

Mumbai
7th August, 2015

Dr Shatadru Sengupta
Company Secretary

westlife™

WESTLIFE DEVELOPMENT LTD.

CIN No. : L65990MH1982PLC028593

Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013

Tel : 022-4913 5000 | Fax : 022-4913 5001

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

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:....................................,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, the 24th day of September, 2015 at 3.00 p.m. at Tower-1, 5th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 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 as Director
3	Ratification of appointment of Statutory Auditors and fixing their remuneration

Signed this.................................... day of..........................2014

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.

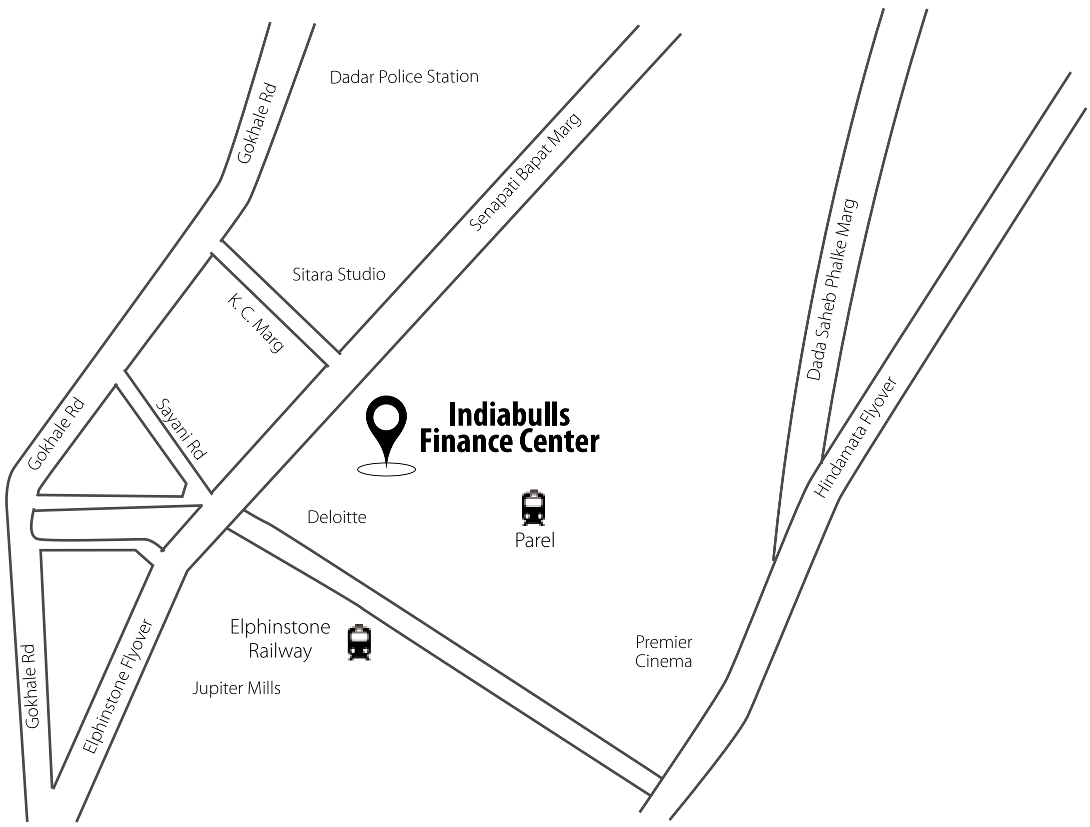
Complete particulars of the venue of the meeting are provided as follows:

Venue address: Tower-1, 5th Floor Indiabulls Finance Centre, Senapati Bapat Marg Elphinstone Road, Mumbai 400 013.

Prominent Landmarks:

1. Next to Elphinstone Road Railway Station (W).
2. On Senapati Bapat Marg, also known as Tulsi Pipe Road, next to the northern flyover thereon.

A route map for the venue is provided along with this notice and on the Company's website, being www.westlife.co.in.



WESTLIFE DEVELOPMENT LTD.
CIN No. : L65990MH1982PLC028593
Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013
Tel : 022-4913 5000 | Fax : 022-4913 5001
Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

ATTENDANCE SLIP

DP ID.. Client ID .... No. of Shares held...

Name of the Member (in BLOCK LETTERS):..

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company held at Tower-1, 5th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 on Thursday, 24th September, 2015 at 3.00 p.m.

I am : A Member / A Proxy (tick as appropriate)

....
Signature of the Proxy (Not required if the Member is attending in person)

....
Signature of the Member

NOTE:

1. Members / Proxy holders are requested to bring the Attendance Slip with them when they come to the meeting and hand it over to the representatives of the Company's Registrars and Transfer Agent for verification at the entrance of the meeting hall after completing the details of DP ID, Client ID, number of shares held and Member's name, and signing the same.

2. Members / Proxy holders attending the meeting are requested to bring their copies of the Notice of the Annual General Meeting (AGM) and Annual Report with them.

3. The electronic copy of the AGM Notice and Annual Report along with Ballot Form, Proxy Form and Attendance Slip have been sent to all members whose email address is registered with the Depository Participant except to those members who have requested physical copies of the same. Physical copies of the AGM Notice and the Annual Report have been sent to all other members in the permitted mode.

4. Members receiving the electronic copy and attending the AGM in person or by proxy are requested to print this Attendance Slip and follow the instructions at Note 1 above.

WESTLIFE DEVELOPMENT LTD.

CIN No. : L65990MH1982PLC028593
Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013
Tel : 022-4913 5000 | Fax : 022-4913 5001
Website :www.westlife.co.in | E-mail id : shatadru@westlife.co.in

FORM NO. MGT-12
POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER / BALLOT FORM

S No	Particulars	
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adopting Accounts and Reports			
2.	Reappointment of Mr Banwari Lal Jatia as Director			
3.	Ratification of appointment of Statutory Auditors and fixing their remuneration			

Place:..

Date:.. (Signature of the shareholder)

A TRISYS PRODUCT
info@trisyscom.com

westlife

Westlife Development Ltd.
1001, Tower-3, 10th Floor
Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone
Road, Mumbai – 400013
T: +91 22 49135000
F: +91 22 49135001

www.westlife.co.in