

**WESTLIFE DEVELOPMENT LTD.**

Regd. Off.: 1001, Tower-3 • 10th Floor • One International Center •
Senapati Bapat Marg • Prabhadevi • 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

**Declaration of Results of voting in relation to the 39th Annual General Meeting (AGM)
of the Company held on 15th September, 2022**

(Consolidated Results of remote e-voting and e-voting during the AGM)

In terms of the applicable provisions of the Companies Act, 2013, Rules made thereunder, Secretarial Standard-2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended remote e-voting facility and e-voting to its members to vote on all the resolutions which were proposed at the 39th Annual General Meeting (AGM) of the Company held on Thursday, the 15th September, 2022 at 3.00 p.m. through Video Conferencing.

The Company had appointed MSDS & Associates, Practicing Company Secretaries as Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting during the AGM for the aforementioned AGM.

The Scrutinizer has submitted their Report after scrutiny of the remote e-voting and e-voting during the AGM.

On the basis of the above Report, it is hereby declared that all the resolutions as stated in the Notice of the 39th AGM have been duly passed with the requisite majority as per the following details:

Sr. No.	Resolution	Number of Votes (Shares)			Passed as Ordinary/Special Resolution
		Favour	Against	Abstain/Invalid	
1.	Adoption of : a. the audited financial statements of the Company for the financial year ended 31 st 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 31 st March, 2022.	13,05,91,820	0	59,19,837	Ordinary
	Percentage (%)	100	0	-	-

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2.	Appointment of Mr Banwari Lal Jatia, Director (DIN: 00016823), who retires by rotation.	13,46,69,030	17,91,410	50,030	Ordinary
	Percentage (%)	98.687	1.312	-	-
3.	Appointment of Statutory Auditors of the Company and fix their remuneration.	13,40,19,239	24,92,392	26	Ordinary
	Percentage (%)	98.174	1.826	-	-
4.	Confirmation of appointment of Mr Akshay Jatia [DIN: 07004280] as a Whole Time Director (Executive Director) of the Company.	11,95,64,754	1,68,95,686	51,217	Ordinary
	Percentage (%)	87.623	12.377	-	-
5.	Approval of continuation of appointment of Mr P. R Barpande as a Non-Executive Independent Director on attaining age of 75 years.	13,38,55,511	26,56,120	26	Special
	Percentage (%)	98.054	1.946	-	-
6.	Approval for change the name of the Company and alteration of Memorandum of Association for change of name of the Company.	13,65,11,631	0	26	Special
	Percentage (%)	100	0	-	-

The Scrutinizer's Report is annexed herewith.

For **Westlife Development Limited**

Dr. Shatadru Sengupta
Company Secretary and Compliance Officer
Place: Mumbai
Date : 16th September, 2022

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Dr. Shatadru Sengupta,
Company Secretary and Compliance Officer,
Westlife Development Limited ('the Company')
1001, Tower-3, 10th Floor, One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai – 400013.

Consolidated Scrutinizer's Report for the remote e-voting and e-voting conducted during the Annual General Meeting of the members held on Thursday, 15th September 2022 at 03.00 PM.

Dear Sirs,

We, MSDS & Associates, practicing company secretaries had been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting at the Annual General Meeting (AGM) as per the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard-2 and various circulars issued by the Ministry of Corporate Affairs dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021 and 5th May 2022, on the resolutions as set out in the Notice of the 39th AGM of the members of the Company, held through Video Conferencing on Thursday the 15th September 2022 at 3.00 p.m.

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, and Secretarial Standards relating to voting through electronic means (i.e., by remote e-voting and e-voting at the AGM) for the resolutions as set out in the Notice of the 39th AGM of the members of the Company.



My responsibility as a Scrutinizer, for voting by remote e-voting and e-voting, is restricted to preparing and handing over the consolidated scrutinizer's report of the votes cast "in favor" "against" the resolutions, based on the reports generated from the e-voting system provided by Link Intime India Private Limited (the Company's 'RTA'), the agency engaged by the Company to conduct AGM through VC and provide remote e-voting facility during the AGM.

The Company has uploaded the Notice on its website www.westlife.co.in. The Company has made arrangements with the service provider Link Intime India Private Ltd (hereinafter referred to as "LINK INTIME") who are also the Registrar and Transfer Agents (RTA) of the Company for providing a system of recording votes of the shareholders cast electronically through e-voting and also to set up the e-voting facility for the shareholders on the e-voting platform offered by LINK INTIME.

LINK INTIME has generated electronic voting event numbers for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act, 2013, and rules framed there have been complied with by the service provider LINK INTIME as directed by Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Notice sent to all the shareholders by Registered Post and through e-mails to those shareholders whose e-mail IDs are registered with the RTA.

The shareholders of the company holding equity shares as of the cut-off date i.e. 8th September 2022 were entitled to vote on the resolutions as contained in the Notice dated 28th July 2022.

The said notice along with a statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the resolutions.

The voting period for the remote e-voting commenced on Monday 12th September 2022 at 9.00 AM and ends on Wednesday, 14th September 2022 at 5.00 PM.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the LINK INTIME e-voting system.

The combined results as per the provisions of Section 108 of the Act & rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for every resolution under remote e-voting and e-voting during the AGM are as follows:

Item No. 1 – Ordinary Resolution									
To consider and adopt the audited financial statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and the Auditors thereon.									
ASSENT			DISSENT			ABSTAIN / INVALID		TOTAL	
Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes (in terms of members)	Number of shares	Number of Members	Number of shares
215	130591820	100	0	0	0	3	5919837	218	136511657

Item No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Banwari Lal Jatia (DIN: 00016823), who retires by rotation and is eligible, offers himself for re-appointment.

ASSENT			DISSENT			ABSTAIN / INVALID		TOTAL	
Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes (in terms of members)	Number of shares	Number of Members	Number of shares
199	134669030	98.687	12	1791410	1.312	6	50030	217	136510470

Item No. 3 – Ordinary Resolution

To appoint S R B C & CO LLP (Registration No.: 324982E/E300003), Chartered Accountants as Statutory Auditors of the Company and fix their remuneration.

ASSENT			DISSENT			ABSTAIN / INVALID		TOTAL	
Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes (in terms of members)	Number of shares	Number of Members	Number of shares
211	134019239	98.174	5	2492392	1.826	2	26	218	136511657

Item No. 4 – Ordinary Resolution

To confirm the appointment of Mr. Akshay Jatia (DIN: 07004280), as a Whole Time Director (Executive Director) of the Company.

ASSENT			DISSENT			ABSTAIN / INVALID		TOTAL	
Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes (in terms of members)	Number of shares	Number of Members	Number of shares
137	119564754	87.623	74	16895686	12.377	7	51217	218	136511657

Item No. 5 – Special Resolution

To approve the continuation of appointment of the Mr. P. R. Barpande as a Non-Executive Independent Director upon attaining the age of 75 years.

ASSENT			DISSENT			ABSTAIN / INVALID		TOTAL	
Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes (in terms of members)	Number of shares	Number of Members	Number of shares
206	133855511	98.054	10	2656120	1.946	2	26	218	136511657

Item No. 6 – Special Resolution

To change the name of the Company and alteration of Memorandum of Association for change of name of the Company.

ASSENT			DISSENT			ABSTAIN / INVALID		TOTAL	
Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes cast (in terms of members)	Number of shares	% of the total number of valid votes cast	Number of votes (in terms of members)	Number of shares	Number of Members	Number of shares
216	136511631	100	0	0	0	2	26	218	136511657

The registers and all other records/papers relating to e-voting shall remain in my custody until the Chairman/Company Secretary and Compliance Officer (the person authorized by the Chairman) considers and approves. Thereafter the same shall be returned to the authorized person of the Company.

All the resolutions vide items no. 1 to 4 have secured the requisite majority of votes and can be considered to have been passed as ordinary resolutions and Items No. 5 and 6 have secured the requisite majority of votes and can be considered to have been passed as Special Resolutions. The Chairman/Company Secretary and Compliance Officer of AGM may accordingly declare the result of the voting.

Thanking you,

For and on Behalf of MSDS & Associates,

DIPALI
CHIRAG SHAH

Digitally signed by
DIPALI CHIRAG SHAH
Date: 2022.09.16
22:57:01 +05'30'

Dipali Shah

(Partner)

Membership No.: A25422

COP No.: 23194

Place: Mumbai

Date: 16/09/2022

UDIN: A025422D000986426

Countersigned by:

For Westlife Development Limited

SHATADRU
SENGUPTA

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SHATADRU
SENGUPTA
Date: 2022.09.17
10:30:12 +05'30'

Dr. Shatadru Sengupta

Company Secretary & Compliance Officer

Membership No.: 4583

Place : Mumbai

Date: 16/09/2022