

**WESTLIFE DEVELOPMENT LTD.**

Regd. Off.: 1001, Tower-3 10th Floor Indiabulls Finance Centre
Senapati Bapat Marg Elphinstone Road Mumbai 400 013
Tel : 022-4913 5000 Fax : 022-4913 5001
CIN No. : L65990MH1982PLC028593
Website : www.westlife.co.in | E-mail id : shatadru@westlife.co.in

POSTAL BALLOT NOTICE ("PBN")

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard-2 (SS-2) to transact the following special business by the members of Westlife Development Limited ('the Company') by passing a special resolution through Postal Ballot.

The proposed special resolution, along with explanatory statement, setting out the material facts concerning the same, are appended below and a postal ballot form is enclosed for your consideration. Mr Shailesh Kachalia, Practicing Company Secretary has been appointed by the Company to act as scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form (PBF) and the Notice, and return the completed PBF in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of working hours i.e., 5.00 p.m. on Wednesday, 20th March, 2019, being the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations 2015 and Section 108 and other applicable provisions of the Act read with related rules (including statutory modification or re-enactment thereof, for the time being in force), we are pleased to offer e-voting facility also as an alternative for our Members which would enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional and all the members (whether holding share in demat form or physical form) may vote either by completing and dispatching the postal ballot form by post or by e-voting. The Company has engaged the services of Central Depositories Services (India) Limited ('CDSL') for the purpose of providing e-voting facility to all its members. Please read carefully and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot/ e-voting will be announced on or before Friday, 22nd March, 2019 at the Registered Office of the Company. The result of the postal ballot/e-voting will be posted on the Company's website www.westlife.co.in and also will be submitted to the Central Depository Services (India) Limited (CDSL) and Bombay Stock Exchange (BSE) and Registrar and Transfer Agent (RTA). The result of the postal ballot/e-voting shall also be announced through newspaper advertisement. The date of announcement of result of postal ballot/ e-voting shall be taken to be the date of passing of the resolution.

Special Business:**Continuation of appointment of Mr Banwari Lal Jatia as a Non-Executive Director on attaining age of 75 years:**

To consider, and if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (which will be effective from 1st April, 2019) and applicable provisions of the Companies Act, 2013 read with applicable rules and regulations, approval of members of the Company be and is hereby accorded for continuation of appointment of Mr Banwari Lal Jatia (DIN: 00016823), who is past 75 years of age, as a Non-Executive Director of the Company."

**By order of the Board
For Westlife Development Limited**

Sd/-

**Dr Shatadru Sengupta
Company Secretary**

**Place: Mumbai
Date : 1st February, 2019**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts is annexed hereto. A postal ballot form is also enclosed.
2. Mr Shailesh Kachalia, Practicing Company Secretary has been appointed as a Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
3. The PBN is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, the 8th February, 2019 ("cut- off date"). Accordingly, the Members whose names appear on the Register of Members / List of Beneficial Owners received from NSDL and CDSL on 'cut- off date' will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on the cut-off date. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
5. The notice of dispatch of PBN and PBF is also being published in 'Navshakti' and 'Free Press Journal'.
6. In accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the PBN is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agents (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the PBN are being sent by permitted mode (i.e. through registered post or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
7. In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rules framed there under, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical PBF by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical PBF will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. In case a Member is desirous of obtaining a printed PBF or a duplicate, he or she may send an e-mail to rnt.helpdesk@linkintime.co.in. The Registrar and Share Transfer Agent of the Company shall forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.
10. A Member cannot exercise his / her vote through proxy on Postal Ballot.
11. Members desiring to exercise their vote by physical Postal Ballot, are requested to read carefully the instructions printed in the PBF and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 5.00 p.m. on Wednesday, 20th March, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.
12. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the members, will also be accepted. The PBF(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.
13. The PBN shall be uploaded on the Company's website viz., www.westlife.co.in and on the website of CDSL i.e. www.evotingindia.com.
14. In case of joint-holding, the PBF must be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/ her absence, by the next named member.
15. Unsigned, incomplete, improperly or incorrectly ticked PBF shall be treated as invalid.
16. The Scrutinizer will submit his report to the Chairman or any other Director of the Company, after the completion of scrutiny of the Postal Ballots (including e-voting). The result of the Postal Ballot / e-voting will be announced by the Chairman or any other Director of the Company as the case may be, on or before Friday, 22nd March, 2019 at the Registered Office of the Company and will be intimated to BSE and will also be displayed on the website of the Company i.e. www.westlife.co.in
17. Resolutions passed by the Members through Postal Ballot/e-voting shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
18. The date of declaration of results of the Postal Ballot/e-voting shall be the date on which the resolution shall be deemed to have been passed, if passed by the requisite majority.
19. All the material documents referred to in the Explanatory Statement, shall be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice.

A. Instructions for members using remote e-voting are as under:-

- i. The remote e-voting period begins on Tuesday, 19th February, 2019 at 9.00 a.m. and ends on Wednesday, 20th March, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 8th February, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
- 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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for Android based mobiles. The m-Voting app can be downloaded from Google Play store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Shareholders and custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should email a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password who would be able to link the account(s) which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding remote e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact to as per details given below:

i)	Name	:	Mr. Rakesh Dalvi
ii)	Designation	:	Manager
iii)	Address	:	Central Depository Services (India) Limited A Wing, 25 th Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013
iv)	Email Id	:	helpdesk.evoting@cdslindia.com
v)	Phone No.	:	1800225533

- xxi. Members may alternatively cast their votes using the Postal 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 Postal Ballot Form:

Members may fill in the Postal Ballot Form and submit the same in a sealed envelope to the Scrutinizer, Mr Shailesh Kachalia, Practising Company Secretary, Link Intime India Pvt Ltd, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083, so as to reach there by 5.00 p.m. on Wednesday, 20th March, 2019. 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 PBF, the votes in the remote e-voting system would be considered, and the PBF would be disregarded.

Explanatory statement setting out Material Facts pursuant to Section 102 of the Companies Act, 2013:

Pursuant to notification of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 on 9th May, 2018 vide notification no. SEBI/LAD-NRO/GN/2018/10, a new sub-regulation 17 (1A) has been inserted after regulation 17(1) in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (which shall be effective from 1st April, 2019). As a result, effective 1st April, 2019 no listed entity can appoint a person as a non-executive director of the Company or continue the appointment of / directorship of any existing non-executive director of the Company, who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr Banwari Lal Jatia has attained the age of 75 years of age and is a non-executive director of the Company, hence a special resolution is required to be passed for continuation of his directorship in the Company beyond 31.3.2019.

Mr Banwari Lal Jatia possesses over 45 years' experience in industrial, business and financial management. He is on the Board of the Company for the last 6 years and also holds directorship in various other companies.

He is regular in attendance and committed to the Board, contributing effectively during proceedings of its meetings. His guidance and advice have turned out to be beneficial to the Company, its employees, shareholders and the stakeholders at large.

In view of the above, your approval by way of special resolution is sought for continuation of appointment / directorship of Mr Banwari Lal Jatia as a non-executive director of the Company.

Requisite information about Mr Banwari Lal Jatia is as given below:

Name of Director	: Mr Banwari Lal Jatia
Date of Birth	: 08/12/1943
Date of Appointment	: 24/11/2012
Experience in specific Functional areas	: General Management
Qualifications	: B.Com, LLB
Other Public Limited companies	: Hardcastle Restaurants Pvt Ltd
In which Directorship held	: Hardcastle and Waud Manufacturing Company Ltd
Chairman/Member of Committee of	: Hardcastle Restaurants Pvt Ltd
Boards of other companies	-Corporate Social Responsibility Committee Chairperson -Nomination and Remuneration Committee Member Hardcastle and Waud Manufacturing Company -Stakeholders' Relationship Committee Member
Shares held in the Company	: 11 shares – 0.00%
Relationship with other directors	: Mr Amit Jatia (son), Ms Smita Jatia (daughter in law), Mr. Achal Jatia (son)

The Board commends the special resolution as set out herein for approval of members.

In compliance with provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, your approval is being sought for passing the special resolution as set out in this Notice.

Mr Banwari Lal Jatia, Mr Amit Jatia (son), Ms Smita Jatia (daughter in law), and Mr Achal Jatia (son) are interested in the resolution with regard to continuation of his appointment. Also his relatives and the relatives of the aforesaid individuals may be deemed to be interested to the extent of their respective shareholding, if any, in the Company.

Save and except the above, none of the other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested financially or otherwise, in the resolution.

**By order of the Board
For Westlife Development Limited**

**Place: Mumbai
Date : 1st February, 2019**

Sd/-

**Dr Shatadru Sengupta
Company Secretary**

ADDITIONAL INSTRUCTIONS FOR PHYSICAL BALLOT VOTING

1. A shareholder desiring to exercise his/her/its vote by Postal Ballot (“PB”) may complete the Postal Ballot Form (“PBF”) (a photocopy is permitted to be used for the purpose) and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing duly completed and signed PBF, if deposited in person or sent by courier at the expense of the member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of directors of the Company.
3. There will be one PBF for every folio/ client id irrespective of number of joint holders.
4. The PB shall not be exercised by a Proxy.
5. The votes should be cast either in favor or against by putting tick mark in the column provided for assent or dissent. PBF bearing tick marks in both the columns will render the form invalid.
6. Voting will be considered invalid and rejected on the grounds which shall include:
 - a. If the member's signature on PBF does not tally with the specimen signature registered with the RTA/Company.
 - b. If the member has marked all his shares both in favor and also against the resolutions.
 - c. If the PBF is unsigned.
 - d. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the name of member or number of votes or as to whether the votes are in favour or against or if the signature could not be checked on one or more of the above grounds.
7. The Scrutinizer's decision on the validity of a PBF will be final.
8. The PBF should be duly completed and signed by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature registered with the Registrar and Share Transfer Agent (RTA)/Company) by the first named shareholder and in his/her absence, by the next named shareholder. A shareholder may sign the PBF through an Attorney, in which case a copy of the Power of Attorney should be enclosed with the PBF.
9. In case of shares held by companies, trusts, societies etc. the duly completed PBF should be accompanied by a certified true copy of the relevant Board Resolution/Authority Letter.
10. Duly completed and signed PBF should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 20th March, 2019. Any PBF received after the aforesaid date will be treated as if the reply from such shareholder(s) has not been received.
11. Members are requested not to send any other paper along with the PBF in the enclosed self addressed envelope (except the Board Resolution/Authority Letter specified in instruction 9 above) as all envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
12. A member may request for a duplicate PBF, if so required, by sending an email to rnt.helpdesk@linkintime.co.in, the Registrar and Transfer Agent of the Company shall forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member. However, the duly filled in duplicate PBF should also reach to the Scrutinizer not later than the date specified in instruction 10 above.
13. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the shareholder(s) / Beneficial Owner(s) as on Friday, 8th February, 2019. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
14. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after completion of the scrutiny and the result of the voting of the Postal Ballot/E-voting will be announced on or before Friday, 22nd March, 2019 at the Registered Office of the Company. The result will thereafter also be submitted to the Stock Exchanges, hosted on the Company's website www.westlife.co.in and published in news papers for the information of the Members.
15. The date of declaration of the results through Postal Ballot/E-voting shall be taken to be the date of passing of the resolutions.
16. *Members have an option to vote either through e-voting process or PBF. If a member has opted for e-voting, then he/she should not vote by PB also and vice-versa. However in a case members who cast their vote via physical ballot and e-voting both, then voting through e-voting shall prevail and voting done by PB shall be treated as invalid.*
17. Members who hold shares in dematerialized form and opt to vote by PB are advised to get their signatures verified by their banker/depository participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker/DP and name, stamp and signature of the Manager.
18. All postal ballot forms shall be delivered on or before close of working hours i.e. 5.00 p.m. on Wednesday, 20th March, 2019 at the following address.

To,
The Scrutiniser,
Mr. Shailesh Kachalia
Practicing Company Secretary
C/o Link Intime India Private Limited.
C 101, 247 Park,
L B S Marg, Vikhroli West
Mumbai-400083
Tel.: 022 4918 6000 Fax: 022 4918 6060
Email id: rnt.helpdesk@linkintime.co.in

**WESTLIFE DEVELOPMENT LTD.**

Regd. Off.: 1001, Tower-3 • 10th Floor • Indiabulls Finance Centre •
Senapati Bapat Marg • Elphinstone Road • Mumbai 400 013
Tel.: 022-4913 5000 **Fax:** 022-4913 5001
CIN No.: L65990MH1982PLC028593
Website: www.westlife.co.in | **E-mail id:** shatadru@westlife.co.in

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by the Company)

Serial No.:

1. Name and Registered :
address of the Sole/ first
named member/
beneficial owner (in Block
Letters)
2. Name(s) of Joint holder(s), :
if any
3. Registered folio :
number/DP and Client ID
No.* (*Applicable to
investors holding shares in
dematerialized form)
4. No. of shares held :

I/we hereby exercise my/our vote(s) in respect of the Special Resolution(s) set out in the Notice dated 1st February, 2019 to be passed by means of Postal Ballot/e-voting by conveying my/ our assent/ dissent to the said resolutions by placing the tick mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Sr. No.	Brief description of the Special Resolution(s)	No. of shares held	I/We assent to the Special Resolution (For)	I/We dissent to the Special Resolution (Against)
1.	Continuation of appointment of Mr Banwari Lal Jatia as a Non-Executive Director on attaining age of 75 years.			

Email ID:

(Company may use this email id for future communication)

Mobile No.:.....

Place:.....

Date:.....

.....
(Signature of shareholder)

Electronic Voting Particulars

EVS (Electronic Voting Sequence Number)	PAN/Sequence No.
190213004	

Note: Please read the instructions printed overleaf carefully before executing your vote.