

**SHAILESH KACHALIA**

**Practising Company Secretaries**

**Om Sri Co-Op. Hsg.Society, A Wing, Flat No. 7, First floor, Jai Palli Hill Road,  
Borivali (West), Mumbai 400 103, Cell. 9892534153**

**Email: shaileshmay@yahoo.com**

---

27<sup>th</sup> SEPTEMBER 2014

To,

The Chairman,

THE WESTLIFE DEVELOPMENT LIMITED

1001,Tower-3, 10<sup>th</sup> Floor, Indiabulls Finance Centre,

Senapati Bapat Marg,

Elphinstone Road,

Mumbai 400013

Dear sir,

Sub: Scrutinizer' Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (MANAGEMENT And Administration) Rules,2014 and scrutinising the physical ballot forms received from the shareholders who did not avail of e-voting.

I, Shailesh Kachalia, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management And Administration) Rules,2014 to conduct e-voting process and to scrutinize the physical ballot forms received from shareholders in respect of the resolutions to be passed at the 31st Annual General Meeting of the Company to be held on September,26,2014.

The Company had availed of the e-voting facility offered by Central Depository Services (India) Ltd for the benefit of its members. The Company had also provided the facility of voting by physical ballot papers to its members.



The shareholders of the Company holding shares as on 22<sup>nd</sup> September 2014 were entitled to vote on the proposed resolutions set out in the Notice of Annual General Meeting of the Company.

The voting period for e-voting commenced on 20<sup>th</sup> September 2014 at 9am and ended on 22<sup>nd</sup> September 2014 at 6pm. Votes cast through Physical ballot forms received up to upto 6 pm on 22<sup>nd</sup> September 2014 were considered. Further, physical ballot forms tendered during the Annual General Meeting were tendered under my supervision and were duly considered.

I have scrutinized the voting through electronic means and physical mode and votes tendered based on the data downloaded from CDSL e-voting system and the ballot forms received as above.

I now submit my report as per the sheet enclosed as to the results of the voting through electronic means and physical mode in respect of the said resolutions.

The relevant records were handed over to the Company Secretary authorized by the Board for the purpose.

Thanking you

Yours faithfully



Scrutinizer

Name: Shailesh Kachalia.

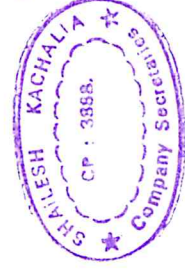
Practising Company Secretary

FCS: 1391

CP:3888



Resolution No.	Item	No. of valid ballot papers*	Total No. of Votes cast	No. of Valid Votes	No. of Valid Votes cast in favour	No. of Valid Votes cast against	Percentage voting in favour	Percentage voting against	Result
1	Adopting Accounts and Reports	39	9,19,31,620	9,19,31,620	9,19,31,620	0	100.00%	0.00%	Passed unanimously
2	Reappointment of Mr Amit Jatia as Director	39	9,19,31,619	9,19,31,619	9,17,56,419	1,75,200	99.81%	19.00%	Passed with requisite majority
3	Appointment of Statutory Auditors	39	9,19,31,620	9,19,31,620	9,17,94,120	1,37,500	99.85%	0.15%	Passed with requisite majority
4	Appointment of Mr Manish Chokhani as Independent Director for a term of five years	39	9,19,31,620	9,19,31,620	9,19,31,620	0	100.00%		Passed unanimously
5	Appointment of Ms Smita Jatia as Director	39	8,88,06,370	8,88,06,370	8,87,68,670	37,700	99.96%	0.14%	Passed with requisite majority
6	Appointment of Mr Tarun Kataria as Independent Director for a term of five years	39	9,19,31,620	9,19,31,620	9,19,31,620	0	100.00%		Passed unanimously



7	Appointment of Mr Achal Jatia as Director	39	9,19,31,620	9,19,31,620	9,18,93,920	37,700	99.96%	0.04%	Passed with requisite majority
8	Confirmation of Appointment of Mr P R Barpande as Independent Director for	39	9,19,31,620	9,19,31,620	8,52,45,660	66,85,960	92.73%	7.27%	Passed with requisite majority
9	Confirmation of Appointment of Mr Dilip J Thakkar as Independent Director for a term of five years	39	9,19,31,620	9,19,31,620	8,45,56,503	73,75,117	91.98%	8.02%	Passed with requisite majority

\*There were no invalid ballot papers

