

## NOTICE

Notice is hereby given that the Thirty Ninth Annual General Meeting ('AGM') of Westlife Development Limited will be held on Thursday, the 15th day of September, 2022 at 3.00 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') 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, 2022 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, 2022.

#### 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 appoint Statutory Auditors of the Company and fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the appointment of S R B C & CO LLP (Registration No.: 324982E/E300003), Chartered Accountants, as the Statutory Auditors of the Company for a first term of 5 (Five) years, to hold office from the conclusion of the 39th Annual General Meeting (AGM) till the conclusion of the 44th AGM of the Company at a remuneration as may be agreed between the auditors and the Board of Directors of the Company, in consultation with the Audit Committee be and is hereby approved."

### SPECIAL BUSINESS:

#### 4. To confirm the appointment of Mr Akshay Jatia (DIN: 07004280), as a Whole Time Director (Executive Director) of the Company and in this regard, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(94), 196, 197 and 198 read with Schedule V of the Companies Act, 2013, the Companies (Appointment

and Qualification of Directors) Rules, 2014, Rule 2(1)k of the Companies (Specification of Definitions Details) Rules, 2014, and pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, and Article 21 of the Articles of Association of the Company, and other applicable provisions, if any, and subject to such other consents, approvals, permissions and no-objections as may be necessary, the members hereby approve the appointment of Mr Akshay Jatia (DIN: 07004280) as a Whole-Time Director (Executive Director) of the Company, for a period of 5 (five) years with effect from 16th May, 2022, liable to retire by rotation, on the following terms and conditions:-

I. The Whole Time Director (Executive Director) shall be subject to the supervision and control of the Board of Directors, and carry out such duties as may be entrusted to him by the Board of Directors, Whole Time Director(s)/Managing Director(s) and C.E.O. of the Company.

#### II. Period of appointment:-

The tenure of appointment shall be from 16th May, 2022 to 15th May, 2027, and the Whole Time Director (Executive Director) will be liable to retire by rotation.

#### III. Remuneration:-

Mr Akshay Jatia shall not be entitled to receive any remuneration from the Company in his capacity as a Whole Time Director (Executive Director).

Mr Akshay Jatia shall be entitled to receive fees for attending meetings of the Board/Committees thereof.

"RESOLVED FURTHER THAT subject to the overall superintendence, direction and control of the Board, Mr Akshay Jatia as a Whole Time Director (Executive Director) shall be responsible for the overall supervision and management of the Company's affairs including visualizing, planning and implementation of various projects and all day-to-day operational matters.

"RESOLVED FURTHER THAT all Directors and Dr Shatadru Sengupta, Company Secretary and Compliance Officer, of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Mumbai,

Maharashtra and to circulate the abstracts of the terms of appointment to the members u/s 190 of the Companies Act, 2013 and also authorised to do all such acts, deeds, things and matters as may be necessary and to execute necessary documents/ agreements/applications/ letters on behalf of the Company”.

**5. To approve the continuation of appointment of Mr P. R. Barpande as a Non-Executive Independent Director on attaining age of 75 years and in this regard, to pass 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 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 P. R. Barpande (DIN: 00016214), after attaining the age of 75 years (Date of Birth – 29th November, 1947), as a Non-Executive Independent Director of the Company.”

**6. To change the name of the Company and alteration of Memorandum of Association for change of name of the Company and in this regard, to pass the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant and subject to the provisions of Section 4(2) & (3), 13(2) of the Companies Act, 2013 read with Rules 8 and 29 of the Companies (Incorporation) Rules, 2014, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, the consent of the shareholders be and is hereby accorded to change the name of the Company from Westlife Development Limited (existing name) to Westlife Foodworld Limited - or any other name as may be approved by the Registrar of Companies (new name).

“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

‘Clause I – The name of the Company is Westlife Foodworld Limited’ - or any other name as may be approved by the Registrar of Companies.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

“RESOLVED FURTHER THAT any Directors and the Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters, things as deemed necessary and to sign and execute all necessary documents, applications and returns, e-forms and to take all such steps that may be required.”

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 5th May, 2022 and 13th January, 2021 read with Circular No. 20 dated May 5, 2020, Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
4. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG

Format) of its Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to M/s MSDS & Associates dipali@shah3ca.com with a copy marked to the Company at shatadru@westlife.co.in and also to its Registrar & Share Transfer Agent ('RTA') at instameet@linkintime.co.in

#### 5. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its RTA/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for the purpose of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration in its website at [www.linkintime.co.in](http://www.linkintime.co.in) - fill in the details and upload the required documents and submit.

OR

#### (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

6. 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.
7. 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 12th August, 2022.
8. Pursuant to Section 112 and Section 113

of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.

9. 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.
10. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 13th May, 2022, 15th January, 2021 read with Circular dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website [westlife.co.in](http://westlife.co.in); website of the Stock Exchange (BSE Limited) at [bseindia.com](http://bseindia.com) and website of the RTA at [instavote.linkintime.co.in](http://instavote.linkintime.co.in). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
11. 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.
12. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.

13. 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.
  14. 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.
  15. There is no unpaid or unclaimed dividend lying with the Company.
  16. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM has been done away with vide notification No. S.O. 1833 (E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs, Government of India. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who had been appointed at the AGM held on 20th September, 2017.
  17. No gifts shall be provided to members before, during or after the AGM.
  18. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
  20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 13th January, 2021, April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (RTA) for facilitating voting through VC, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-Voting system on the date of the AGM will be provided by the RTA.
  21. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.
  22. Voting during the AGM: Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the AGM through the e-voting system provided by the RTA on the Video Conferencing platform during the AGM.
- 23. Instructions for e-voting and joining the AGM are as follows:**
- i. The remote e-voting period begins on Monday 12th September, 2022 at 9.00 a.m. and ends on Wednesday, 14th September, 2022 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 8th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by the RTA for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Instructions for members using remote e-voting are as under:-**
- Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Upon login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on "<b>Sign Up</b>" under '<b>SHARE HOLDER</b>' tab and register with your following details: - <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> </ul> </li> </ul> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click "confirm" (Your password is now generated).</li> </ul> </li> <li>Click on 'Login' under '<b>SHARE HOLDER</b>' tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</li> <li>After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</li> <li>E-voting page will appear.6. Refer the Resolution description and cast your vote by selecting your desired option '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on '<b>Submit</b>'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</li> </ol>

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%^&\*), at least one numeral, at least one alphabet and at least one capital letter.
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".

**General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Instructions for Shareholders/Members to Attend the Annual General Meeting through VC i.e. InstaMeet:**

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

1. Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first-come-first-served basis.

Shareholders/Members are requested to participate on first-come-first-served basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first-served basis. Members can log in and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1,000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch

the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:

- a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
- b. PAN: Enter your 10 digit Permanent Account Number (PAN)
- c. Mobile No.
- d. Email ID

2. Click "Go to Meeting"

**Note:**

During the 39th AGM, Members may access the scanned copy of the Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act at the link given below:

<https://westlife.co.in/download-pdf/Investor/Compliance/Statutory%20Documents-WDL-2022.pdf>

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175 )

**Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id and mobile number at [shatadru@westlife.co.in](mailto:shatadru@westlife.co.in) upto 5.00 pm on 13th September, 2022.

In the interest of efficiency of the meeting, only the first 10 (ten) Speakers on a first-come-first-served basis will be allowed to express their views during the meeting.

Shareholders/ Members, who would like to ask questions, are urged to send in their questions in writing in advance, mentioning their name, demat account number/folio number, email id and mobile number at [shatadru@westlife.co.in](mailto:shatadru@westlife.co.in). The same will be replied to by the Company suitably.

**Note:**

Only those shareholders/members who have registered themselves as a speaker will be allowed to express their views during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow use of the camera on their device and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

**Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.



6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel : ( 022-49186175).

- 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. 8th September, 2022, may obtain the User ID and password in the manner as mentioned in the notice or can write to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
- 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. 15th September, 2022.
- d. Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.westlife.co.in](http://www.westlife.co.in) and on the website of RTA <https://instavote.linkintime.co.in> within two days of the passing of the Resolutions at the 39th AGM of the Company and communicated to the Stock Exchange (BSE Limited) where the shares of the Company are listed.

**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.

**e. Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**f. Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is Link Intime India Private Limited.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer to the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**a. Details of the person responsible to address the grievances connected with the remote e-voting are:**

- i) Name : Rajiv Ranjan
- ii) Designation : Assistant Vice President - e-Voting
- iii) Address : Link Intime India Pvt. Ltd
- iv) Email Id : [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
- v) Phone No. : +91 22 49186000 | Extn-2505

24. Details of Director retiring by rotation/seeking-confirmation of appointment/continuation of appointment at the forthcoming Annual General Meeting are furnished below:

<b>(i) Name of Director</b>	: <b>Mr Banwari Lal Jatia</b>
Date of Birth	: 08/12/1943
Date of Appointment	: 21/11/2012
Expertise in Specific Functional areas	: General Management
Qualifications	: B.Com, LLB
Other listed Companies in which Directorship held	: Hardcastle & Waud Manufacturing Company Limited
Chairman/ Member of Committees of Boards of other listed Companies Company Limited :	: Hardcastle & Waud Manufacturing Company Limited - Stakeholders and Relationship Committee - Member -Audit Committee – Member
Shares held in the Company	: 1,187 shares (0.00%)
Relationship with other directors	: Mr Amit Jatia (son); Ms Smita Jatia (daughter in law) and Mr Akshay Jatia (grandson)
<b>(ii) Name of Director</b>	: <b>Mr Akshay Jatia</b>
Date of Birth	: 14 <sup>th</sup> July, 1992
Date of appointment	: 13 <sup>th</sup> August, 2021
Expertise in Specific Functional areas	: Overall business strategy, Digital, IT and business extension
Qualifications	: Bachelor of Science with majors in Finance and International Business, Leonard N. Stern School of Business, New York University
Other listed Companies in which Directorship held	: N.A.
Chairman/ Member of Committees of Boards of other listed Companies	: N.A.
Shares held in the Company	: 1 (0.0%)
Relationship with other directors	: Mr B.L. Jatia (grandfather), Mr Amit Jatia (father) and Ms Smita Jatia (mother)
<b>(iii) Name of Director</b>	: <b>Mr Padmanabh Ramchandra Barpande</b>
Date of Birth	: 29/11/1947
Date of first Appointment on the Board	: 24/11/2012
Date of appointment on the Board as Independent Director	: 01/04/2014
Expertise in Specific Functional areas	: Finance, Accounts and Audit
Qualifications	: Chartered Accountant (FCA)
Other listed companies in which Directorship held	: Blossom Industries Limited Bristlecone India Limited Privi Speciality Chemicals India Ltd.
Chairman/Member of Committees of Boards of other listed companies	: Blossom Industries Limited - Audit Committee – Member Bristlecone India Limited - Audit Committee – Member Privi Speciality Chemicals India Ltd. - Audit Committee – Member - Stakeholder Relationship Committee –
Shares held in the Company	: Nil
Relationship with other Directors	: Nil

By Order of the Board of Directors  
For Westlife Development Limited

Sd/-

**Dr Shatadru Sengupta**  
Company Secretary

Mumbai  
28<sup>th</sup> July, 2022

## Item of Business Requiring Special Notice of the Resolution Pursuant to Section 115 of the Companies Act, 2013, Read with Rule 23 of the Companies (Management and Administration) Rules, 2014

### Item No. 3

The Statutory Auditors of the Company, B S R & Associates LLP (ICAI Registration No.: 116231W/W-100024) hold office till the conclusion of the 39th AGM of the Company. The term of their appointment comes to an end by efflux of time at the ensuing AGM. In keeping with norms of good corporate governance, the Company is rotating the statutory auditors and proposes to appoint, subject to shareholders' approval, S R B C & CO LLP (Registration No.: 324982E/E300003) as statutory auditors of the Company to hold office

for a term of 5 (five) years from the conclusion of the said AGM.

Further, the Company had received communication from S R B C & CO LLP (Registration No.: 324982E/E300003), that they are willing to be appointed as statutory auditors, and they have also provided to the Company a certificate to the effect that their appointment, if made, would be within the prescribed limits under Section 139 (1) of the Companies Act, 2013. The Board commends the resolution at this item for members' approval.

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## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 4

Mr Akshay Jatia ('Akshay') is the Chief Strategy Officer at the Company's subsidiary, Hardcastle Restaurants Pvt Ltd (HRPL) i.e. McDonald's India (West and South), leading Business Strategy, Consumer Technology and Innovation at such subsidiary. He leads the overall business strategy to build McDonald's as the eating destination of choice across platforms in West and South India.

Akshay joined HRPL / McDonald's in 2015, and over the last 7 years, has worked cross-functionally to master the nuances of strategy, operations, marketing, IT and synergized them to grow the brand and has successfully led many business-critical projects.

Akshay's McDonald's journey started at the restaurants where he spent close to a year training as a crew. Over the course of this one year, Akshay worked at the front counter, in the kitchen and managed the restaurant lobby while working both day and night shifts. During his time at the restaurant, Akshay deep-dived into the various restaurant processes, tried to understand key challenges faced by the crew and interacted with various customers to understand their preferences and behaviours. As a part of his restaurant training process, Akshay also finished Advanced Shift Management (ASM) and Shift Management Excellence (SMX) training programs. These trainings helped him gain valuable insights into performance, people and customer management.

Post a rigorous restaurant training, Akshay took on the role of General Manager – Business

Extensions and played a key role in growing and consolidating the Company's brand extensions - McDelivery, McCafé and McBreakfast.

Akshay also led the launch of the digital delivery business for McDonald's, in early 2015, when the Online Home Delivery Market in India was almost non-existent. A digital native himself, Akshay believed that the future of delivery business lay in technology and digital innovation, and he led the technology revolution at HRPL. Akshay set up a 'digital delivery' team at HRPL that comprised a group of cross-functional experts across customer insight, analytics, operations, logistics, digital marketing and technology. The team, under Akshay's leadership, worked with a vision to lead the delivery market and be a trailblazer in the segment. As a result, the McDonald's digital delivery platform was set up in 2016 – an app that has over 9 million downloads till date.

Along with setting up the own-delivery platform, Akshay also spearheaded the efforts to forge strategic alliances with third-party delivery aggregators to expand McDonald's delivery footprint. As a result, the revenues from delivery business jumped almost 11x in the last six years (Rs. 68 crore in FY 16 to Rs. 724 crore in FY 22).

During the COVID-19 pandemic, while McDelivery ensured business continuity, Akshay also led the launch of an innovative new channel – On-The-Go, that enabled customers to order food on the McDelivery app and collect it from a pre-designated spot close to the restaurant. This new format became a key growth driver during the lockdown, and grew 3 times in 3 quarters, bringing new customers into the brand fold.

Another success story for Akshay has been the new McDonald's app - a unique offer engine that uses technology to decipher customer preferences and creates personalised offers for them. The app was launched in January 2019, and has over 7.8 million downloads today, contributing healthily towards Guest Counts and frequency.

Akshay has also leveraged technology to change the way customers experienced the brand in-store. He spearheaded a project to offer customers a new McDonald's experience and thus launched the 'Experience of The Future' (EOTF) restaurants. With increased footfalls and overwhelmingly positive reviews, EOTF has now emerged as a key lever of growth for the Company.

Akshay's vision is to transform McDonald's into a brand that is equal parts food and technology. He already has a pipeline of game-changing initiatives that will re-define customer experience for QSR customers, reinforcing McDonald's leadership in the sector.

Akshay holds a Bachelor of Science degree with majors in Finance and International Business from Leonard N. Stern School of Business, New York University. In his free time, he enjoys listening to music, reading, and keeping himself fit while indulging in food. He has been recognised as the 21st century Inspirational Icon and bagged the Dedicated Stalwart Award for bringing in the tech revolution at Westlife and McDonald's.

The appointment of Mr. Akshay Jatia on the Board of Directors as a Whole Time Director (Executive Director) will result in the Company deriving benefits of his vast knowledge, skill-set and experience.

Based on the recommendation of the Nomination and Remuneration Committee vide its resolution dated 16th May, 2022, Mr Akshay Jatia (DIN: 07004280) had been appointed as a Whole Time Director (Executive Director) of the Company w.e.f. 16th May, 2022, liable to retire by rotation, pursuant to the provisions of Section 2(94), 196, 197 and 198 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Rule 2(1) k of the Companies (Specification of Definitions Details) Rules, 2014, and pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, and Article 21 of the Articles of Association of the

Company, and other applicable provisions, if any, by the Board of Directors at its meeting held on 18th May, 2022.

Except Mr B.L. Jatia (grandfather), Director, Mr Amit Jatia (father), Director and Chief Executive Officer and Ms Smita Jatia (mother), Director, of the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in this item of business.

The Board commends the resolution for members' approval.

### **Item No. 5**

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. 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 P.R. Barpande will attain the age of 75 years on 29th November, 2022 and is a Non-Executive Independent Director of the Company, hence a special resolution is required to be passed for continuation of his directorship in the Company beyond 29.11.2022.

Mr P.R. Barpande possesses over 30 years' experience in the areas of Finance, Accounts and Audit. He is on the Board of the Company for the last 9 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 and those of its Committees. 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 P.R. Barpande as a Non-Executive Independent Director of the Company.

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

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.

### **Item No. 6**

The Board of Directors of the Company had, in its meeting held on 28th July, 2022 approved the proposal of change of name of the Company from Westlife Development Limited to the new name Westlife Foodworld Limited, or any other name as may be approved by the Registrar of Companies. The Company's wholly-owned subsidiary had, from inception, been engaged right from 1996, in the food services business i.e. quick service restaurants or QSR sector. To align and harmonize the Company's name more closely with the nature of such subsidiary's business activities i.e. food, the Board had approved the aforesaid proposal.

As a result of the change in the name, Clause I of the Memorandum of Association and Name in the Articles of Association of the Company are also required to be suitably amended.

For the aforesaid purpose in compliance with the provisions of Regulation 45 of the SEBI (LODR) Regulations, 2015 ('the Regulations'), a Certificate has been issued by the practicing Chartered Accountant certifying that the conditions mentioned in Regulation 45 (1) of the Regulations has been complied with – enclosed with this Notice.

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.

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

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

Sd/-  
**Dr Shatadru Sengupta**  
Company Secretary

Place: Mumbai  
Date: 28<sup>th</sup> July, 2022

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**RAJESH TIWARI**  
Chartered Accountant

30, Chandresh Kaveri Building, Lodha  
Heaven, Palava City, Dombivli East  
421204, Thane, Maharashtra  
E mail :[tiwarirajeshp@gmail.com](mailto:tiwarirajeshp@gmail.com)  
Office No: 9004054208

**CERTIFICATE**

**To Whomsoever It May Concern**

**Re: Westlife Development Limited, a company listed on the BSE (Scrip Code : 505533)**  
**("the Company")**

Pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("the Listing Regulations"), in respect of the proposal by the Company to change the name of the Company to Westlife Foodworld Limited or to Westlife Brands Limited, I hereby certify that, in either case, the Company is in compliance with the conditions set out in Regulation 45(1) of the Listing Regulations.

Rajesh Tiwari  
Chartered Accountant  
Membership No: 128959  
UDIN: 22128959ANPRAG8670  
Place: Mumbai  
Date : 26<sup>th</sup> July, 2022





