

REGISTER OF DIRECTORS AND KEY MANAGERIAL

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

Name of the Company : WESTLIFE DEVELOPMENT LIMITED

(TO BE MAINTAINED SEPARATELY FOR EACH

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

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

Any former name or surname in full : -

Father's Name : MR. BANWARI LAL JATIA

Mother's Name : MRS. USHADEVI JATIA

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

Date of birth : 11-02-1967

Residential address :

Present : AVANTI, 67-A, BHULABHAI DESAI ROAD, MUMBAI-400 026

Permanent : SAME AS ABOVE

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

Sr. No.	Name of the Company	Number of Securities	Description of Securities	Nominal Value of Securities	Date of Acquisition	Price paid for acquisition of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	WESTLIFE DEVELOPMENT LIMITED	6,30,000	EQUITY	RS. 2/-		
		580,000	Equity	RS 2/-		
2.	NOMINEE OF WESTLIFE DEVELOPMENT LIMITED IN HARDCASTLE RESTAURANT PRIVATE LIMITED					

PERSONNEL AND THEIR SHAREHOLDING

(Appointment and Qualification of Directors) Rules, 2014]

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

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

Occupation : BUSINESS

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

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

Date of cessation of office and reasons therefor : -

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

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

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

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

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

REGISTER OF DIRECTORS AND KEY MANAGERIAL

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

Name of the Company : WESTLIFE DEVELOPMENT LIMITED

(TO BE MAINTAINED SEPARATELY FOR EACH

Director Identification Number (optional for key managerial personnel) : 03165703

Present name and surname in full : Ms. SMITA JATIA (DIRECTOR)

Any former name or surname in full : Ms. SMITA TAPARIA

Father's Name : MR. BHARAT TAPARIA

Mother's Name : MRS. NEERAJA TAPARIA

Spouse's Name (if married) and Surname in Full : MR. AMIT JATIA

Date of birth : 20-05-1970

Residential address :

Present : AVANTI, 67-A, BHULABHAI DESAI ROAD, MUMBAI - 400 026

Permanent : SAME AS ABOVE

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

Sr. No.	Name of the Company	Number of Securities	Description of Securities	Nominal Value of Securities	Date of Acquisition	Price paid for acquisition of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)
1.	WESTLIFE DEVELOPMENT LIMITED	31,25,250	EQUITY	Rs. 2/-		
		11,00,000	Equity	Rs. 2/-		
2.	NOMINEE OF WESTLIFE DEVELOPMENT LIMITED IN HARCASTEE RESTAURANTS PRIVATE LIMITED	150,000	Equity	Rs. 2/-		
		18,75,249	Equity	Rs. 2/-		
3.	Westlife Development Ltd	150,000	Equity	Rs. 2/-		

PERSONNEL AND THEIR SHAREHOLDING

(Appointment and Qualification of Directors) Rules, 2014]

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

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

Occupation : BUSINESS

Date of the board resolution in which the appointment was made : 18-09-2013

Date of appointment and reappointment in the company : 18-09-2013

Date of cessation of office and reasons therefor : _____

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

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

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

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

Other consideration paid for acquisition	Date of disposal	Price received on disposal	Other consideration received on disposal	Cumulative balance and number of securities held after each transaction	Mode of acquisition of securities	Mode of holding - physical or in dematerialized form	Securities have been pledged or any encumbrance has been created
(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
				31,25,250		DEMAT	NO
	28/1/2016			20,25,250		Demat	NO
	09/02/2016			18,75,250		Demat	NO
	14/02/20			1		Demat	NO.
	9/02/20						

REGISTER OF DIRECTORS AND KEY MANAGERIAL

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

Name of the Company : WESTLIFE DEVELOPMENT LIMITED

(TO BE MAINTAINED SEPARATELY FOR EACH

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

Present name and surname in full : DR. SHATADRU SENGUPTA

Any former name or surname in full : -

Father's Name : MR. SANTOSH SENGUPTA

Mother's Name : MRS. IRA SENGUPTA

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

Date of birth : 25-09-1969

Residential address :

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

Permanent : SAME AS ABOVE

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

Sr. No.	Name of the Company	Number of Securities	Description of Securities	Nominal Value of Securities	Date of Acquisition	Price paid for acquisition of securities
(1)	(2)	(3)	(4)	(5)	(6)	(7)
	Westlife Development Ltd	2,160	Equity	Rs.2/-	28/4/16	2,16,000
		1,900	Equity	Rs.2/-	06/06/16	1,90,000
		3,800	Equity	Rs.2/-	08/06/16	3,80,000
		3,000	Equity	Rs.2/-	07/07/17	
		700	Equity	Rs.2/-	11/08/17	
		940	Equity	Rs.2/-	22/12/17	
		850	Equity	Rs.2/-	16/02/18	
		810	equity	Rs.2/-	30/06/18	
		825	equity	Rs.2/-	24/08/18	

PERSONNEL AND THEIR SHAREHOLDING

(Appointment and Qualification of Directors) Rules, 2014]

Registered office address : 1001, TOWER-C, 10TH FLOOR, INDIABULLS FINANCE CENTRE, SENAPATI BAPAT MARG, ELPHINSTON ROAD, MUMBAI-40003

DIRECTOR AND KEY MANAGERIAL PERSONNEL)

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

Occupation : SERVICE

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

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

Date of cessation of office and reasons therefor : -

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

Membership number of the Institute of Company Secretaries of India in case of Company Secretary, if applicable : F4583

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

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

Other consideration paid for acquisition	Date of disposal	Price received on disposal	Other consideration received on disposal	Cumulative balance and number of securities held after each transaction	Mode of acquisition of securities	Mode of holding - physical or in dematerialized form	Securities have been pledged or any encumbrance has been created
(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
				2,160	ESOP	Demat	No
				4,060	ESOP	Demat	No
				7,860	ESOP	Demat	No
				4,860	ESOP	Demat	No
				4,160	ESOP	Demat	No
				5,100	ESOP	Demat	No
				5,950	ESOP	Demat	No
				6,760	ESOP	Demat	No
				7,585	ESOP	Demat	No
				7,055	ESOP	Demat	No



Aim. Aspire. Accomplish

COMPLIANCE CERTIFICATE

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

To,

The Members,

Westlife Foodworld Limited

[formerly known as Westlife Development Limited]

We, MSDS & Associates, Firm of Company Secretaries in practice, have been appointed as the Secretarial Auditor vide Board resolution passed at the meeting held on 9th May 2023 by the Board of Directors of Westlife Foodworld Limited (hereinafter referred to as 'the Company'), having CIN L65990MH1982PLC028593 and having its registered office situated at 1001, Tower-3, 10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai, Mumbai City MH 400013. This certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2023.

Management Responsibility:

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

Verification:

The Company has implemented the following ESOP schemes:

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

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

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

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

Certification:

During the year under review, the transition of the Westlife Development Limited Employees Stock Option Scheme 2013 (the 'Scheme') had been approved by the Board of Directors of the Company at its meeting held on 18th May 2022 from the Scheme to the Westlife Development Limited Employee Stock Option (Trust) Scheme 2021 ('ESOS Trust Scheme 2021').

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

(i) Westlife Development Limited Employees Stock Option Scheme 2013 (the 'Scheme').

(ii) Westlife Development Limited Employee Stock Option (Trust) Scheme 2021 (The ESOS Trust Scheme 2021).

Assumption & Limitation of Scope and Review:

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

For MSDS & Associates, Company Secretaries

DIPALI
CHIRAG
SHAH

Digitally signed by
DIPALI CHIRAG SHAH
Date: 2023.08.24
11:16:10 +05'30'

Name: Dipali Shah**Designation: Partner****ACS: 25422****COP No.: 23194****Date: 24.08.2023****Place: Mumbai****UDIN: A025422E000712867**