



ONE FOR ALL. ALL FOR ONE.

Strengthening the customer proposition across segments and day-parts leading to business sustainability



WESTLIFE DEVELOPMENT LIMITED
INTEGRATED ANNUAL REPORT FY2019-20

Forward looking statement

This document contains statements about expected future events and financial and operating results of Westlife Development Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management’s discussion and analysis of the Westlife Development Limited annual report FY2019-20.

Contents



How our commitment to ‘One
for all. All for one.’ has enhanced
multi-year value for the
Company 04

When people think of eating out, the first name that comes to their mind should be McDonald’s	06
How we enhanced integrated value for those associated with our company	13
Our strategy	15
How we enhanced integrated value for av associated with our company	20
How we are enhancing value for our vendor eco-system	22
How we are enhancing value for shareholders	24
Profile of the Board of Directors	26
Report of the Board of Directors	36



It is all about giving people a
larger number of reasons to turn
to McDonald’s 08

Vice Chairman’s overview	10
‘One for all. All for one’ and what it stands for at our company	14
One for all. All for one’ is about enhancing value for every single Westlife stakeholder	19
How we are enhancing value for our employees	21
How we are enhancing value for the environment	23
How we are enhancing value for the community	25
Management discussion and analysis	29
Financial section	79

one for all all for one

Westlife Development Limited is an outperforming Quick Service Restaurant brand.

For years, the Company has been consistently outperforming India's QSR sector in revenues, innovation and operating margins.

This consistent outperformance has been derived from a commitment to strengthen the customer proposition across segments, day-parts and by enhancing value for every stakeholder (customers, employees, vendors, partners, shareholders and community).

This commitment is encapsulated in two sentences.

One for all. All for one.

one for all all for one in 2019-20



How our commitment to 'One for all. All for one.' has enhanced multi-year value for the Company

OPERATIONAL



Store count



- * Strategic and consistent expansion of our store base in under-penetrated areas
- * Focus on expanding in key cities for superior brand recall



Employee base



- * Focus on keeping our crew engaged and motivated
- * Strengthening training in customer service, customer expectations management, food delivery and kitchen economics
- * Providing attractive compensation and non-monetary benefits



Gross revenues ₹ in mn



- * Driven by a widening geographic presence and a better utilisation of day parts
- * Driven by menu platform extension and premiumisation
- * Driven by superior customer value and brand promotion



Restaurant operating margin (%)



- * Focus on effective store-level cost management
- * Moderated cost of store rollout; reduced break-even point



Operating EBITDA *in mn*



* Focus on profitability across the organisation

* Implementation of projects with short payback periods



Operating EBITDA (%)



* Low leverage; revenue upside translating faster to earnings

* Operating margins among the best in India's QSR industry



Net profit *₹ in mn*



* Front-ending of large expenses; increased profitability across time

* Relentless focus on enhancing same-store revenue growth – generating a compounding effect

** This is recurring profit excluding exceptional items

When people think of eating out, the first name that comes to their mind should be McDonald's



ACCESS



Different geographic markets

319 restaurants and 223 McCafé outlets in West and South India



Different Store Formats

Easily accessible and popular locations of outlet presence including malls, high-streets, shopping complexes and residential areas' after outlet presence



RELEVANCE



Different vendor eco-systems

More than 60-vendor pan-India supply chain providing ~400 ingredients



Different consumers

Addressing the needs of children, teenagers, young, middle-aged and elderly



Different needs being serviced

Friends' hang-out; me-time; family get-together; casual meetings / breakfast; children's birthday parties; transit point; coffee date



CHOICE



Different menu choices

Fusion, international, vegetarian and non-vegetarian



Different day-parts

Visit outlets from 7 am to 11 pm (and in some even later), addressing breakfast, lunch, dinner, coffee, snacking or dessert needs



CONVENIENCE



Different service experiences

Dine-in; drive-through; store pick-up; home delivery



Different ordering convenience

Order electronically, in-store kiosk or across the counter



Different payment formats

Pay by cash, debit/credit cards or electronic wallets

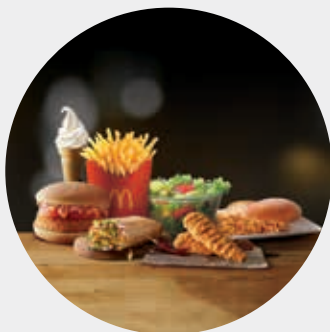


EXPERIENCE



Different ambient environments

Increased graduation of restaurants to the more modern and contemporary Experience of The Future (EoTF) format.



Different menu platforms

Balanced offerings across formats (burgers, wraps, fries, nuggets, beverages, international vegetarian and non-vegetarian cuisine) and menu options for each format

one for all all for one

It is all about giving people a larger number of reasons to turn to McDonald's



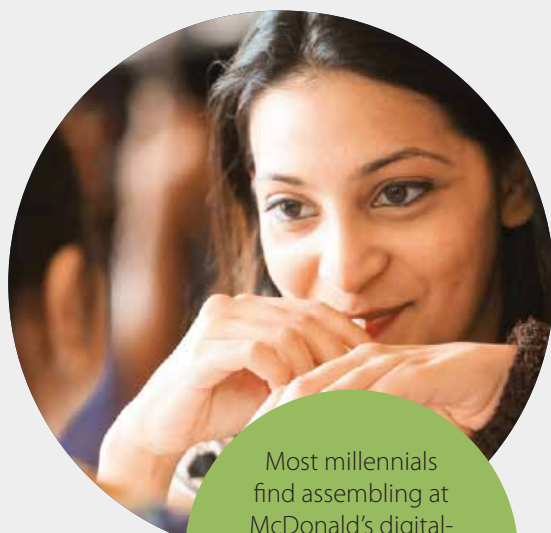
Narayani, a breakfast customer, stayed back for McCafé; she was so pleased that she held her next morning adda at McDonald's



Ranjan eats a McDonald's lunch at his office (or dinner at home) by ordering through McDelivery



Mr. Godambe, a casual passer-by dropped in for a snack; he was impressed enough with the offering to order a number of snacks for Saturday tea a few days later



Most millennials find assembling at McDonald's digital-friendly EOTF restaurants a no-brainer hang-out destination ('Let's chill at McD's!')

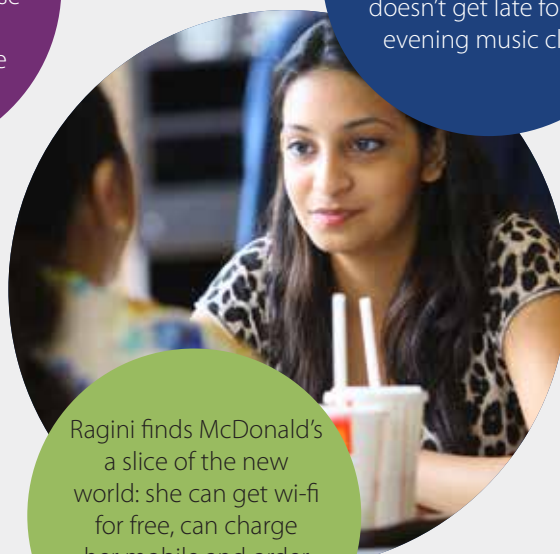
Iqbal goes back to McDonald's for a food fetish – he likes the crunch of the lettuce



Francis has not stepped inside a McDonald's outlet for months; he doesn't need to, because he collects what he needs through a Drive Thru and Take Outs

Zehra loves McCafé because she grabs it using a Drive Thru and doesn't get late for the evening music class

Gurvinder loves the fact that you don't need physical cash to order at McDonald's; a digital wallet is as good as well



Ragini finds McDonald's a slice of the new world: she can get wi-fi for free, can charge her mobile and order directly through the electronic kiosk

VICE CHAIRMAN'S OVERVIEW



Amit Jatia, Vice Chairman

"In our world, we need a clear awareness of the interdependent nature of nations. Everything is of an interdependent nature." - Dalai Lama

At Westlife, our vision is to be seen as a modern, progressive and relevant food company delivering long-term prosperity and wellbeing for our stakeholders.

We believe that this long-term value will be best delivered if we treat our stakeholders as a subject of focus, creating a compelling reason for them to be engaged with our Company.



Our partners

At the core of our ‘retain, regain and acquire’ approach is the ability to work with the right partners, not just for the moment but perpetually, manifested in our ability to attract and enhance our frequency of engagement.

At Westlife, we have a fundamental desire to reinforce our recall as the partner of choice. We believe that the stakeholder engagement has not merely enhanced organisational predictability but has translated into business sustainability through mutual growth and long-term lease agreements.

This focus was validated during the last financial year when Westlife demonstrated resilience in the face of challenging market conditions and Black Swan events. Westlife strengthened revenues by 10.4%, enhanced Operating EBIDTA margin by 44 bps and increased recurring profit after tax 71.9%, indicating that the growth we had reported was profitable and margin-enhancing. While the last quarter of the FY20 was impacted by the COVID-19 crisis, the Company took agile and bold steps to stay ahead of consumer expectations

and continued to serve them with additional care.

I am pleased to share that in the year under review, we strengthened our operational hygiene while maintaining the momentum of our same-store sales. The sales in the fourth quarter were affected by the COVID-19 crisis. However, we are optimistic that the multi-year investments in our ecosystem as well as superior hygiene and quality products will help scale the business and generate higher profitability in the years ahead.



Our business approach

The core of our business strategy across the last decade-and-a-half was the conviction that Westlife could be only as competitive as the aggregated competitiveness of its business partners and constituents. While this would appear to be a business imperative shared by a number of companies, there was perhaps one difference: we invested patiently in building the long-term strengths of the various partners

in our eco-system as opposed to responding with a conventionally short-term perspective. We selected them with prudence and engaged with them not just with the perspective to transact for the moment but to create a multi-year relationship.

As we enter the twenty-fifth year of our business, the sectoral outperformance of our Company

is becoming increasingly evident year-on-year. We believe that what we have created in the process is a substantial competitive advantage that makes us unique within the country’s QSR sector.

At Westlife, we have encapsulated this positioning around a simple concept that is now being more visibly institutionalised: ‘One for all. All for one’



Our customers

There is a rationale for why the 'One for all. All for one' positioning is becoming increasingly relevant.

At Westlife, one of our principal learnings is that there is no such thing as a 'QSR customer'. On the contrary, we believe that there are different kinds of QSR customers – there is the morning person who needs a coffee within an hour of rising, there is another person who comes to have a quick snack or meal and is not particularly selective about what is to be ordered, there is the person who wishes to spend leisure time during the day and what better place to do so along with varied day-part offerings at an

affordable price.

At Westlife, we enhanced our organisational responsiveness to address all these customers. This flexibility was achieved by engaging with this varied customer set; this flexibility was achieved through a business model that widened our positioning from being 'one thing to one customer' to 'a number of things to a number of customers.' This wider positioning was achieved through an inter-connected way of doing business that ensured that we enhanced as much value for our stakeholders as they did for us. In short, we created an eco-system.

That brings me to a critical point: what does a good eco-system achieve? At Westlife, we believe that a good eco-system enhances inter-connectedness between partners, makes each one dependent on the other, builds sustainable value, enhances business reliability, attracts like-minded partners, strengthens business shock-absorbers, weathers market down cycles, empowers the Company to launch new products and conveniences, widens the market and makes stakeholder partners feel good about their association with the Company.



Our offerings

As the inter-connectedness of our business strengthened, we introduced new features in our menu, ambience and McDonald's experience. For instance, we introduced a value price offering for burgers, our most popular menu item, in 2003; ten years later, we built on this leadership with a 'burger-plus' positioning and kick-started a multi-programme initiative. Across the seven years ending 2020, we believe we have achieved a 'Destination for all' platform that should translate into scalable and sustainable growth from this point onwards.

The result is that the Company raised the standard in India's QSR sector. The Company introduced a superior dining experience, cooked everything 'made to order' for the customer, provided a sit-down service, curated a superior dining experience without increasing prices and offered a GST-inclusive menu price ('What you see is what you pay') – all for the first time in India's QSR sector.

In the process, we built a Company that is not just good for customers; it is good for vendors, having helped them build businesses; it is good for the earth in that its 'green design' has helped seed an environmentally-centred mind-set from the design stage; it is good for our customers in that it is relevant across all occasions and day-parts; it is good for our employees in that it has helped them build careers; it is good for our shareholders in that it has enhanced the value of their holdings over time; it is good for the community in that it engages with sensitivity with the less-privileged. In doing so, we believe that Westlife has emerged as an industry model.

At Westlife, we are optimistic about our prospects for a number of reasons.

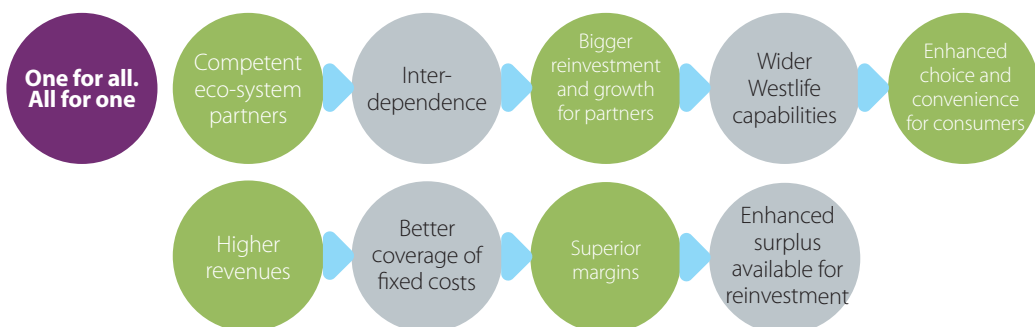
We possess a positive momentum that has been accelerating for a few years; we are recognised as a modern burger company that is increasingly preferred; we are democratising global gastronomic

preferences in India; we already possess a large proportion of profitable stores even as discretionary spending remains muted; we have built our business in a manner to moderate our new store break-even point; as revenues rise for these upfront-expensed stores, margins could strengthen.

We believe that we have re-oriented the way a consumer will perceive QSR through initiatives outlined in the preceding paragraphs. We provide a wide complement of value across 319 outlets in West and South India, 223 McCafés, 264 McDelivery outlets and 210 breakfast outlets, translating into more occasions to visit our outlets.

We expect to widen this scale of presence across the foreseeable future, leveraging a fuller value of our inter-connectedness and strengthening our ability to navigate economic downtrends and rebound faster when spending revives.

Amit Jatia, Vice Chairman



How we enhanced integrated value for those associated with our Company

The Integrated Value-Creation Report is being increasingly recognised for its ability to showcase how organisations enhance value in a consolidated and holistic manner by addressing the needs of all stakeholders. This reporting format is being increasingly referenced around the conviction that by merely addressing the needs of one or two stakeholders achieves so much and no more; what companies need is to address needs of every single stakeholder for holistic and sustainable success.

The Integrated Reporting approach is more comprehensive than legacy reporting systems: it explains the sectoral context, presents the corporate strategy and highlights competitiveness across strands (financial, management commentary, governance and remuneration, and sustainability reporting).

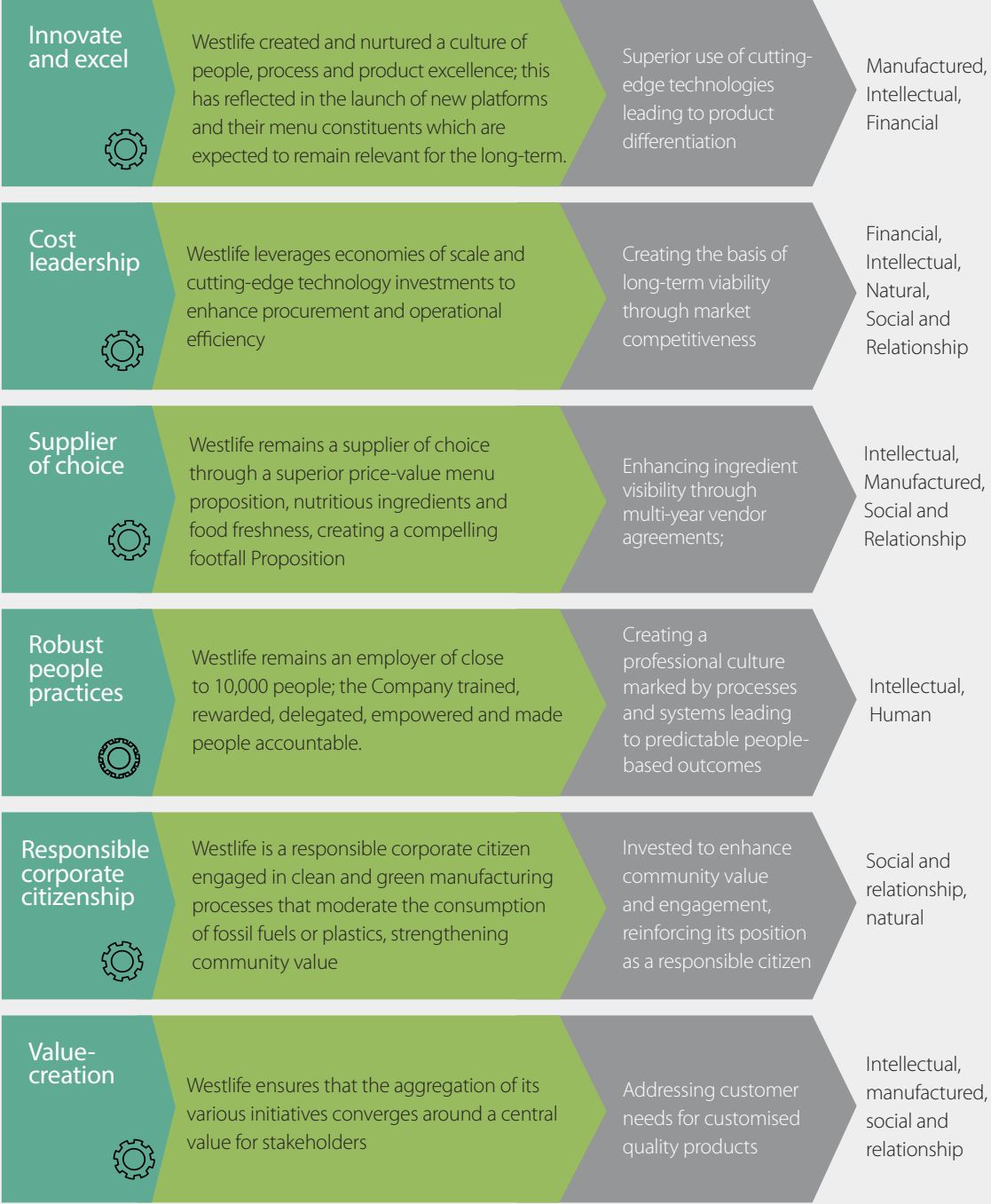
Integrated Reporting enhances understanding across all stakeholders - employees, customers, suppliers, business partners, local communities, legislators, regulators and policy-makers - focused on an organisation's ability to enhance long-term value. This reconciliation of the 'hard' with 'soft' (non-financial data) showcases a Company's strategy in addressing the growing needs of stakeholders.

‘One for all. All for one’
and what it stands for
at our Company



Our strategy

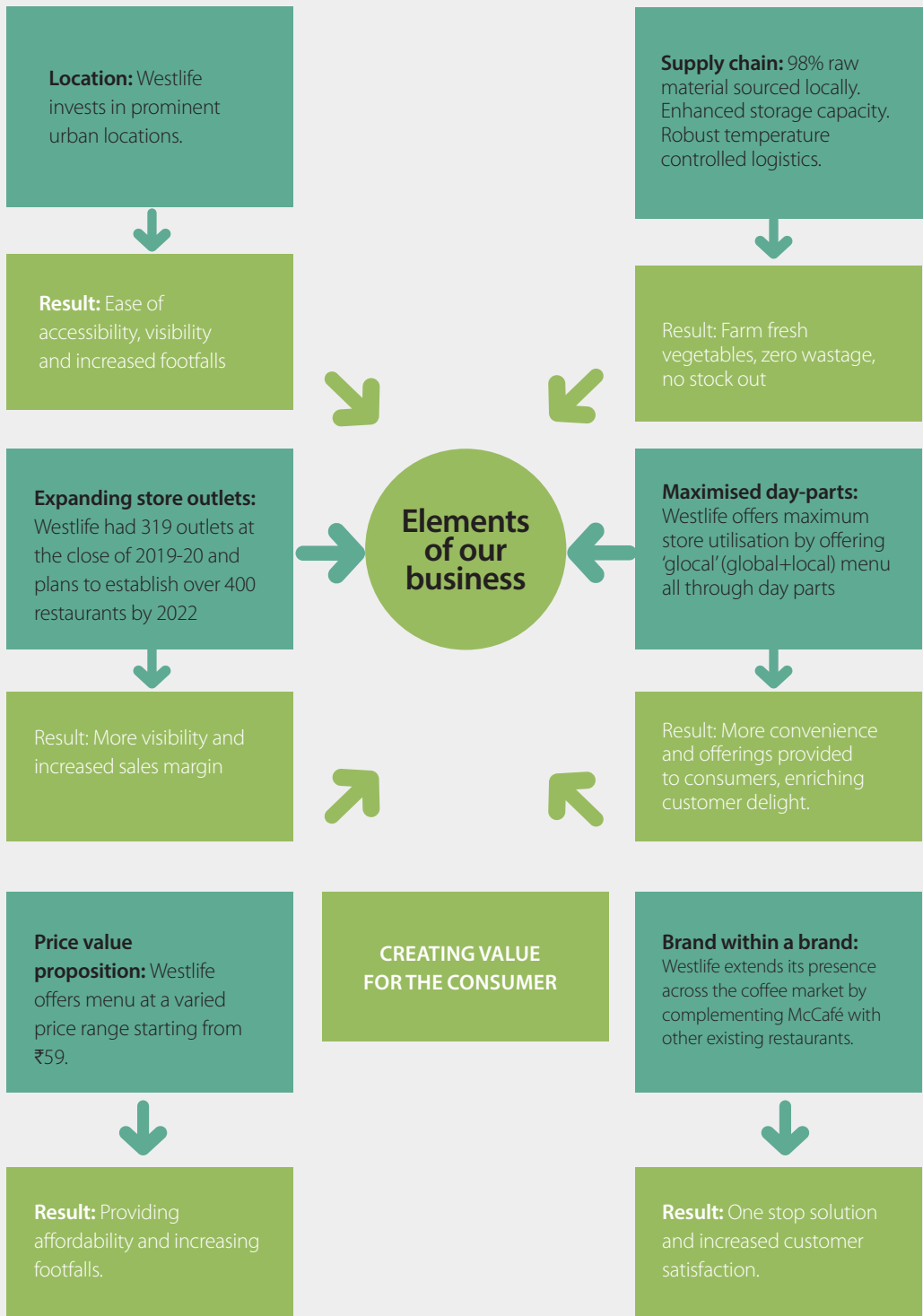
Strategic focus



Key enablers

Material issues / addressed

Capitals impacted



Westlife’s
performance

	Scale of business: Westlife widened its footprint from 296 outlets in FY2018-19 to 319 in FY2019-20, strengthening its position as a popular QSR. The result is that footfalls and footprint increased, strengthening performance.
	Financial leverage: Westlife had ₹5,770.2 mn in net worth as on March 31, 2020.
	Competitive advantage: Westlife re-invested accruals generated during the down cycle in capacity expansion, building a diversified portfolio, enhancing its market presence and competitiveness.
	Use of cutting-edge technology: Westlife used advanced technologies to enhance customer convenience and automated processes to help in locating and moderating wastage; it converted used cooking oil into 100% bio-diesel.
	Market capitalisation: Westlife’s market capitalisation was ₹50,281 mn as on March 31, 2020.
	Human resources: Westlife is respected as one of the most knowledgeable and employee-friendly companies, influencing the quality of decision-making and market responsiveness. The Company has been recognised as a ‘Great Place to Work’ for five consecutive years, influencing the quality of decision-making and market responsiveness.

The capitals we enhanced:
Outcomes

Our resources		Financial capital: The financial resources that we seek are based on funds we mobilise from investors and promoters, in the form of net worth or accruals.
		Manufactured capital: Our store assets, technologies and equipment for production constitute our manufactured capital. The logistics for the transfer of raw materials and finished products are integral to our manufacturing competence.
		Human capital: Our management and employees form a part of our workforce, their experience and competence enhancing value.
		Intellectual capital: Our focus on cost optimisation and operational excellence, as well as our repository of proprietary knowledge account for our intellectual resources.
		Natural capital: We depend on raw materials sourced sustainably, indicating a moderate impact on the natural environment.
		Social and relationship capital: Our relationships with communities and partners (vendors, suppliers and customers) influence our role as a responsible corporate citizen.

Value created,
2019-20

Financial capital

Turnover: ₹15,477.9 mn

Recurring cash profit after tax: ₹1,298.7 mn

Manufacturing capital, 2019-20

Number of restaurants: 319

Number of supply chain vendors: 65

Best-in-class supply chain management

Human capital, 2019-20

Direct employees: 9,908

Total remuneration, 2019-20: ₹2,192.0 mn

Diverse and inclusive working environment, free of discrimination and harassment

Intellectual capital, 2019-20

Cumulative senior management experience:

108.5 years

Growing iceberg lettuce: First in India (pioneer)

Growing a special variety of potato to be used for our French fries

Natural capital, 2019-20

Quantum of bio-diesel produced in 2019-20:

60,000 litres

Customer-facing single-use plastic packaging:

Eliminated

Carbon emissions reduction: 2,300 tonnes

Quantity of water saved: 300,000 litres

Gas cylinders saved: 2,400

Electrical units saved: 28 lac

Social and relationship capital, 2019-20

Number of customers: 200 mn

Agencies with whom we
shared value in 2019-20

Investors: The Company enriched investors through capital appreciation

Suppliers: The Company sourced ₹4,691.52 mn of ingredients and materials from suppliers

Employees: The Company provided remuneration worth ₹2,192.0 mn and provided stable employment

Customers: The Company provided meal options across platforms, generating ₹15,477.9 mn in revenues and serving more than 200 mn happy customers

Government and regulations: The employment catalysed the local community through downstream economic benefits.

Distributors and suppliers: The Company enhanced value for distributors and retailers through sustained resource offtake.

Society: Through the Company's charity arm, Ronald McDonald House Charities (RMHC) over 4,600 children and their families were positively impacted through valuable resources and support. Besides, over 60,000 McDonald's meals were distributed to the under privileged and those impacted by COVID-19-led lockdowns along with the co-operation of NGOs and corporates.

'One for all. All for one' is about enhancing value for every single Westlife stakeholder



One for all: How we are enhancing value for our customers

At Westlife, our ‘One for all. All for one’ positioning is primarily directed towards enhancing value for consumers by providing them with more reasons to enter our outlets. We offer strong propositions across various day-parts for all occasions. Anyone can visit our outlet with friends, family, for a date or order in for breakfast, coffee, lunch, dinner and a quick snack at the same time, making it one of the most differentiated experiences across QSRs. The complement of value provided by us has strengthened our recall: ‘Number of reasons to eat out, but really only one destination to visit.’

Strategy At Westlife, we invested long-term resources across our brand, people and restaurants with the objective to enhance economies, deepen competitiveness and generate superior returns. Besides, we positioned our restaurants around the three Fs – fun, familiarity and friendliness – with the objective to deliver an engaging service to send out a message: ‘I would rather be at a place where I belong.’ We are happy to report that this friendliness has strengthened footfalls, kick-starting a virtuous cycle of revenues, margins, surpluses and reinvestment.	Access We focused on the larger cities of West and South India through multi-year tenancy agreements. Eat where you wish We provide consumers the choice of eating within our outlets, exercising the online McDelivery option or driving through our outlets (Drive-Thru).	Affordability We enhanced our inclusive positioning by sending out a powerful message: ‘There is just one QSR brand to address all kinds of pockets and preferences.’ Ambience We provide a superior restaurant ambience through re-imaged stores called Experience of the Future restaurants.
Menu evolution We continue to surprise our customers by re-orienting our menus around convenience / wholesomeness / comfort/ familiarity / nostalgia / affordability and ‘glocal’ menu along with handcrafted coffee	Service We serve with speed and a smile, making it possible to curate experiences around customers, provide table service and empower them to pay through multiple options.	Digital We offer a value that is best described as ‘food-plus’: those who come for the food eventually get immersed by the entire experience

Graphic
How our ‘One for all’ positioning is enhancing consumer value





All for one: How we are enhancing value for our employees

At Westlife, our ‘All for one’ proposition is reflected in the passion, enthusiasm and youthfulness of our people. They have helped create a vibrant culture focused on a singular goal: customer delight. In pursuit of this singular objective, the employees have also enhanced workplace fun, service friendliness and corporate outperformance.

Overview

At Westlife, we believe that the better the selection of people and better their orientation around an overarching goal, the stronger the Company and its performance. Over the years, the Company invested in its people through enhanced service orientation, training and delegation. This has resulted in the creation of a deeper customer focus, speed of service and friendliness of engagement, helping make our restaurants a preferred hangout destination.

Validation

Westlife reinforced its Great Place to Work (GPTW) positioning through prudent recruitment, motivation and retention.

Youthfulness

Westlife protected its youthful positioning through 70.8% of the crew aged between 18 and 24 years old and 73%-plus restaurant managers between 22 and 30 years.

Productivity

Westlife reported a stronger throughput per employees: ₹1.2 mn in 2015-16 climbed to ₹1.6 mn in 2019-20.

Ethical

Westlife positioned itself as an equal opportunity and meritocratic employer. The percentage of women employed by the Company increased from 22.3% in 2014-15 to 31.3% in 2019-20



All for one: How we are enhancing value for our vendor eco-system

Overview

At Westlife, our supply chain investment is one of the most critical representing an insurance against changing consumer needs, increased food costs and climatic changes.

The Company's competitiveness is dependent on its supply chain related to the local procurement of lettuce, tomatoes, potatoes and onions; the result is that the Company now procures 100% of its food resource from within its supplier eco-system, enhancing reliability, quality, timeliness and cost-effectiveness.

Disintermediation

We optimised costs against volumes – a win-win situation for the suppliers and us.

Scalable

We enhanced the volume proposition for suppliers by extending them from existing to new 'adjacent' products.

Flexibility

Our eco-system is responding to evolving palates with pioneering food products and periodic menu upgradation.

Stability

We maintained long-term relationships with our partners, demonstrated agility, increased standardisation and moderated costs.

Futuristic

Our vendor eco-system explored good agricultural practices, stronger animal welfare policy, bio-security and sustainable practices.



One for All: How we are enhancing value for the environment

At Westlife, our ‘One for all’ ethic has been showcased through our proactive Five R approach - reduce, replace, recycle, reuse and renewable - translating into a number of measures directed to moderate the Company’s carbon footprint, strengthening the Company’s positioning as a responsible corporate citizen.

Overview

Westlife is a responsible corporate citizen that has proactively invested to showcase the store standards of tomorrow. This commitment will deepen our respect as a brand that is not only good for the customer but also good for the neighbourhood, society and earth.

Design-driven approach

We enhance environment-friendliness by converting a number of variable costs into fixed expenses, strengthening resource stability.

Sensitive interventions

We implemented the use of smart solutions such as waterless urinals, energy management systems, elimination of customer facing single-use plastic and EoTF elements in a number of our restaurants.

Long-term

Our commitment to environment consciousness has been based on proactive long-term investments, generating progressively superior returns

Certifications

The sourcing chain has been certified as food-safe paper by Forest Stewardship Council. Besides, the Company became certified by Round Table on Sustainable Palm Oil Mass Balance (RSPO) and Mass Balance for forest-to-customer sourcing.



One for All: How we are enhancing value for shareholders

At Westlife, our ‘One for all’ commitment is reflected in the manner in which the Company has enhanced value for its owners, derived out proactive capital allocation, revenue accretion, cost moderation and surplus management, translating into enhanced value for our shareholders

Overview

At Westlife, we believe that the integrity of our Balance Sheet represents the foundation of our operations: the stronger the Balance Sheet, the greater our capacity to fund investments in locations, restaurants, menu platforms, people and environment-friendliness (among others).

Discipline

We believe that our long-term financial sustainability has been derived from a discipline in capital allocation, low investment gestation, data-based decision making and active performance monitoring.

Stable terms of trade

We strengthened our working capital management and our ability to stay liquid.

Resource sweating

We moderated costs through multiple initiatives: larger revenues that helped amortise costs better, long-term leases, stronger resource sweating and introduction of superior consumption.

Surplus management

Prudent investment of our surpluses in the business and non-business side of the Company provides margins and surplus on the one hand along with additional float and financial buffer on the other.

Overheads as % of revenues

2016-17	2017-18	2018-19	2019-20
5.6%	5.6%	5.6%	5.3%



One for All: How we are enhancing value for the community

Overview

Westlife believes in the power of giving back to society, demonstrated in its engagement through the non-profit entity Ronald McDonald House Charities Foundation India (RMHC India).

RMHC India

With a vision of a world where all children have access to medical care and their families are supported and actively involved in their children's care, Westlife started the RMHC India chapter in 2016. RMHC India-Family Room is located in the pediatric oncology department of Bai Jerbai Wadia Hospital in Mumbai. It provides families of children undergoing cancer treatment in the hospital a place to rest and refresh. It provides a place for these families to come together and find support and empathy, which makes it easier for them to deal with difficult times.

The activities carried out in the last four years include music sessions on OPD days, art and craft sessions, celebrating Cancer Survivor Day, Nutrition Week, Doctor's Day national holidays, birthday celebrations and mental healing programmes for parents.

RMHC impact from 2017 to 2019

Number of patients touched	2017	2018	2019
	3634	3559	4566

Profile of the Board of Directors



B.L. Jatia
Director

Mr. B. L. Jatia has over 45 years of experience in paper, textiles, chemicals, food processing, mining, hospitality, healthcare, investments and finance and retail sectors. Mr. B. L. Jatia is currently the Managing

Director of Hardcastle & Waud Mfg. Co. Ltd. The Company is engaged in trading of chemical products. Mr. B. L. Jatia holds B.Com and LLB degrees from the University of Mumbai.



Amit Jatia
Vice-Chairman

Amit Jatia is an Indian entrepreneur who is often pegged as the pioneer of Western Fast Food in the country. He is the man who introduced India to McDonald's Golden Arches and built McDonald's as one of the most loved food brands in the nation.

Amit's tryst with entrepreneurship started early when he joined his family's manufacturing business and led many critical projects successfully. He has also been responsible for providing guidance and leadership to several other family businesses including getting one of them listed on the London Stock Exchange.

In 1996, Amit got the opportunity of setting up the world's largest QSR brand in India, a market where the WFF category was practically non-existent. What ensued

thereafter was an exemplary growth story of the brand and the business going from strength to strength and finally emerging as one of the largest QSR chains in the country. Under his leadership, McDonald's expanded its footprint to over 300 restaurants, launched its in-house coffee chain McCafé and changed the game for the QSR industry in India by launching the digitally enabled Experience of the Future stores.

Amit's achievements have been widely recognised. In 2003, he was given the 'Young Achievers Award', by the Indo-American Society. Business World, a leading business magazine named McDonald's the 'Most Respected Company' in the Food Sector for three consecutive years.



Smita Jatia
Director

Smita Jatia is the Managing Director of Hardcastle Restaurants Pvt. Ltd. (HRPL), the master franchisee of McDonald's in West and South India. Smita is a business stalwart with over two decades of experience in the QSR industry. She has been at the forefront of leading McDonald's aggressive growth in the market and building it as one of the most loved brands in the country.

Smita joined HRPL as the marketing lead in 1998 and spearheaded some of the most impactful campaigns for the brand. She eventually worked

across functions including strategy, operations and HR, before she was given reins of the Company as the Managing Director.

A commerce graduate from Sydenham College, Mumbai, Smita has completed an 18-week executive management program from Harvard Business School, Boston. She has also undergone a rigorous Marketing and Restaurant Leadership program at the Hamburger University, USA. In 2019, Smita was named among Asia's 25 most powerful businesswomen.



Achal Jatia

Director

Mr. Achal Jatia is Executive Chairman of the Board of Directors of Hardcastle Petrofer Pvt. Ltd, a leading manufacturer of specialty oils and chemicals for the metal working industry. He has obtained a Bachelor of Science degree in Business Administration from the University of Southern California, Los Angeles.

Additionally, he has attended the Owner / President Manager Executive Education program at Harvard Business School, Boston. He is a Life Member of the Golden Key Honor Society, USA, and a Member of the Entrepreneurs Organisation (EO) and the Young Presidents' Association (YPO).



P.R. Barpande

Independent Director

Mr. P.R. Barpande was an audit partner with Deloitte Haskins & Sells, Chartered Accountants, Mumbai and has an experience of more than 30 years in the areas of accounts and audit. He had a wide experience of serving in domestic and international clients as an audit partner. He was actively involved

in reformatting accounts to US GAAP / IFRS for major domestic and multinational companies and some Indian banks.

He is a Fellow Member of the Institute of Chartered Accountants of India. He is also an Independent Director in some of the listed and private companies.



Manish Chokhani

Independent Director

A Chartered Accountant and MBA from the London Business School, Manish is one of India's most respected financial experts and investors.

From 2006 to 2011, he was CEO of Enam Securities, India's leading investment bank. He led its US\$ 400 mn merger in 2011 with Axis Bank to create Axis Capital Ltd., which he led as MD & CEO until the end of 2013. Under his leadership, Enam/ Axis mobilised ~25% of all equity funds raised in India and were the house banker to several leading Indian business groups.

From 2014 to 2016, he served as Chairman of TPG Growth in India and from 2017 to 2019 as Senior Advisor to TPG Group, one of the world's largest PE firms.

He currently serves as independent director on boards that include Zee Entertainment, Westlife Development (McDonalds),

Shoppers Stop, Auxilo Finserve Pvt Ltd, Parksons Packaging Limited among others. He also serves on the Governing Board of Flame University.

He is a Board Member of Livinguard AG, a healthcare technology company based in Switzerland.

Mr. Chokhani is a member of the Young Presidents' Organisation. He has served as a member of SEBI's Alternative Investment Promotion Advisory Committee and also as Co-Chairman of the Capital Markets Committee at the IMC. He has been a visiting faculty member at IIM-Kozhikode and has served on the International Alumni Board and scholarship panels of the London Business School.

He practices Vipassana meditation, is a trained singer and enjoys travel, reading, cricket and tennis. He is married and has one son.



Tarun Kataria
Independent Director

Mr. Tarun Kataria is an Independent Non-Executive Director of Westlife Development Ltd.

Mr. Kataria is also a Non-Executive Director of Sterlite Investment Managers Ltd (the manager for India Grid Trust) where he is also Chairman of the Audit Committee. In Singapore, Mr. Kataria is on the board of HSBC Bank (Singapore) Ltd where he also Chairman of the Audit Committee and Member of the Risk Committee; Mapletree Logistics Trust Management Pte. Ltd., the manager of Mapletree Logistics Trust and Jubilant Pharma Ltd.

Between 2010 and 2013, Mr. Kataria was the Chief Executive Officer, India of Religare Capital Markets Ltd. Prior to joining Religare Capital

Markets, Mr. Kataria held various senior positions within HSBC Group which included the roles of Chief Executive, Global Banking and Markets, HSBC India, Vice-Chairman of HSBC Securities and Capital Markets India Pvt. Limited, Non-Executive Director of HSBC Invest Direct Limited and Managing Director, Asia Head of Institutional Sales, HSBC Global Markets based in Hong Kong.

Mr. Kataria holds a Master of Business Administration (Finance) from The Wharton School, University of Pennsylvania. He is a Chartered Accountant of Institute of Chartered Accountants of India. His charitable giving is directed at environmental protection and the health and education of girl children.



Amisha Jain
Independent Director

Amisha Jain, CEO of Zivame, is extremely passionate about building innovation-led consumer centric brands. She is now leading the fastest growing women's organisation for intimate wear and is all set to catapult the business to greater heights. She is a firm believer of "One Team, One Voice". And this has been her foundation to build teams that are all individually strong and collectively effective at delivering business results.

An alumna of INSEAD and McKinsey, she has over 16 years of experience in technology, consumer and retail sectors. Prior to joining Zivame, Amisha was heading the Arvind

Sports Lifestyle business and the Digital Centre of Excellence for the Arvind Group. Through the course of her career, she has been leading the growth and transformation initiatives for multinational consumer goods, and apparel brands. During her stint as the Head of Sales at Nike, she was also chosen for the prestigious '40 under 40: India's Hottest Business Leaders 2015' and 'India Inc's rising women business leaders 2015' award by the Economic Times & Spencer Stuart, respectively.

In her spare time, she enjoys reading and camping with her husband and her four-year-old son.

Management discussion and analysis

Global economic overview

The global economy grew 2.9% in 2019 compared to 3.6% in 2018. This sharp decline was precipitated by an increase in global trade disputes that affected the cross-border movement of products and services, a slowdown in the global manufacturing sector, weak growth coming out of some of the largest global economies and the impact of Brexit. The result was that global trade grew a mere 0.9% in 2019, pulling down the overall economic growth average.

United States: The country's Gross Domestic Product grew by 2.3% in 2019 compared to 2.9% in 2018-19 as a result of a decline in business investments and the ongoing trade war with China.

China: The country's Gross Domestic Product grew by 6.1% in 2019 compared to 6.7% in 2018 as a result of the trade war with the United States, overcapacity in some industries, corporate sector indebtedness and a shrinking room for monetary and fiscal policies.

United Kingdom: The country's Gross Domestic Product grew by 1.4% in 2019 compared to 1.3% in 2018.

Japan: The country's Gross Domestic Product grew by 2.0% in 2019 compared to 2.4% in 2018.

The 'Great Lockdown', as a result of the pandemic Covid-19, is projected to shrink the global growth significantly starting from the calendar year 2020.

(Source: World Economic Outlook, April 2020, CNN, Economic Times, trading economics, Statista, CNBC)

Overheads as % of revenues

Year	World output	Advanced economies	Developing and emerging countries
2015	3.5	2.3	4.3
2016	3.4	1.7	4.6
2017	3.9	2.5	4.8
2018	3.6	2.2	4.5
2019	2.9	1.7	3.7

(Source: IMF)

Indian economic review

India emerged as the fifth-largest world economy in 2019 with a gross domestic product (GDP) of US\$ 2.94 trillion. India jumped 14 places to 63 in the 2020 World

Bank's Ease of Doing Business ranking.

There was a decline in consumer spending that affected India's GDP growth during the year under

review. India's growth for FY2019-20 was estimated at 4.2% compared with 6.1% in the previous year. Manufacturing growth was seen at 2%, a 15-year low as against 6.9% growth in FY19.

Y-o-Y growth of the Indian economy

	FY17	FY18	FY19	FY20
Real GDP growth (%)	8.3	7	6.1	4.2

Growth of the Indian economy, 2019-20

	Q1, FY20	Q2, FY20	Q3 FY20	Q4, FY20
Real GDP growth (%)	5.2	4.4	4.1	3.1

(Source: Economic Times, CSO, Economic Survey, IMF, EIU)

A sharp slowdown in economic growth and a surge in inflation weighed on the country's currency rate; the Indian rupee emerged as one of the worst performers among Asian peers, marked by a depreciation of nearly 2% since January 2019. Retail inflation climbed to a six-year high of 7.35% in December 2019.

During the last week of the financial year under review, the national lockdown affected freight traffic, consumer offtake and a range of economic activities.

Key government initiatives, 2019-20

National infrastructure pipeline: To achieve a GDP

of US\$ 5 trillion by 2025, the government announced a National Infrastructure Policy entailing an investment of ₹102 trillion in five years.

Corporate tax relief: The government moderated the corporate tax rate to 22% from 25%; it announced a new tax rate of 15%

for new domestic manufacturing companies, strengthening the Make-in-India initiative. The new effective CIT would be 25.17%, inclusive of a new lower surcharge of 10% and cess of 4%. India's CIT is now closer to the global average statutory CIT of 23.03%.

Outlook

Various forecasts have estimated a sharp de-growth in the Indian economy for the current financial year, the first such instance of a de-growth in decades.

India's food services sector

Owing to factors like changing demographics, increased disposable income, urbanisation and deepened internet availability, the food industry is set to grow steadily. The food service sector was estimated at ₹423,865 cr in 2018-19; the industry provides employment to around 7.3 mn people and this is anticipated to reach 9.2 mn in 2022-23.

The Indian food industry is divided in two segments. The organised

segment was estimated at ₹148,353 cr in 2018-19. Under the organised segment, affordable casual dining restaurants accounted for ₹60,255 cr in 2018-19, fine dining establishments for ₹2,872 cr with PBCLs (pubs, bar cafes and lounges) and cafes for ₹17,979 cr and ₹9,370 cr respectively. The unorganised segment was estimated at ₹2,75,512 cr in 2018-19 . The growth of organised and unorganised segments in food service is given below:

Growth of organised and unorganised segments in food service

Segment	Market share (₹ Cr)	
	2015-16	2018-19
Organised	1,01,475	1,48,353
Unorganised	2,07,635	2,75,512

Consumer preferences when eating non-home cooked food

Dine-out: 75%
Order-in/delivery: 11%
Take-away: 14%

Preferred QSR services

Dine-out: 54%
Order-in/delivery: 32%
Take-away: 14%

Organised QSR business

Weekend: 48%
Weekdays: 52%

Revenue by menu segments

Beverages non-alcoholic: 12%
Dessert/ sweets: 5%
Food: 83%

(Source: National Restaurants Association of India (NRAI), Business Standard, Outlook India)

The Indian QSR sector

Quick Service Restaurants (QSR) comprise fast-food restaurants marked by minimal preparation time and instant service. Most QSR establishments comprise limited menus focusing on one food theme.

The global QSR market was estimated at US\$11,890 mn in 2019. A significant global market share of this QSR was attributed to North America, followed by Europe; Asia Pacific was estimated to grow fastest on account of growing incomes, aspirations and urbanisation. The eating out preference in the post-COVID world is expected to be driven by affordable offerings coupled with greater hygiene level and accessibility, providing an inherent advantage to the growth of QSRs.

Advantage India

Demographic: India has a median age of 28.4 years with the share of population in the age group 0-14 being 26.58%. The share of India's economically active population from 15-59 years was 63.34%.

Increasing per capita income:

India's per capita income increased from ₹1,26,521 in 2018-19 to an estimated ₹1,34,226 in 2019-20. The increased disposable income catalysed consumption.

Internet proliferation in Tier 2&3 cities:

India had an active 451 mn monthly Internet users at the end of financial year 2019, the second after China in terms of Internet users. The urban Indian Internet user base of 192 mn was almost the same as users in rural India (the former with a considerably higher penetration).

Increasing number of start-ups:

A number of start-ups in India's food industry catalysed the food services market.

Willingness of people to experiment:

Indians were eager to experiment with new tastes and specialties, redefining innovation around offerings by different restaurants. Besides, consumers prefer customised flavours, driving the movement towards personalised experiences.

Wide range of cuisines:

This is one of the crucial factors for driving the growth of the players in this space. Variety is one of the reasons for the recurrent use of online food ordering apps by the consumers, followed by discounts and convenience.

(Source: Statisticstimes, The Economic Times)

The Millennial effect

The 'millennial' refers to all individuals on the right side of 30, representing the new consumption wave – digitally connected and knowledge-driven.

Best price-value proposition:

Millennials seek food around the best price-value proposition, widening the market for products and services.

Differentiation:

Millennials prefer buying differentiated quality products and services.

Driven by digitalisation:

Millennials buy largely from online sources influenced by online promotions by online opinion-makers.

Choice-driven: Millennials seek branded options; prefer emotionally intelligent spaces that can beat stress, nurture happiness and are socially aware of sourcing and reduced carbon footprint. Food is not restricted to taste but an end-to-end experience (from ordering to happiness and contentment when leaving).

Indian online food delivery sector

Online food ordering represents a shift, as a result of which funding in the food tech space has increased 35x in the last five years and is projected to increase manifold in the post-COVID-19 environment.

6x

Growth of food tech aggregators, 2017 to 2019

~US\$ 4 Bn,
size of food tech market of India,
2019

~US\$ 8 Bn,
size of food tech market of
India, 2022 (projected)

(Source: Livemint)

“Food tech start-ups have revolutionised the way Indians eat. Ordering food online is now a habit. There is large headroom to increase reach, engagement and usage frequency for food tech apps.”

- Boston Consulting Group (Source: Business Standard)

Food industry trends

Product sustainability:

Product sustainability is one of the most preferred attributes of food products. Consumers are increasingly aware of the connection between food, health and environment resulting in the selection of food that is organic, low-carbon, free of artificial fertilisers or genetically modified organisms.

Cloud kitchen is the new

emerging vertical: This is a takeaway outlet with no dine-in facility. With an increase in delivery orders, restaurants are shifting from the regular dine-in to the cloud kitchen model. The focus of cloud restaurants is on the number of orders, mass food preparation and reducing production and packaging.

Packaging and waste: Consumers prefer healthy and sustainable products. Digitisation in the food industry is helping find an

alternative to plastics and non-biodegradable packaging. Edible packaging, micro packaging and other forms of packaging are being increasingly used.

(Source: Restaurant India)

Increased focus on health and hygiene:

Following the COVID-19 pandemic, consumers have become more health-conscious and their preference for increased hygiene practices is expected to grow significantly. The focus of all the restaurants and QSRs is now on providing the consumers a safe, clean, hygienic and healthy ambience.

The Company's overview

Westlife Development Limited (WDL) is a part of the B.L. Jatia Group. The Company carries out its business in the operation and promotion of quick service restaurants through its wholly-owned subsidiary Hardcastle Restaurants Pvt. Ltd (HRPL). HRPL operates McDonald's restaurants

in West and South India through its master franchisee arrangement with McDonald's corporation.

Business overview and strategies

Owing to increasing urbanisation and millennials in Tier 2 and 3 cities, the Indian QSR sector is gaining popularity. HRPL is responsible for providing capital and support to the business, and obtains technical, operational and business knowhow from McDonald's Corporation. HRPL secures on long-term lease for its restaurant sites to control costs and ensure long-term property rights. The McDonald's restaurants managed by HRPL cover West and South India.

Leadership: The strategic outlook of the HRPL during the current year comprised 'One for all. All for one'. In line with this outlook, the Company intends to deepen its market leadership, extending value from employees and vendors to customers, environment,

community and shareholders. The Company provides different offerings across day-parts and occasions, reaching the customers at the right place and right time through superior delivery options. The result is that HRPL is more integrated than standalone.

Branding: Interesting campaigns, value for money propositions, range of offerings, menu management, customer feedback and sales growth are parameters used by the Company to analyse performance. The Company strategically planned around the five Ps (process, people, pricing, products and promotion), translating into increased year-on-year sales, margins and customer footfalls.

Technology: The Company's innovation, strategic implementation, cutting-edge technologies (online ordering) and all EoTF elements have helped enhance customer delight.

Brand extensions: The Company introduced the breakfast category with McBreakfast, the first

branded breakfast category in India (launched 2011), retaining its category leadership thereafter. The Company offers wholesome nutritious breakfast rich in protein across 210 McBreakfast outlets as of 31st March, 2020. It also caters to the exploding café market in India by serving hand-crafted 100% Arabica coffee at its 223 McCafé outlets.

Asset-light: The Company's McDelivery service grew in line with increased home delivery orders, strengthening the relative asset-lightness of the Company's business model.

Cultural sensitivity and menu localisation: HRPL researches and customises cuisines around local tastes. The result is that the McAllooTikki® burger and Rice Meal are unique offerings based on local preferences. Besides, HRPL is one of the first players in the sector to segregate its vegetarian and non-vegetarian kitchens in line with local sensitivities.

EoTF and sustainability: The Company keeps pace with

modernisation standards of outlets. The interiors, enhanced customer services, reduced costs and service promptness are continuously benchmarked and enhanced, transforming HRPL outlets into contemporary hangout destinations. The EoTF outlets of the Company stood at 66 in 2019-20 compared with 25 in 2018-19.

Among the sustainability initiatives, the Company introduced wholegrain wraps, Energy Management Systems, reusable cups, bio-degradable cutlery and started converting used cooking oil to 100% bio-diesel for use in its delivery trucks.

The combination of these sustainable business-strengthening initiatives resulted in the Company achieving long-term financial targets and enhancing shareholder value.

Westlife Development Limited is listed on the Bombay Stock Exchange (BSE: 505533) and reported a market capitalisation of ₹50,280.8 mn as on March 31, 2020.

SCOT analysis

Strengths

Among market leaders in India's QSR sector	Varieties of customisable menu options	Customer and employee-oriented approach	Robust third-party cold chain and logistics
Distinctive 'Experience of the Future' restaurant ambience	Strong day-parts proposition	Senior employees retained for a long tenure	World-class safety and hygiene processes

Challenges

Rising real estate property rents	Perception of so-called junk food associated with QSRs	Shifting QSR preferences of people	Black swan events like COVID-19 outbreak
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Opportunities

Widening the menu variety	Increased smartphone use	Growth in technology-enabled services
Increasing food safety awareness	Enhanced eating out preference	Increased number of millennials preferring the convenience of QSRs

Threats

Socio-economic and political uncertainty	Weather patterns affecting crop growth.
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Price-value proposition

McDonald’s is one of the most compelling QSR brands the world over, present in more than 38,000 locations across more than 138 countries. HRPL has been the QSR leader in India across two decades, marked by a network of more than 319 restaurants by the close of 2019-20.

McDonalds is globally respected for global-local (‘glocal’) menus based on local preferences. At HRPL, this resulted in the introduction of customised McDonald’s menu items comprising the McAlooTikki™ burger, Veg Pizza McPuff™ and Maharaja Mac™ (vegetarian and non-vegetarian), among others. The Company’s supply chain helped optimise costs through farm-fresh quality ingredients coupled with appropriate modern storage facilities. The result is that HRPL’s offering matches the McDonald’s value-for-money proposition across the areas of its presence.

In FY2019-20, HRPL commissioned 24 new restaurants, enhancing accessibility across its footprint; the Company was present in 42 cities and towns by the close of the year under review. The Company continued to rationalise costs and generate superior return of investment.

As a result, sales increased from ₹13,887.0 mn in FY2018-19 to ₹15,477.9 mn in FY2019-20. Operating EBITDA (before interest, depreciation and tax) strengthened 9.3% to ₹1,429.3mn; recurring profit after tax increased 71.9% to ₹365.9 mn. Correspondingly, net cash profit after tax - recurring stood at ₹1,298.7 mn during the year under review.

Our investments in people

HRPL is respected for employee-friendly policies, making it a ‘Great Place to Work’ for five consecutive years. We recruit first-jobbers, train them, motivate them and provide a growth-based workplace. The Company added 371 employees during the year under review. The average employee age was 24.1 as on March 31, 2020. The workforce comprised 31.3% women employees. The Company initiated several online and offline training programmes coupled with coaching, mentoring and performance evaluations.

Growing baseline sales

The various initiatives undertaken by HRPL in FY2019-20 comprised:

- Rolled out 24 more outlets, resulting in a total of 319 outlets during the year under review
- Deepened Restaurant Operating

- Platform (ROP) 2.0, enhancing operational efficiencies.
- Strengthened supply chain and storage capacity, ensuring fresh and available food.
- Increased EoTF stores from 25 in 2018-19 to 66
- Increased employees by 371 to 9,908 as on March 31, 2020

Same-store revenue growth strengthened 4.0% during the year under review. Revenues increased from ₹14,020.4 mn in FY2018-19 to ₹15,477.9 mn in FY2019-20. EBITDA margin strengthened 28 bps to 9.7% during the year. The Company re-invested ₹1,349.8 mn in growing its business through the launch of new restaurants and re-imaging existing ones.

Our optimism

The last quarter of the financial year under review was marked by the COVID-19 crisis. Though the business performance was adversely impacted, the Company is optimistic that, the assurance of safety and the convenience strategy will continue to remain a key driver in the QSR sector along with higher standards of hygiene practices, healthy affordable offerings and a branded option, strengthening the customer proposition of the Company.

Financial performance, 2019-20

Consolidated financial performance

(₹ in mn)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
REVENUES		
Sales	15,383.4	13,887.0
Other operating income	89.5	129.0
Net gain on fair value changes in value of investments	5.0	4.4
Total Revenues	15,477.9	14,020.4
Operating Costs and Expenses		
Restaurant Operating Cost and Expenses		
Food & Paper	5,382.4	5,115.9
Payroll and Employee Benefits	1,690.0	1,453.4
Royalty	706.0	641.4
Occupancy and Other Operating Expenses	5,436.8	4,788.0
Total Restaurant Operating Cost and Expenses	13,215.2	11,998.7

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Restaurant Operating Margin	2,262.7	2,021.7
General & Administrative Expenses	823.3	779.1
Operating EBITDA	1,439.3	1,242.6
Other (Income)/Expenses, (net)	(126.9)	(147.5)
Extra-ordinary Expenses*	58.5	63.9
Financial Expense (Interest & Bank Charges)	148.5	177.3
Depreciation	865.7	797.1
Profit Before Tax	493.5	351.8
Taxes	127.6	138.9
Recurring Profit After Tax	365.9	212.9
Cash Profit After Tax - Recurring	1,298.7	1,084.3

*One-time expense on account of assets written-off pertaining to restaurants relocation/closure

Key ratios

Debt Equity Ratio	0.30	0.41
Interest Coverage Ratio	10.23	7.86
Net Profit Margin (%)	2.36	1.52

Consolidated operating results

Total revenues

The Company's revenues comprised sales by Company-operated restaurants. In FY2019-20, the Company recorded revenue growth of 10.4% to ₹15,477.9 mn compared to ₹14,020.4 mn in FY 2019. The factors that resulted in revenues comprised the opening of new restaurants and an increase in same-store revenues. The Company added 24 new restaurants, taking the total restaurant count to 319 restaurants by the close of the year.

Gross margins

During the review period, food, paper and distribution costs (FPD) increased to ₹5,382.4 mn, compared to ₹5,115.9 mn in 2018-19. The quantum increase in costs was primarily driven by increased restaurant footfalls and sales. The Company delivered improved gross margins by 171 bps to 65.2%.

Restaurant Operating Margin (RoM)

Restaurant operating margin represents total revenues from Company-operated restaurants less the operating cost of these restaurants (including royalty etc.) before depreciation and corporate

overheads. In FY2019-20, the Company reported a Restaurant Operating Margin of ₹2,262.7 mn compared to ₹2,021.7 mn in the previous year. RoM was 14.6% compared to 14.4% in FY2018-19.

General & Administration (G&A) expenses

The Company continued to invest in a larger talent pipeline to address growing business needs. In FY2019-20, General & Administrative expenses increased to ₹823.3 mn compared to ₹779.1 mn in FY2018-19. General and administrative expenses as a percent of total revenues were flat: 5.3% in FY2019-20 compared to 5.6% in FY2018-19.

Operating EBITDA

Operating EBITDA by the Company was ₹1,439.3mn in FY2019-20 compared to ₹1,242.6 mn in FY2018-19. Operating EBITDA margin (operating EBITDA as a percent of total revenues) was 9.3% in FY2019-20 compared to 8.9% in FY2018-19.

Financial position and capital resources

As of March 31, 2020, at a consolidated level, the Company had cash and cash equivalents of ₹1,600.7 mn, comprising cash and balances with banks in India and

investments in liquid funds/Fixed Maturity Plans (FMPs).

Restaurant Development and Capital Expenditure

In FY 2020, the Company invested ₹1,349.8 mn in capital expenditure through accruals and reserves.

Risks and concerns

The Company has established a holistic framework in identifying, assessing and mitigating potential internal or external risks. It is continuously working towards minimising the impact of the potential risks using the Company's experience and proper understanding of the Indian market. Some of the risks the Company may face are:

Economic risk: Fluctuations in the economy could affect disposable incomes of consumers and sales of the food service industry.

Risk of inflation: Rising inflation could impact pricing, reducing margins.

Pandemic crisis: The outbreak of pandemic like COVID-19 could adversely affect the Company's business.

Supply chain risk: Supply chain disruptions could affect food

freshness and supply to outlets on time.

Regulatory norms: A tightening regulatory environment could stretch the management bandwidth, impact the brand and operations.

Internal control systems and their adequacy

The Company's robust and intricate internal control systems ensure there is efficient use and protection of resources and compliance with policies, procedures and statutory requirements. We have developed well-documented guidelines, procedures for authorisation and approvals, which include processes such as audits. Integral to the overall governance, we have a well-established internal audit framework that extensively covers all aspects of financial and operational controls, covering all units, functions and departments. The Company also has an efficient financial reporting system in place. Our internal audit team consists of senior members across various

functional departments some of whom are also key managerial personnel of WDL. They actively engage in the evaluation and improvement of various functions and activities of the Company including restaurant operations and other support functions and departments. The Company also has an Internal Audit cell, which supports the Audit Committee besides the independent review of internal controls, operating systems and procedures by external auditors.

Human resources

The Company employed 9,908 employees as on March 31, 2020. Increase in the value of human capital through the development of individual and collective competencies helped the Company stay ahead of market developments and requirements. The Company implemented programs and projects related to skill development and up gradation of employee competence. Programs of knowledge sharing

were conducted; employees were sent to external training programs to widen their perspective.

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual results could differ materially from those expressed in the statements or implied due to the influence of external factors that are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

REPORT OF THE BOARD OF DIRECTORS

To the members

Your Directors are pleased to present their Thirty-Seventh Annual Report and Audited Statement of Accounts for the year ended March 31, 2020.

I FINANCIAL DETAILS

Consolidated Financial Highlights		(₹ in Millions)
Particulars	2019-2020	2018-2019
Revenue from Operations (Net)	15,477.86	14,020.43
Total Expenses excluding Depreciation, Finance costs and Tax	13,337.46	12,830.57
EBITDA	2,270.39	1,326.25
Profit before exceptional items and tax	78.57	351.78
Exceptional Items	166.31	-
Profit / (Loss) before tax	(87.74)	351.78
Less : Tax Expenses	(14.26)	138.87
Profit / (loss) for the year	(73.48)	212.92
Other comprehensive income for the year	(10.00)	(1.86)
Total comprehensive income for the year	(83.48)	211.06

Standalone Financial Highlights		(₹ in Millions)
Particulars	2019-2020	2018-2019
EBITDA	(3.05)	(3.32)
Less : Depreciation	0.02	0.02
(Loss) before taxes	(3.07)	(3.34)
Tax Expense		
Current tax	-	0.29
(Loss) for the year	(3.07)	(3.63)
Add : Balance brought forward- Retained Earnings	(51.44)	(41.59)
Employee stock option recognised at fair value	-	(6.22)
Balance Carried forward- Retained Earnings	(54.51)	(51.44)

II PERFORMANCE

Standalone Operating Performance

During the financial year 2019-20, the Company has reported a loss after tax of Rs. 3.07 millions as against a loss of Rs 3.63 millions for the previous year.

The Company focuses on putting up and operating Quick Service Restaurants (QSR) in India through its wholly owned subsidiary, which is a Development Licensee / Master Franchisee of McDonald's and operates QSRs under the brand name McDonald's.

Consolidated financial statements of the Company and its subsidiary prepared in accordance with applicable accounting standards and duly audited by the Company's statutory auditors are annexed.

Subsidiary's Operating Performance

The highlights of the Subsidiary's performance for FY 2019-20 and its contribution to the overall performance of the Company is provided below:

(₹ in Millions)		
Particulars	2019-2020	2018-2019
Revenue from Operations (Net)	15,472.91	14,016.06
Total Expenses excluding Depreciation, Finance Costs and Tax	13,329.46	12,822.87
EBITDA	2,273.45	1,329.58
Profit before tax and exceptional items	81.63	355.12
Exceptional items	166.31	-
Profit / (loss) before tax	(84.68)	355.12
Less : Tax Expense	(14.22)	138.58
Profit / (loss) for the year	(70.46)	216.54
Other comprehensive income for the year	(10.00)	(1.86)
Total comprehensive income for the year	(80.46)	214.68

Subsidiaries, Joint Ventures or Associate Companies

During the year under review no company has become or ceased to be the Company's subsidiary, joint venture or associate company.

As per the provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the financial statements of the Company's subsidiary is provided as 'Annexure A' to the consolidated financial statements.

Dividend

Considering the present financial position as on 31st March, 2020, no dividend is being recommended.

State of the Company's affairs

Your Company was classified as a Core Investment Company ('CIC') exempted from registration with the Reserve Bank of India within the meaning of the Core Investment Companies (Reserve Bank) Directions, 2016. It has promoted the operations of QSRs through its subsidiary as aforesaid. The Company endeavors to continuously improve its performance. Your Directors are satisfied with the present state of the Company's affairs.

Transfer to Reserves

No funds are being transferred to the reserves.

Material changes and commitments

No material changes and commitments affecting

the financial position of your Company have occurred between 31st March, 2020 and the date of the report.

Particulars of loans, guarantee or investments

Particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are provided in Note No. 4 to the Standalone Financial Statements.

Maintenance of Cost Records

During the period under review, your Company was not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

Internal Complaints Committee for Sexual Harassment

Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

III DIRECTORS AND MANAGEMENT

Re-appointment of Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the office of Ms Smita Jatia (DIN: 03165703) is liable to retire by rotation at the

ensuing Annual General Meeting, and being eligible, she offers herself for re-appointment. The Board of Directors, has recommended her re-appointment.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms Amisha Hemchand Jain (DIN: 05114264) vide Board resolution dated 26th March, 2019 was appointed as an Additional Director of the Company w.e.f. 1st April, 2019. The Board recommended her appointment as Director of the Company to the members and was duly approved by the members at the 36th AGM of the Company.

Number of meetings of the Board

Four meetings of the Board of Directors were held during the financial year. For further details, please refer to the Report on Corporate Governance which forms a part of this Annual Report.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

The Company's Board comprises, inter alia, one Independent Director who was appointed during the year under review, being Ms Amisha Hemchand Jain, who was appointed with effect from 1st April, 2019. In the opinion of the Board, Ms Amisha Hemchand Jain possesses the necessary integrity, expertise, experience and proficiency to fulfill her role as Independent Director of the Company, and has informed the Board that she will, in due course, undergo the online proficiency test as mandated by the relevant Rules.

Directors' Responsibility Statement

As required under Section 134 (3) (c) and pursuant to Section 134 (5) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts for financial year ended 31st March, 2020, the applicable accounting standards have been followed and there are no departures in adoption of these standards;
- (b) the Directors have selected such accounting policies and applied them consistently and

made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2020 and of the profit and loss of the Company for the year ended on that date;

- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts for financial year ended 31st March, 2020 on a 'going concern' basis.
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating efficiently; and
- (f) the Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire through online survey covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent

Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Audit Committee

In accordance with Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013, the Company had constituted an Audit Committee, which consists of three independent non-executive directors namely; (1) Mr P.R. Barpande (Chairman), (2) Mr Manish Chokhani (member), Mr Tarun Kataria (member) and one other director, Mr Amit Jatia (member). The Audit Committee functions in terms of the role and powers delegated by the Board of Directors of the Company keeping in view the provisions of Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and the corresponding Rules made thereunder, being the Companies (Meetings of Board and its Powers) Rules, 2014.

Further, Mr Tarun Kataria was appointed as a member of the Audit Committee by the Board of Directors of the Company vide its resolution dated 14th May, 2019, with effect from the said date.

Vigil Mechanism and Whistleblower Policy

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and under Regulation 22 of the Listing Regulations is implemented through the Company's Vigil & Whistleblower Policy to enable the Directors and employees of the Company to report genuine concerns, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Vigil & Whistleblower Policy of the Company is available on the Company's website at the web-link: <http://www.westlife.co.in/investors-compliance-and-policies.php>

Auditors

• Statutory Auditors and Auditors' Report

BSR & Associates LLP, Chartered Accountants (ICAI Registration No. 116231W/W-100024) had been appointed as Statutory Auditors of the Company for a term of 5 (five) years at the 34th Annual General Meeting (AGM) held on 20th September,

2017, to hold office from the conclusion of the 34th AGM till the conclusion of the 39th AGM of the Company. They have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

The Notes on financial statements referred to in the Auditors' Report are self-explanatory, hence no clarification is required. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

• Secretarial Audit and Report of company secretary in practice

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Mr Shailesh Kachalia, Practicing Company Secretary (Certificate of Practice Number: 3888) to carry out the Secretarial Audit of the Company.

In terms of the provisions of sub-section (1) of Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, the Company has annexed to this Board Report as 'Annexure I', a Secretarial Audit Report given by a company secretary in practice.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Key Managerial Personnel (KMP)

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr Amit Jatia, Chief Executive Officer (CEO), Mr Suresh Lakshminarayanan, Chief Financial Officer (CFO) (till 31st March, 2020) and Dr. Shatadru Sengupta, Company Secretary (CS). There has been no change in Key Managerial Personnel during the year. Mr Pankaj Roongta was appointed as Chief Financial Officer of the Company w.e.f. 4th May, 2020.

Contracts or Arrangements with Related Parties

Related Party Transactions that were entered into during the year by your Company have been disclosed in Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act, 2013, which has been appended as 'Annexure II'.

In compliance with clause 2A, Part-A, Schedule V of the SEBI (LODR) Regulations, 2015, during the period under review the Company has not entered into any transaction with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the company.

Disclosures on Employee Stock Option Scheme

In compliance with Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the Regulations') read with SEBI Circular no. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015, your Board of Directors report that during the year under review, no material changes in the Westlife Development Limited Employees Stock Option Scheme 2013 (the 'Scheme') had taken place and that the Scheme is in compliance with the Regulations. Further, the details mentioned in the Regulations have been disclosed on the Company's website at web link: <http://www.westlife.co.in/web/compliance.aspx>.

Policy for Qualifications, positive attributes and independence criteria for Directors and Remuneration for Directors, Key Managerial Personnel and other employees

In accordance with the provisions of Section 134(3) (e); sub section (3) and (4) of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the Listing Regulations, the Company has formulated this policy. The said policy has been appended as 'Annexure III' which forms a part of this Report.

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 as to Corporate Social Responsibility are not applicable to your Company.

Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

In accordance with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following disclosures are made:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: N.A.*

- the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: N.A.*
- the percentage increase in the median remuneration of employees in the financial year: N.A.*
- the number of permanent employees on the rolls of Company: Three
- average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: N.A.*
- the terms of remuneration are in line with the Remuneration Policy of the Company.

*Directors did not receive any remuneration from the Company during the year, except sitting fee for attending meetings of the Board and its Committees, and no remuneration is being paid to the employees or Key Managerial Personnel of the Company.

Internal Financial Control Systems

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risk. The internal financial controls have been documented and embedded in the business system.

The Company has a proper and adequate internal audit and control system commensurate with its size and the nature of its business. No instance of any fraud or misdemeanor has been noticed during the year.

Significant and material orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and Company's operations in future.

Public Deposits

The Company did not accept any deposits during the year.

Corporate Governance

Report on Corporate Governance of the Company for the year under review, as per the requirements of Regulation 34 (3) read with Para C of Schedule V of the Listing Regulations, has been given under a separate section and forms part of this Annual Report.

Management Discussion and Analysis

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under Regulation 34 (2)(e) read with Para B of Schedule V of the Listing Regulations, is presented in a separate section forming part of the Annual Report under the heading 'Management Discussion and Analysis'.

Investor Education and Protection Fund (IEPF)

No unpaid and unclaimed dividend is lying with the Company.

Extracts of Annual Return

In accordance with sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the annual return as at 31st March, 2020 forms part of this Report and is appended herewith as 'Annexure IV'.

Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy

- i) The steps taken or impact on conservation of energy: The operations of your Company are not energy intensive.
- ii) The steps taken by the Company for utilizing alternate sources of energy: NIL
- iii) The capital investment on energy conservation equipments: NIL

However, the Company's subsidiary, Hardcastle Restaurants Pvt. Ltd, has taken significant measures for conservation of

energy and saving the environment, as set out more particularly in the Business Responsibility Report forming part of this Annual Report.

B. Technology Absorption

- i) The efforts made towards technology absorption : NIL
- ii) The benefits derived like product improvement, cost reduction, product development or import substitution : NIL
- iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): NIL
 - (a) Details of Technology Imported;
 - (b) Year of Import;
 - (c) Whether the Technology has been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.
- iv) Your Company has not incurred any expenditure on Research and Development during the year under review.

C. Foreign Exchange Earnings and Outgo

During the year under review, there were no foreign exchange inflow, outflow or earnings.

Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. The Company has a robust organisational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee of the Board which is authorised to monitor and review a Risk Management Plan including Cyber Security. The Risk Management Plan provides a detailed programme for risk prevention, risk mitigation and risk management and the operation/working thereof, along with reporting of any new risks. The Risk Management Plan has been established across the organisation and is designed to prevent, mitigate and manage risks that affect the Company.

IV DIVIDEND DISTRIBUTION POLICY

The above policy is enclosed as ‘Annexure-V’ to the Board’s Report and also available on the Company’s website at <http://www.westlife.co.in/investors-compliance-and-policies.php>

V BUSINESS RESPONSIBILITY REPORT (BRR)

The Listing Regulations mandate the inclusion of the BRR as part of the Annual Report for the top 500 listed entities based on market capitalization. In compliance with the Listing Regulations, we have integrated BRR disclosures annexed as ‘Annexure-VI’ to the Board’s Report.

VI ACKNOWLEDGEMENT

The Board of Directors wishes to express its gratitude and record sincere appreciation for the

dedicated efforts of all employees of the Company. The Board is thankful to the esteemed shareholders for their continued support and confidence reposed in the Company. The Board takes this opportunity to express its gratitude for the valuable assistance and co-operation extended by all stakeholders including government authorities, customers, banks, vendors, advisors, and other business partners.

For and on behalf of the Board of Directors

Sd/-
Amit Jatia
Director
DIN:00016871

Sd/-
Smita Jatia
Director
DIN: 03165703

Place: Mumbai
Date: 30th July, 2020

FORM MR-3 SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31st March 2020

To,

The Members,

WESTLIFE DEVELOPMENT LIMITED

Mumbai

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Westlife Development Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings,
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014,
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable to the Company during the Audit Period);

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - (Not applicable to the Company during the Audit Period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - (Not applicable to the Company during the Audit Period).

I have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Core Investment Companies (Reserve Bank) Directions, 2016.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Sd/-

SHAILESH KACHALIA

Practising Company Secretary

Proprietor

Place: Mumbai

Date : 30th July, 2020

Membership No. 1391 / CP No. 3888

Annexure II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: **N.A.**

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/ arrangements/ transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis:

Transaction 1:

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Hardcastle Restaurants Private Limited – wholly owned subsidiary company
b)	Nature of contracts/arrangements/transaction	Recovery of Employee Stock Option Plan Compensation Expense
c)	Duration of the contracts/ arrangements/ transaction	5 years from the date of vesting of stock options
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	₹ 86,26,685/- (including taxes)
e)	Date(s) of approval by the Board, if any	-
f)	Amount paid as advance, if any	-

For and on behalf of the Board of Directors

Sd/-
Amit Jatia

Director
DIN:00016871

Sd/-
Smita Jatia

Director
DIN:03165703

Date : 30th July, 2020
Place : Mumbai

Annexure III

POLICY FOR QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE CRITERIA FOR DIRECTORS AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

(As framed by the Nomination and Remuneration Committee)

A. Appointment Criteria for Directors:

The policy describes the criteria for determining qualifications, positive attributes and independence of a director of the Company.

The attributes are:

1	Qualifications	Graduate in any discipline
2	Positive attributes	a. Professional approach b. Good team work c. Good communication skills d. Good knowledge of specific domains related to the business activities of the Company.
3	Independence	Meets the criteria laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Remuneration Policy for Directors, Key Managerial Personnel (KMP) and other Employees:

The policy describes the criteria for deciding the remuneration to directors, key managerial personnel and other employees of the Company.

The criteria are:

1. The remuneration payable to directors of the Company shall consist of sitting fees. The quantum of such sitting fees shall be as decided by the Board of Directors from time to time.
2. Such remuneration shall be paid to a director only when the director attends a meeting of the Board or of a Committee.
3. Key Managerial Personnel and other senior management employees, not being members of the Board of Directors, and any other employees shall not be entitled to be paid any remuneration until the Board of Directors decides otherwise.

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L65990MH1982PLC028593
ii)	Registration Date	October 30, 1982
iii)	Name of the Company	WESTLIFE DEVELOPMENT LIMITED
iv)	Category of the Company	Company limited by shares
	Sub-Category of the Company	Indian Non-Government Company
v)	Address of the Registered office	1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400013
	Contact details	022 - 4913 5000
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer	Link Intime India Private Limited 247 Park, C-101 1st Floor, LBS Marg, Vikhroli (W), Mumbai-400083 Tel No: 022-49186000

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Activities of Holding Company	64200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No	Name And Address Of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Name: Hardcastle Restaurants Private Limited Address: 1001-1002, 10th Floor, Tower 3, Indiabulls Finance Centre, Senapati Bapat Marg, Mumbai - 400013	U55101MH1995PTC091422	Subsidiary	100%	2(87) (ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year. As on April 1, 2019				No. of Shares held at the end of the year. As on March 31, 2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	2634486	-	2634486	1.69	3996106	-	3996106	2.57	0.88
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	80799741	-	80799741	51.93	80799741	-	80799741	51.91	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	83434227	-	83434227	53.62	84795847	-	84795847	54.47	0.88
(2) Foreign									
a) NRIs - Individuals	1411621	-	1411621	0.91	1411621	-	50001	0.03	-0.88
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	11881640	-	11881640	7.64	7181640	-	7181640	4.61	-3.03
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	13293261	-	13293261	8.54	7231641	-	7231641	4.64	-3.90
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	96727488	-	96727488	62.16	92027488	-	92027488	59.12	-3.04
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	11460298	-	11460298	7.36	17536482	-	17536482	11.26	3.90
b) Banks / FI	-	-	-	-	18209	-	18209	0.01	0.01
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	7354531	-	7354531	4.72	4.72
g) FIs	23520258	-	23520258	15.12	19697421	-	19697421	12.65	-2.46
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Alternate Investment Funds)	142447	-	142447	0.09	75764	-	75764	0.05	-0.04
Sub-total (B)(1):-	35123003	-	35123003	22.57	44682407	-	44682407	28.70	6.13
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1236978	-	1236978	0.80	1147080	-	1147080	0.74	-0.06
ii) Overseas	6379749	-	6379749	4.10	368105	-	368105	0.24	-3.86
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	3245159	200	3245359	2.09	4151580	-	4151580	2.67	0.58
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	11886934	-	11886934	7.64	12504928	-	12504928	8.03	0.39
c) Others									
i. Trusts	24426	-	24426	0.01	1600	-	1600	0.00	-0.01
ii. Hindu Undivided Family	190324	-	190324	0.12	187712	-	187712	0.12	0.00
iii. Clearing Member	76879	-	76879	0.05	137822	-	137822	0.09	0.04
iv. NBFCs registered with RBI	13120	-	13120	0.01	-	-	-	0.00	-0.01
v. Foreign Portfolio Investor (Individual)	-	-	-	0.00	1947	-	1947	0.00	0.00
vi) Non- Resident (Non-repatriation)	207064	-	207064	0.13	215295	-	215295	0.14	0.01
vii) Non- Resident (Repatriation)	491876	-	491876	0.32	235801	-	235801	0.15	-0.17
Sub-total (B)(2):-	23752509	200	23752709	15.26	18951870	-	18951870	12.17	-3.09
Total Public Shareholding (B) = (B)(1)+ (B)(2)	58875512	200	58875712	37.84	63634277	-	63634277	40.88	3.04
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	155603000	200	155603200	100	155661765	-	155661765	100	-

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Horizon Impex Pvt Ltd	47285325	30.40	0.00	47285325	30.40	0.00	0.00
2	Subh Ashish Exim Pvt Ltd	33233707	21.37	0.00	33233707	21.37	0.00	0.00
3	Makino Holdings Limited	11881640	7.64	0.00	7181640	4.61	0.00	-3.02
4	Smita Jatia	1875250	1.21	0.00	1	0.00	0.00	-1.21
5	Amit Jatia	630000	0.41	0.00	50000	0.03	0.00	-0.37
6	Anurag Jatia	1411621	0.91	0.00	50000	0.03	0.00	-0.87
7	Achal Exim Pvt Ltd	160697	0.10	0.00	160697	0.10	0.00	0.00
8	Akshay Amit Jatia	63974	0.04	0.00	1	0.00	0.00	-0.04
9	Ayush Amit Jatia	63974	0.04	0.00	1	0.00	0.00	-0.04
10	Saubhagya Impex Pvt Ltd	40000	0.03	0.00	40000	0.03	0.00	0.00
11	Winmore Leasing And Holdings Ltd.	40000	0.03	0.00	40000	0.03	0.00	0.00
12	Shri AmbikaTrading Co Pvt Ltd	40000	0.03	0.00	40000	0.03	0.00	0.00
13	Banwari Lal Jatia	1176	0.00	0.00	1176	0.00	0.00	0.00
14	Lalita Devi Jatia	50	0.00	0.00	50	0.00	0.00	0.00
15	Usha Devi Jatia	50	0.00	0.00	50	0.00	0.00	0.00
16	Banwari Lal Jatia	11	0.00	0.00	127957	0.00	0.08	0.08
17	Amit Jatia	1	0.00	0.00	1	0.00	0.00	0.00
18	Acacia Impex Private Limited	1	0.00	0.00	1	0.00	0.00	0.00
19	Akshay Ayush Impex Pvt Ltd	1	0.00	0.00	1	0.00	0.00	0.00
20	Amit BL Properties Private Limited	1	0.00	0.00	1	0.00	0.00	0.00
21	Anand Veena Twisters Pvt Ltd	1	0.00	0.00	1	0.00	0.00	0.00
22	Concept Highland Business Pvt Ltd	1	0.00	0.00	1	0.00	0.00	0.00
23	Hardcastle And Waud Mfg Co Limited	1	0.00	0.00	1	0.00	0.00	0.00
24	Hardcastle Petrofer Private Limited	1	0.00	0.00	1	0.00	0.00	0.00
25	Hawco Petrofer LLP	1	0.00	0.00	1	0.00	0.00	0.00
26	Hawcoplast Investments And Trading Limited	1	0.00	0.00	1	0.00	0.00	0.00
27	Houghton Hardcastle (India) Pvt Limited	1	0.00	0.00	1	0.00	0.00	0.00
28	Vandeep Tradelinks Private Limited	1	0.00	0.00	1	0.00	0.00	0.00
29	Vishwas Investment & Trading Company Pvt Ltd	1	0.00	0.00	1	0.00	0.00	0.00
30	Achal Jatia	0	0.00	0.00	3816870	2.45	0.00	2.45
	Total	96727488	62.19	0.00	92027488	59.12	0.00	-3.04

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sl No.	Name of the Promoter	Shareholding at the beginning of the year		Date of change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Makino Holdings Limited	11881640	7.64	01.04.2019	-	-	11881640	7.64
		11881640	7.64	05.02.2020	-4700000	Transfer	7181640	4.61
		7181640	4.61	31.03.2020	-	-	7181640	4.61
2.	Achal Jatia	0	0.00	01.04.2019	-	-	0	0.00
		0	0.00	14.02.2020	3816870	Transfer	3816870	2.45
		3816870	2.45	31.03.2020	-	-	3816870	2.45
3.	Banwari Lal Jatia	11	0.00	01.04.2019	-	-	11	0.00
		11	0.00	14.02.2020	127946	Transfer	127957	0.08
		127957	0.08	31.03.2020	-	-	127957	0.08
4.	Anurag Jatia	1411621	0.91	01.04.2019	-	-	1411621	0.91
		1411621	0.91	14.02.2020	-1361621	Transfer	50000	0.03
		50000	0.03	31.03.2020	-	-	50000	0.03
5.	Amit Jatia	630000	0.40	01.04.2019	-	-	630000	0.40
		630000	0.40	14.02.2020	-580000	Transfer	50000	0.03
		50000	0.03	31.03.2020	-	-	50000	0.03
6.	Smita Jatia	1875250	1.21	01.04.2019	-	-	1875250	1.21
		1875250	1.21	14.02.2020	-1875249	Transfer	1	0.00
		1	0.00	31.03.2020	-	-	1	0.00
7.	Akshay Amit Jatia	63974	0.04	01.04.2019	-	-	63974	0.04
		63974	0.04	14.02.2020	-63973	Transfer	1	0.00
		1	0.00	31.03.2020	-	-	1	0.00
8.	Ayush Jatia	63974	0.04	01.04.2019	-	-	63974	0.04
		63974	0.04	14.02.2020	-63973	Transfer	1	0.00
		1	0.00	31.03.2020	-	-	1	0.00

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	Name of the Promoter	Shareholders Name		Date of change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	SBI Equity Hybrid Fund	10763986	6.92	01-04-2019	-	-	10763986	6.92
		10763986	6.92	03-05-2019	-132640	Transfer	10631346	6.83
		10631346	6.83	10-05-2019	-44076	Transfer	10587270	6.80
		10587270	6.80	07-02-2020	385683	Transfer	10972953	7.05
		10972953	7.05	31-03-2020	-	-	10972953	7.05
2.	Arisaig Partners (Asia) Pte Ltd. A/C Arisaig India Fund Limited	12296550	7.90	01-04-2019	-	-	12296550	7.90
		12296550	7.90	28-02-2020	-24000	Transfer	12272550	7.88
		12272550	7.88	06-03-2020	-250100	Transfer	12022450	7.72
		12022450	7.72	13-03-2020	-1597716	Transfer	10424734	6.70
		10424734	6.70	20-03-2020	-1453010	Transfer	8971724	5.76
		8971724	5.76	27-03-2020	-1180000	Transfer	7791724	5.00
		7791724	5.00	31-03-2020	-	-	7791724	5.00
3.	Rajiv Himatsingka	10613085	6.82	01-04-2019	No Movement During The Year			
		10613085	6.82	31-03-2020				

SI No.	Name of the Promoter	Shareholders Name		Date of change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
4.	ICICI Prudential Life Insurance Company Limited	681985	0.44	01-04-2019	-	-	681985	0.44
		681985	0.44	05-04-2019	-4383	Transfer	677602	0.44
		677602	0.44	12-04-2019	-1197	Transfer	676405	0.43
		676405	0.43	19-04-2019	-140083	Transfer	536322	0.34
		536322	0.34	03-05-2019	-10594	Transfer	525728	0.34
		525728	0.34	17-05-2019	-111537	Transfer	414191	0.27
		414191	0.27	24-05-2019	-49912	Transfer	364279	0.23
		364279	0.23	29-06-2019	-12927	Transfer	351352	0.23
		351352	0.23	05-07-2019	-767	Transfer	350585	0.23
		350585	0.23	12-07-2019	-190	Transfer	350395	0.23
		350395	0.23	16-08-2019	-95940	Transfer	254455	0.16
		254455	0.16	06-09-2019	-57	Transfer	254398	0.16
		254398	0.16	20-09-2019	49741	Transfer	304139	0.20
		304139	0.20	27-09-2019	-89794	Transfer	214345	0.14
		214345	0.14	04-10-2019	7986	Transfer	222331	0.14
		222331	0.14	11-10-2019	550527	Transfer	772858	0.50
		772858	0.50	18-10-2019	214357	Transfer	987215	0.63
		987215	0.63	25-10-2019	111345	Transfer	1098560	0.71
		1098560	0.71	08-11-2019	819	Transfer	1099379	0.71
		1099379	0.71	29-11-2019	-491	Transfer	1098888	0.71
		1098888	0.71	20-12-2019	23765	Transfer	1122653	0.72
		1122653	0.72	31-12-2019	786643	Transfer	1909296	1.23
		1909296	1.23	03-01-2020	4865	Transfer	1914161	1.23
		1914161	1.23	10-01-2020	89588	Transfer	2003749	1.29
		2003749	1.29	17-01-2020	155462	Transfer	2159211	1.39
		2159211	1.39	24-01-2020	67269	Transfer	2226480	1.43
		2226480	1.43	31-01-2020	119253	Transfer	2345733	1.51
		2345733	1.51	07-02-2020	278192	Transfer	2623925	1.69
		2623925	1.69	14-02-2020	866523	Transfer	3490448	2.24
		3490448	2.24	21-02-2020	97536	Transfer	3587984	2.30
		3587984	2.30	28-02-2020	166877	Transfer	3754861	2.41
		3754861	2.41	06-03-2020	41583	Transfer	3796444	2.44
		3796444	2.44	13-03-2020	205574	Transfer	4002018	2.57
		4002018	2.57	20-03-2020	1211529	Transfer	5213547	3.35
		5213547	3.35	27-03-2020	2082645	Transfer	7296192	4.69
		7296192	4.69	31-03-2020	-6661	Transfer	7289531	4.68
5.	Sundaram Mutual Fund A/C Sundaram Mid Cap Fund	558276	0.36	01-04-2019	-	Transfer	558276	0.36
		558276	0.36	05-04-2019	21426	Transfer	579702	0.37
		579702	0.37	31-05-2019	62140	Transfer	641842	0.41
		641842	0.41	12-07-2019	680000	Transfer	1321842	0.85
		1321842	0.85	02-08-2019	76098	Transfer	1397940	0.90
		1397940	0.90	30-08-2019	60579	Transfer	1458519	0.94
		1458519	0.94	27-09-2019	140277	Transfer	1598796	1.03
		1598796	1.03	24-01-2020	-52049	Transfer	1546747	0.99
		1546747	0.99	31-01-2020	-30870	Transfer	1515877	0.97
		1515877	0.97	07-02-2020	2700000	Transfer	4215877	2.71
		4215877	2.71	14-02-2020	-31960	Transfer	4183917	2.69
		4183917	2.69	21-02-2020	-47848	Transfer	4136069	2.66
		4136069	2.66	28-02-2020	-24801	Transfer	4111268	2.64
		4111268	2.64	06-03-2020	-38807	Transfer	4072461	2.62
		4072461	2.62	31-03-2020	-	-	4072461	2.62

SI No.	Name of the Promoter	Shareholders Name		Date of change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
6.	DSP Small Cap Fund	0	0.00	01-04-2019	-	-	0	0.00
		0	0.00	20-03-2020	1613477	Transfer	1613477	1.04
		1613477	1.04	31-03-2020	-	-	1613477	1.04
7.	Wellington Management Funds (Luxembourg)- Wellington Asian Opportunities Fund	1090092	0.70	01-04-2019	-	-	1090092	0.70
		1090092	0.70	07-06-2019	73314	Transfer	1163406	0.75
		1163406	0.75	29-06-2019	7537	Transfer	1170943	0.75
		1170943	0.75	05-07-2019	26027	Transfer	1196970	0.77
		1196970	0.77	12-07-2019	178861	Transfer	1375831	0.88
		1375831	0.88	19-07-2019	38833	Transfer	1414664	0.91
		1414664	0.91	26-07-2019	26361	Transfer	1441025	0.93
		1441025	0.93	02-08-2019	375	Transfer	1441400	0.93
		1441400	0.93	09-08-2019	153210	Transfer	1594610	1.02
		1594610	1.02	30-08-2019	89004	Transfer	1683614	1.08
		1683614	1.08	06-09-2019	15743	Transfer	1699357	1.09
		1699357	1.09	27-09-2019	117064	Transfer	1816421	1.17
		1816421	1.17	30-09-2019	4000	Transfer	1820421	1.17
		1820421	1.17	04-10-2019	13066	Transfer	1833487	1.18
		1833487	1.18	11-10-2019	117424	Transfer	1950911	1.25
		1950911	1.25	18-10-2019	69583	Transfer	2020494	1.30
		2020494	1.30	25-10-2019	36558	Transfer	2057052	1.32
		2057052	1.32	13-12-2019	24022	Transfer	2081074	1.34
		2081074	1.34	20-12-2019	20614	Transfer	2101688	1.35
		2101688	1.35	27-12-2019	10653	Transfer	2112341	1.36
		2112341	1.36	31-12-2019	22321	Transfer	2134662	1.37
		2134662	1.37	03-01-2020	14708	Transfer	2149370	1.38
		2149370	1.38	10-01-2020	32168	Transfer	2181538	1.40
		2181538	1.40	17-01-2020	114792	Transfer	2296330	1.48
		2296330	1.48	07-02-2020	-318559	Transfer	1977771	1.27
		1977771	1.27	20-03-2020	-651944	Transfer	1325827	0.85
		1325827	0.85	27-03-2020	99856	Transfer	1425683	0.92
		1425683	0.92	31-03-2020	3898	Transfer	1429581	0.92
8.	New Leaina Investments Limited	1307693	0.84	01-04-2019	-	-	1307693	0.84
		1307693	0.84	28-02-2020	-40281	Transfer	1267412	0.81
		1267412	0.81	31-03-2020	-	-	1267412	0.81
9.	Prerana Lp	1327578	0.85	01-04-2019	-	-	1327578	0.85
		1327578	0.85	19-04-2019	-31904	Transfer	1295674	0.83
		1295674	0.83	31-01-2020	-56345	Transfer	1239329	0.80
		1239329	0.80	07-02-2020	-239329	Transfer	1000000	0.64
		1000000	0.64	31-03-2020	-	-	1000000	0.64
10.	Kuwait Investment Authority Fund F239	0	0.00	01-04-2019	-	-	0	0.00
		0	0.00	07-02-2020	896800	Transfer	896800	0.58
		896800	0.58	31-03-2020	-	-	896800	0.58
11.	Premier Investment Fund Limited	958590	0.62	01-04-2019	-	-	958590	0.62
		958590	0.62	12-07-2019	-77923	Transfer	880667	0.57
		880667	0.57	30-08-2019	3440	Transfer	884107	0.57
		884107	0.57	06-09-2019	3540	Transfer	887647	0.57
		887647	0.57	27-09-2019	2127	Transfer	889774	0.57
		889774	0.57	10-01-2020	3202	Transfer	892976	0.57

SI No.	Name of the Promoter	Shareholders Name		Date of change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
	For Each of the Top 10 Shareholders	No. of Shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
		892976	0.57	07-02-2020	-23352	Transfer	869624	0.57
		869624	0.56	14-02-2020	-61870	Transfer	807754	0.52
		807754	0.52	21-02-2020	-31315	Transfer	776439	0.50
		776439	0.50	06-03-2020	1452	Transfer	777891	0.50
		777891	0.50	20-03-2020	8939	Transfer	786830	0.51
		786830	0.51	27-03-2020	2874	Transfer	789704	0.51
		789704	0.51	31-03-2020	-	-	789704	0.51
12.	Bay Pond Partners, L.P.	837043	0.54	01-04-2019	-	-	837043	0.54
		837043	0.54	05-07-2019	-8388	Transfer	828655	0.53
		828655	0.53	12-07-2019	-12218	Transfer	816437	0.52
		816437	0.52	19-07-2019	-6511	Transfer	809926	0.52
		809926	0.52	02-08-2019	-14735	Transfer	795191	0.51
		795191	0.51	27-12-2019	-79518	Transfer	715673	0.46
		715673	0.46	17-01-2020	-26480	Transfer	689193	0.44
		689193	0.44	24-01-2020	-45088	Transfer	644105	0.41
		644105	0.41	31-03-2020	-	-	644105	0.41
13.	Bay Capital Investments Ltd	3249749	2.09	01-04-2019	-	-	3249749	2.09
		3249749	2.09	05-04-2019	-79783	Transfer	3169966	2.04
		3169966	2.04	12-04-2019	-17718	Transfer	3152248	2.03
		3152248	2.03	19-04-2019	-50000	Transfer	3102248	1.99
		3102248	1.99	26-04-2019	-750000	Transfer	2352248	1.51
		2352248	1.51	10-05-2019	-47644	Transfer	2304604	1.48
		2304604	1.48	17-05-2019	-127644	Transfer	2176960	1.40
		2176960	1.40	24-05-2019	-37803	Transfer	2139157	1.37
		2139157	1.37	31-05-2019	-250687	Transfer	1888470	1.21
		1888470	1.21	07-06-2019	-94451	Transfer	1794019	1.15
		1794019	1.15	09-08-2019	-242449	Transfer	1551570	1.00
		1551570	1.00	23-08-2019	-86000	Transfer	1465570	0.94
		1465570	0.94	30-08-2019	-150139	Transfer	1315431	0.85
		1315431	0.85	06-09-2019	-12065	Transfer	1303366	0.84
		1303366	0.84	13-09-2019	-123993	Transfer	1179373	0.76
		1179373	0.76	20-09-2019	-243706	Transfer	935667	0.60
		935667	0.60	27-09-2019	-337562	Transfer	598105	0.38
		598105	0.38	11-10-2019	-180000	Transfer	418105	0.27
		418105	0.27	22-11-2019	-11879	Transfer	406226	0.26
		406226	0.26	29-11-2019	-38121	Transfer	368105	0.24
		368105	0.24	31-03-2020	-	-	368105	0.24
14	Tree Line Asia Master Fund (Singapore) Pte Ltd	3130000	2.01	01-04-2019	-	-	3130000	2.01
		3130000	2.01	12-07-2019	3130000	-	0	0.00
		0	0.00	31-03-2020	-	-	0	0.00

v) Shareholding of Directors and Key Managerial Personnel:

SI No.	Shareholders Name	Shareholders Name		Date of change in Shareholding	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1.	Banwari Lal Jatia Director	11	0.00	01.04.2019	-	-	11	0.00
		11	0.00	14.02.2020	127946	Transfer	127957	0.08
		127957	0.08	31.03.2020	-	-	127957	0.08
2.	Amit Jatia Director	630000	0.40	01.04.2019	-	-	630000	0.40
		630000	0.40	14.02.2020	-580000	Transfer	50000	0.03
		50000	0.03	31.03.2020	-	-	50000	0.03
3.	Smita Jatia Director	1875250	1.21	01.04.2019	-	-	1875250	1.21
		1875250	1.21	14.02.2020	-1875249	Transfer	1	0.00
		1	0.00	31.03.2020	-	-	1	0.00
4.	Ms. Amisha Jain Director	--	0.00	01.04.2019	No Movement During The Year			
		--	0.00	31.03.2020				
5.	Padmanabh Barpande, Director	--	0.00	01.04.2019	No Movement During The Year			
		--	0.00	31.03.2020				
6.	Manish Chokhani Director	--	0.00	01.04.2019	No Movement During The Year			
		-	0.00	31.03.2020				
7.	Tarun Kataria Director	--	0.00	01.04.2019	No Movement During The Year			
		--	0.00	31.03.2020				
8.	Achal Jatia Director	0.00	0.00	01.04.2019	-	-	0.00	0.00
		0.00	0.00	14.02.2020	3816870	-	3816870	2.45
		3816870	2.45	31.03.2020	-	-	3816870	2.45
9.	Suresh Lakshminarayanan CFO	5012	0.00	01.04.2019	-	-	5012	0.00
		5012	0.00	13.12.2019	2000	ESOP Exercise	7012	0.00
		7012	0.00	31.03.2020	-	-	7012	0.00
10.	Shatadru Sengupta CS	7855	0.00	01.04.2019	-	-	7855	0.00
		7855	0.00	12.07.2019	400	ESOP Exercise	8255	0.00
		8255	0.00	18.10.2019	2515	ESOP Exercise	10770	0.00
		10770	0.00	31.03.2020	-	-	10770	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		----	----	----	----	
1	Gross salary					
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify					
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors (Figures in Rupees)				Total Amount Rupees
1	Independent Directors	Mr P.R. Barpande	Ms. Amisha Jain	Mr Tarun Kataria	Mr Manish Chokani	
	• Fee for attending board/ committee meetings	6,00,000/-	3,00,000/-	6,00,000/-	7,00,000/-	22,00,000/-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	6,00,000/-	3,00,000/-	6,00,000/-	7,00,000/-	22,00,000/-
2.	Other Non Executive / Executive Directors	Mr B.L.Jatia	Mr Amit Jatia	Ms Smita Jatia	Mr Achal Jatia	
	• Fee for attending board/ committee meetings	1,25,000/-	4,50,000/-	4,50,000/-	1,50,000/-	11,75,000/-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	1,25,000/-	4,50,000/-	4,50,000/-	1,50,000/-	11,75,000/-
	Total (B)=(1+2)	7,25,000/-	7,50,000/-	10,50,000/-	8,50,000/-	33,75,000/-
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO Amit Jatia	Company Secretary Shatadru Sengupta	CFO Suresh Lakshminarayanan	
1	Gross salary				
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify				
	Total (A)	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

DIVIDEND DISTRIBUTION POLICY OF THE COMPANY

In accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the parameters of the Dividend Distribution Policy of the Company are as follows :

- (a) **the circumstances under which the shareholders of the listed entities may or may not expect dividend :**
Shareholders may expect dividend if the Board of Directors recommends payment of the same based on the financial parameters mentioned below, and may not expect it otherwise.
- (b) **the financial parameters that shall be considered while declaring dividend :**
These parameters presently include the profitability of the Company for the year in question and its profit record for previous years, the cash flow position of the Company, for both the year in question and the previous years, plans for investments to be made by the Company, the need for working capital generally and the need for cash in particular, and contingency requirements.
- (c) **internal and external factors that shall be considered for declaration of dividend :**
Internal factors that shall be considered shall include the above financial parameters. External factors shall not be considered.
- (d) **policy as to how the retained earnings shall be utilised :**
Retained earnings shall be utilised by ploughing them back into the operations of the Company, in furtherance of attainment of its objects.

and
- (e) **parameters that shall be adopted with regard to various classes of shares**
The Company has presently only one class of equity shares in its issued capital, and all the parameters as above shall apply to the same.

BUSINESS RESPONSIBILITY REPORT

[See Regulation 34(2)(f)]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company	L65990MH1982PLC028593
2.	Name of the Company	WESTLIFE DEVELOPMENT LTD
3.	Registered address	1001, Tower 3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
4.	Website	www.westlife.co.in
5.	E-mail id	shatadru@westlife.co.in
6.	Financial Year reported	01-04-2019 to 31-03-2020
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	64200
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	Activities of holding company
9.	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations (Provide details of major 5)	NA
	(b) Number of National Locations	One Head office and 319 Restaurants (subsidiary-Hardcastle Restaurants Private Limited)
10.	Markets served by the Company – Local/State/ National/International	Local

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (INR in millions)	311.34
2.	Total Revenue (INR in millions)	4.95
3.	Total loss for the year (INR in millions)	3.07
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	NIL
5.	List of activities in which expenditure in 4 above has been incurred	NIL

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies?	Yes
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) :	One
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

Mr Amit Jatia

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1	DIN Number	00016871
2	Name	Mr Amit Jatia
3	Designation	Director & CEO

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	N.A.
2	Name	Dr Shatadru Sengupta
3	Designation	Company Secretary
4	Telephone number	022- 4913 5055
5	e-mail id	shatadru@westlife.co.in

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

No.	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8	9
1	Do you have a policy/ policies for.....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	N	N	N	N	N	N	N	N	N
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	www.westlife.co.in								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)
N.A

No.	Questions	P	P	P	P	P	P	P	P	P
		1	2	3	4	5	6	7	8	9
1	The Company has not understood the Principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 Months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.	Annually
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	No

SECTION E: PRINCIPLE-WISE PERFORMANCE
PRINCIPLE 1

- Does the policy relating to ethics, bribery and corruption cover only the Company? **No**.
Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others? **Yes**
- How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so. **NIL**

PRINCIPLE 2

- List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.
 - LEDs** - LED lamps have a lifespan and electrical efficiency which are several times longer than incandescent lamps, and significantly more efficient than most fluorescent lamps, saves electricity..
 - Evaporative Coolers** – Works on principle of water evaporation and uses ambient temperature to cool given space, reducing HVAC usage, and hence saves electricity.
 - Waterless Urinals** – Eliminates flushing of water in urinal pots, hence saves water.
- For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
 - Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**
In our suppliers’ cup making processes, our converter is committed to delivering wastage reduction in materials usage and utilities consumption used in their operations. Reduction in utilities usage (power ~ 3% and water ~ 2.5%) through implementation of simple energy savings practices was also achieved during the same period.

Below are some hard numbers to show this:

ELECTRICITY SAVINGS		
YEAR	TOTAL ELECTRICITY CONSUMPTION YEAR WISE	% ENERGY SAVED
Apr'18- Mar'19	6,96,95,069	
Apr'19-Mar'20	7,24,18,508	
TOTAL ENERGY SAVED IN UNITS	22,04,299	2.5%

DETAIL:-

- Operating of lights is optimised
- M/C energy saving :
 - Equipments are kept operational for required time only and a schedule is maintained to switch them off when not requiredd
 - Compressors are switched off when not required
- Fans, coolers and AC are switched off when not in use
- Electrical preventive maintenance is carried out on time

WATER SAVINGS	
Total water saved in litres in a year across all restaurants : 3,00,000 litres in FY 19-20	

DETAIL:-

- All the taps are replaced with push pillar cocks.
- System Water washings are used for gardening purpose
- All the tanks are installed with float valves to minimize if not eliminate water wastage
- Waterless urinals have been introduced and made a standard feature

Our suppliers’ folding carton converter is FSC/COC-certified and sources its fibre-based materials from FSC-COC-certified mills. The site is also ISO 14001:2004-certified for Environmental Management Systems. From a material and utilities conservation standpoint, it continues to work on the following:

- Reduction in power consumption
- Efforts are also under way to reduce water consumption in its operations and this is being monitored on an on-going basis
- Waste generated from process is sent to a government-authorised body for disposal. Reduction in process wastage.
- An Environmental Management Protection (EMP) program on Green belt development is in place, and as part of the same, plantation is being carried out every year.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Electricity Saved during 2019-2020	22,04,299 units
Gas cylinders saved during 2019-2020	12,376 gas cylinders
Water saved during 2019-2020	3,00,000 litres

- Does the Company have procedures in place for sustainable sourcing (including transportation)?
 Yes
 - If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.
 - The Company has designed 100 % contingency and assured supply plan for all its raw materials sourced locally or from outside country.

- (b) Amongst all the raw materials, two of the products are critical for sustainability governance to protect environmental impact aspects which are RBD Palmolein Oil and Fish.
- (c) This contributes to around 10 % of raw material input.
- (d) RBD Palmolein Oil used in the Company's restaurants is purchased only from RSPO certified sustainable sources.
- The Company sources only sustainable fish species i.e. Alaskan Pollock for making its Filet –O- Fish burger patty.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

Yes.

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company and its suppliers source a lot of agri-produce like lettuce and potatoes from farmers. A large number of small and local farmers have been aggregated for this purpose and these farmers are given assured business and also a lot of know-how on good agriculture practices, weather related information, crop protection information, water conservation information and good practices of drip irrigation etc and thus the local farming community's capability and knowledge base has been enhanced. These initiatives help increase farm yield, crop quality and ultimately the farmers' income.

McDonald's Global GAP program is initiated for the farms which would improve bio security and help farmers to adopt global best practices.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Some of our packaging contains recycled paper and we also convert most of our waste cooking oil into biodiesel. During the financial year 2019-2020, the Company sold 400 kilolitres of used cooking oil to biodiesel manufacturers, equivalent to 340 kilolitres of biodiesel production, of which we consumed 60 kilolitres in our distribution truck fleet as fuel.

PRINCIPLE 3

1. Please indicate the Total number of employees. 9,908
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. N.A.
3. Please indicate the Number of permanent women employees. 3,106 – 2,285 Part Time, 821 Full Time
4. Please indicate the Number of permanent employees with disabilities. 49
5. Do you have an employee association that is recognised by management. No
6. What percentage of your permanent employees is members of this recognised employee association? N.A.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	1	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year?

(a) Permanent Employees	100%
(b) Permanent Women Employees	100%
(c) Casual/Temporary/Contractual Employees	N.A.
(d) Employees with Disabilities	100%

PRINCIPLE 4

- 1. Has the company mapped its internal and external stakeholders? Yes/No - No
- 2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalised stakeholders. - N.A.
- 3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so. N.A.

PRINCIPLE 5

- 1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

Covers Company and also suppliers. Most of our major suppliers are governed by Social Accountability standards for these compliances.
- 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? Nil

PRINCIPLE 6

- 1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others. – No
- 2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc. - No
- 3. Does the company identify and assess potential environmental risks? Y/N - No
- 4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? - No
- 5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc. - No
- 6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported? - N.A.
- 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. – N.A.

PRINCIPLE 7

- 1. Is your company a member of any trade and chamber or association? - Yes.

If Yes, Name only those major ones that your business deals with:
 - (a) National Restaurant Association of India (NRAI)
 - (b) Confederation of Indian Food Trade & Industry (CIFTI, the food arm of FICCI)
 - (c) The Protein Foods and Nutrition Development Association of India (PFNDAI)
 - (d) All India Food Processors’ Association
 - (e) Retailers Association of India.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others) - No

PRINCIPLE 8

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, please see answer to point 2 below.

2. Are the programmes/projects undertaken through in-house team/own foundation/externalNGO/government structures/any other organization?

In the financial year, the company worked extensively to support the well-being of children through its in-house foundation-Ronald McDonald House Charities Foundation India (RMHC India). In addition to this, the company also conducted multiple food donation drives for the communities impacted by COVID-19, which included frontline workers, daily wage earners and slum-dwellers.

3. Have you done any impact assessment of your initiative?

Through RMHC, the company supported more than 4500 critically ill children and their families seeking medical treatment at Bai Jerbai Wadia Hospital for Children, through RMHC Family Room. Family Rooms provide families of ailing children a place with comfortable seating area within the hospital and give them resources to get a break from the stressed hospital atmosphere.

The company also reached out to close to 6000 people in need as a part of its community outreach program to support those impacted by COVID-19 led lock-downs.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken. N.A.
5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so. - N.A.

PRINCIPLE 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year. – NIL
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information).

This question seems to be relevant for a packaged goods company. However, we do display nutrition information for our products on our website so that consumers are aware of the nutrition values and can make informed choices. The law does not mandate such a declaration, so this is being done over and above the local law.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so. Nil

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

The company carried out the following surveys to understand the health of the brand.

- i. My Voice – Surveys done by customers (Customer Satisfaction Score, Quality, Service and Cleanliness).
- ii. My Feedback – online portal for customer to give direct feedback.

CORPORATE GOVERNANCE REPORT

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para C of Schedule V thereof]

COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

The Company’s corporate governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibilities that conform fully with laws, regulations and guidelines and is intended:

- To ensure adequate control systems to enable the Board to efficiently conduct the business and discharge its responsibilities to shareholders.
- To ensure that the decision-making process is fair, transparent and equitable.
- To ensure fullest involvement and commitment of the management for maximization of stakeholders’ value.
- To imbibe the Company’s values in the employees and encourage them in their conduct.
- To ensure that the Company follows globally recognised corporate governance practices.

BOARD OF DIRECTORS

The Board comprises eight Directors as on 31st March, 2020. The names and categories of Directors, the number of Directorships and Committee positions held by them in other companies are given below. None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies and 3 Listed Companies in case he/she serves as a Whole Time Director in any Listed Company. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”)), across all the Companies in which he/she is a Director.

The Company’s Board has four independent non-executive directors as on 31st March, 2020, unrelated to each other and not holding any shares in the Company. The Board met four times during the year, on May 14, 2019; July 25, 2019; October 24, 2019; and January 23, 2020.

Attendance and other details of Directors

Name	Category	No. of Board Meetings Attended	If present at last AGM	Total No. of Outside Directorships held		*No. of other Committees in which Member/ Chairman	
				Public	Private	Member	Chairman
Mr Banwari Lal Jatia (DIN: 00016823)	Promoter Non-Executive	2	Yes	1	13	1	-
Mr Amit Jatia (DIN: 00016871)	Promoter Executive	4	Yes	2	10	1	-
Mr Padmanabh Ramchandra Barpande (DIN: 00016214)	Independent Non-Executive	4	Yes	1	10	4	3
Ms Smita Jatia (DIN: 03165703)	Promoter Non-Executive	4	Yes	-	3	-	-
Mr Manish Chokhani (DIN: 00204011)	Independent Non-Executive	4	No	2	6	4	-
Mr Tarun Kataria (DIN: 00710096)	Independent Non-Executive	4	No	1	1	1	-
Mr Achal Jatia (DIN: 03587681)	Non-Executive	2	No	-	1	-	-
Ms. Amisha Jain (DIN:05114264)	Independent Non-Executive	4	Yes	-	1	-	-

*Notes:

- Committee Membership(s) and Chairmanship(s) are counted separately.
- The details provided are of the Audit Committee and Stakeholders Relationship Committee, in accordance with Regulation 26 (1)(b) of the Listing Regulations.
- The Committee membership and chairmanship above exclude Committee membership and chairmanship in private companies, foreign companies and Section 8 companies.

Details of Directorship and category of Directorship in listed entities::

Name	Name of the Listed Entity	Category of Directorship
Mr Banwari Lal Jatia (DIN: 00016823)	Hardcastle and Waud Manufacturing Company Limited	Non Independent Director Managing Director
Mr Amit Jatia (DIN: 00016871)	Inox Leisure Limited	Independent Director
	V.I. P Industries Ltd	Independent Director
Mr Padmanabh Ramchandra Barpande (DIN: 00016214)	Fairchem Speciality Ltd	Independent Director
Ms Smita Jatia (DIN: 03165703)	NIL	-
Mr Manish Chokhani (DIN: 00204011)	Shoppers Stop Ltd	Independent Director
	Zee Entertainment Enterprises Ltd	Independent Director
Mr Tarun Kataria (DIN: 00710096)	Poddar Housing And Development Ltd	Independent Director
	Sterlite Investment Managers Ltd	Independent Director
Mr Achal Jatia (DIN: 03587681)	NIL	-
Ms Amisha Hemchand Jain (DIN: 05114264)	NIL	-

CODE OF CONDUCT

The Company has framed a Code of Conduct for the members of the Board of Directors and its senior managerial personnel. The Code has been posted on the website of the Company i.e <http://www.westlife.co.in/investors-compliance-and-policies.php>. All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration has been signed by the Chief Executive Officer (CEO) to this effect, and is enclosed at the end of this Report as 'Annexure-I'.

The Code of Conduct for the Independent Directors of the Company pursuant to the provisions of Section 149(8) and Schedule IV of the Companies Act, 2013, which is a guide to professional conduct for Independent Directors, has been adopted by the Company.

AUDIT COMMITTEE

As of 31st March, 2020, this Committee consists of the following Directors viz. Mr P R Barpande (Chairman of the Committee), Mr Manish Chokhani, Mr Tarun Kataria and Mr Amit Jatia. All the Members of the Committee possess strong accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18(3) read with Part C of Schedule II of the Listing Regulations. Besides having access to all the required information from within the Company, the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

Details of date of meeting and attendance during the year of the Audit Committee:

Name of the Committee Members & Chairperson	Date of meeting and attendance during the year			
	4th May, 2019	25th July, 2019	24th October, 2019	23rd January, 2020
Mr P R Barpande	Yes	Yes	Yes	Yes
Mr Tarun Kataria	Yes	Yes	Yes	Yes
Mr Manish Chokhani	Yes	Yes	Yes	Yes
Mr Amit Jatia	Yes	Yes	Yes	Yes

NOMINATION AND REMUNERATION COMMITTEE

The Company's Nomination and Remuneration Committee of the Board of Directors (erstwhile Compensation Committee) had been constituted consisting, as of 31st March, 2020, of Mr P.R. Barpande (Chairman), Mr Manish Chokhani (Member) and Ms Smita Jatia (Member). Dr Shatadru Sengupta, the Company Secretary of the Company is the Secretary to the Committee. The Committee also administers the Westlife Development Limited Employees Stock Option Scheme 2013.

The terms of reference of this Committee are in accordance with the provisions of the Companies Act, 2013, Regulation 19 (4) read with Part D of Schedule II of the Listing Regulations and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Committee met twice during the year, on July 25, 2019 and January 23, 2020.

Details of date of meeting and attendance during the year of the Nomination and remuneration Committee:

Name of the Committee Members & Chairperson	Date of meeting and attendance during the year	
	25th July, 2019	23rd January, 2020
Mr P R Barpande	Yes	Yes
Mr Manish Chokhani	Yes	Yes
Ms Smita Jatia	Yes	Yes

The remuneration policy formed by this Committee is annexed as 'Annexure III' to the Board's Report. Also, the details of remuneration paid to all the directors have been mentioned in Clause VI of 'Annexure IV' to the Board's Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr B L Jatia, Non-Executive Director. Mr Amit Jatia and Mr P R Barpande are also members of the Committee, as of 31st March, 2020. Dr Shatadru Sengupta, the Company Secretary of the Company is the Secretary to the Committee.

The terms of reference of this Committee are in accordance with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 20 (4) read with Part D of Schedule II of the Listing Regulations.

No investor complaints were received during the year. No complaints are pending. The dedicated e-mail ID for investors' grievances is complianceofficer@westlife.co.in

RISK MANAGEMENT

Your Company has a well-defined risk management frame work in place. The risk management framework works at various levels across the Company. The Company has a robust organisational structure for managing and reporting on risks.

The Board has constituted a Risk Management Committee (RMC). The Committee is chaired by Mr Tarun Kataria, Independent Director. The other members are Mr Manish Chokhani, Independent Director and Ms Smita Jatia. Dr Shatadru Sengupta, the Company Secretary and Mr Suresh Lakshminarayanan, the Chief Financial Officer of the Company (till 31st March, 2020), being senior executives, are part of the Committee. Mr Pankaj Roongta was

appointed as Chief Financial Officer of the Company w.e.f. 4th May, 2020 and the RMC was reconstituted by the Board of Directors of the company at its meeting held on 11th June, 2020 by adding Mr Pankaj Roongta as a member of the Committee in place of Mr Suresh Lakshminarayanan. The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimisation procedures, and the RMC shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as of performance of the Directors individually. Feedback was sought by means of an online survey covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The evaluation was carried out based on responses received from the Directors.

Via online survey, a separate exercise was carried out by the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Board members are provided with necessary documents/brochures, newsletters, reports and internal policies to enable Independent Directors to familiarize themselves with the Company's procedure and practices.

Towards familiarization of the Independent Directors with the Company, periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, global business environment, business strategy and risk involved including their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

The details of such programs for familiarisation of the Independent Directors with the Company are available on the website of the Company at the Web link: <http://www.westlife.co.in/investors-compliance-and-policies.php>

MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company meet in a separate meeting, at least once a year, without the presence of non-independent directors and members of management. For the year under reporting, the Independent Directors' separate meeting was held on January 23, 2020.

The said meeting was conducted in a manner to enable the Independent Directors to inter alia discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board confirmed that in its opinion, the Independent Directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

During the period under review, no Independent Director has resigned before the expiry of his or her tenure.

BOARD'S KEY SKILLS/COMPETENCE/EXPERTISE

The Company's Board comprises qualified members with required skills/expertise and competence that allow them to make effective contributions to the Board and its Committees. The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance.

Tabulated below is the list of core skills/expertise/competencies that had been identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board. The names of the directors who have such skills / expertise / competencies are specified in the table.:

Sr. No.	Skills/competence/ expertise	Mr B L Jatia	Mr Amit Jatia	Ms Smita Jatia	Mr Achal Jatia	Mr P R Barpande	Mr Manish Chokhani	Mr Tarun Kataria	Ms Amisha Jain
1.	Financial Literacy	√	√	√	√	√	√	√	√
2.	Business Acumen	√	√	√	√	√	√	√	√
3.	Leadership Skills	√	√	√	√	√	√	√	√
4.	Technology and knowledge of best business practices, including Digital		√	√	√				√

REMUNERATION AND RELATIONSHIP OF DIRECTORS

Mr Banwari Lal Jatia being a director is related to Mr Amit Jatia, director and Mr Achal Jatia, director, being his sons and Ms Smita Jatia, director, being his son’s wife. Similarly, the other above mentioned directors are related inter se to each other. None of the Independent Directors of the Company are inter-se related to each other.

The Company has published its criteria for making payments to non-executive directors in ‘Annexure III’ to the Board’s Report.

The Company has disclosed the number of shares held by non-executive directors in Clause (v) of IV of ‘Annexure IV’ to the Board’s Report.

POLICY FOR DETERMINING ‘MATERIAL’ SUBSIDIARIES

The Company has formulated a Policy for determining ‘material’ subsidiaries as defined in Regulation 16(1) (c) of the Listing Regulations. This Policy has been posted on the website of the Company at the Web link: <http://www.westlife.co.in/investors-compliance-and-policies.php>

POLICY FOR DETERMINING MATERIALITY OF RELATED PARTY TRANSACTIONS

The Company has formulated a Policy for determining materiality of related party transactions as defined in Regulation 23 of the Listing Regulations. This Policy has been posted on the website of the Company at the Web link: <http://www.westlife.co.in/investors-compliance-and-policies.php>

CEO AND CFO CERTIFICATION

As required by Regulation 17 (8) read with Part B of Schedule II of the Listing Regulations, Mr Amit Jatia, Chief Executive Officer (CEO) and Mr Pankaj Roongta, Chief Financial Officer (CFO) of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2020. The Certificate is annexed as ‘Annexure II’ to this Report.

COMPLIANCE CERTIFICATE

Certificates from Mr Shailesh Kachalia, a practicing Company Secretary, regarding compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) read with Para E of Schedule V and Part C (10) i of Schedule V, of the Listing Regulations are annexed to this Report as ‘Annexure III’ and ‘Annexure-IV’.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company,

to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under Regulation 34(2) (e) read with Para B of Schedule V of the Listing Regulations, is presented in a separate section forming part of the Board’s Report under the heading ‘Management Discussion and Analysis’.

ANNUAL GENERAL MEETING

Location, Date and Time of the last 3 AGMs:

Sr. No.	Location	Date	Time	No. of Special Resolutions
1	Fantasy Banquet Room, 1st Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai-400018	September, 20, 2017	2.30 p.m.	Nil
2	Fantasy Banquet Room, 1st Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai-400018	August, 29th, 2018	2.30 p.m.	3
3	Orchid Hall, 2nd Floor, Sunville Banquets, 9, Dr Annie Besant Road, Worli, Mumbai 400 018	September 5th, 2019	11.00 a.m.	Nil

During the year under review, no special resolution was proposed to be conducted through postal ballot.

Disclosures

- All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form. No materially significant related party transactions that might have potential conflict with the interests of the Company at large took place during the year.
- All applicable Accounting Standards mandatorily required have been followed in preparation of the financial statements.
- The Company has made disclosures in compliance with the Accounting Standard on “Related Party Disclosures” in Note. No 17 of the Standalone Financial Statement which forms a part of this Board’s Report.
- There was no money raised through public issue or rights issue etc.
- The Directors did not receive any remuneration from the Company during the year, except sitting fee for attending meetings of the Board and its Committees.
- All pecuniary relationships or transactions of the Directors vis-à-vis the Company have been disclosed in the Notes to the Accounts for the year which are being circulated to members along with this Report.
- There were no financial/commercial transactions by the Senior Management Personnel where they have personal interest that may have a potential conflict with the interests of the Company at large requiring disclosures by them to the Board of Directors of the Company.
- Compliance Reports of applicable laws are periodically reviewed by the Board of Directors. The Company is in compliance with all applicable laws. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- The Company has established a whistle blower policy and no personnel have been denied access to the Audit Committee.
- Relevant details of Directors proposed to be appointed are furnished in the Notice of the 37th Annual General Meeting being sent along with the Board’s Report.
- During the period under review, the Board has accepted all the recommendations made by various Committees to the Board.
- During the period under review, the Company and its subsidiary have paid Rs. 7.03 million to the Statutory Auditors on consolidated basis.

SEXUAL HARASSMENT DISCLOSURE:

During the period under review, below are the disclosures in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

i	Number of complaints filed	1
ii	Number of complaint disposed of	1
iii	Number of complaints pending	Nil

COMMUNICATION

The Company's quarterly financial results are submitted to the BSE Ltd within the prescribed time-period in a form so as to enable the Exchange to put the same on its own website. In addition, the Company displays such quarterly results on its website www.westlife.co.in. The quarterly results are also published in Free Press Journal (English) and Navshakti (Marathi) newspapers.

The Company issues press releases as and when the occasion arises. The presentations made to institutional investors/analysts are available on the Company's website.

GENERAL SHAREHOLDER INFORMATION

(i) Annual General Meeting to be held :

Date	23rd September, 2020
Time	2.00 p.m.
Venue	The AGM shall be held through Video Conference (VC) / Other Audio Visual Means (OAVM) in compliance with General Circular No. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs (MCA circulars) and other applicable provisions of the Companies Act, 2013 and circulars issued by the Securities and Exchange Board of India. (SEBI) without the physical presence of the Members at a common venue. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

(ii) Financial Year : 1st April – 31st March

(iii) Dividend Payment Date : No dividend is being recommended,

(iv) The Company's shares are listed on the BSE Ltd.

Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001 (Stock/Scrip Code: 505533). The annual listing fee has been paid to BSE Ltd for the financial year.

(v) Stock Performance

The performance of the Company's shares relative to the BSE Sensitive Index is given in the chart below:



(vi) Monthly Market Price Data:

Monthly highest and lowest closing quotations of the Company's equity share on the Bombay Stock Exchange during the financial year 2019-20 were as under. Comparative figures of the month-end closing prices of the Company's share and the BSE Sensex are also tabulated alongside.

Month	Rupees per share			Sensex High	Sensex Low
	High	Low	Month-end closing		
Apr-19	447.00	392.55	400.05	39,487.45	38,460.25
May-19	409.45	324.10	350.75	40,124.96	36,956.10
Jun-19	352.90	290.00	306.45	40,312.07	38,870.96
Jul-19	324.50	257.20	272.35	40,032.41	37,128.26
Aug-19	294.90	260.00	280.15	37,807.55	36,102.35
Sep-19	331.00	269.75	294.80	39,441.12	35,987.80
Oct-19	377.00	280.10	353.90	40,392.22	37,415.83
Nov-19	401.15	333.00	379.35	41,163.79	40,014.23
Dec-19	388.00	337.70	342.65	41,809.96	40,135.37
Jan-20	455.55	342.65	433.60	42,273.87	40,476.55
Feb-20	499.90	413.80	445.60	41,709.30	38,219.97
Mar-20	467.00	274.55	320.20	39,083.17	25,638.90

(vii) Registrars & Transfer Agent:

Link Intime India Pvt Ltd
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel: 91-022-4918 6000 Fax: 91-022-4918 6060
Email: rnt.helpdesk@linkintime.co.in

(viii) Share Transfer System:

As on 31st March, 2020, 100% paid-up capital of the Company is in dematerialised form.

For dematerialised shares the Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd. handles the transfer, transmission and issue of duplicate share certificate and other related matters from the lodgment of the documents.

(ix) (Shareholding Pattern as on 31st March, 2020:

	No. of Holders	No. of Shares held	Percentage of holding
Promoter Group :			
Individuals/ HUF	11	40,46,107	2.60
Bodies Corporate	19	8,79,81,381	56.52
Non-Promoters :			
Individuals/ HUF	15,034	17,297,263	11.11
Bodies Corporate	334	8,657,642	5.56
Foreign Institutional Investors	90	20,065,526	12.89
Mutual Fund/Alternate Investment Funds	11	17,612,246	11.31
Trust	1	1,600	0.00
	15,500	1,55,661,765	100.00

Distribution of shareholding as at March 31, 2020:

Shareholding	No. of Shareholders	No. of Equity Shares	Shareholding Percentage
1-500	14,095	1,171,914	0.7529
501 to 1000	707	5,43,886	0.3494
1001 to 2000	418	5,92,057	0.3803
2001 to 3000	145	3,60,750	0.2318
3001 to 4000	84	2,96,748	0.1906
4001 to 5000	61	2,85,606	0.1835
5001 to 10000	134	9,70,459	0.6234
10001 and above	185	1,51,440,345	97.2881
	15,829	1,55,661,765	100.00

(x) Dematerialisation of shares:

As on 31st March, 2020, shares comprising 100% of the Company's paid-up capital are held in dematerialised form under ISIN INE274F01020.

(xi) The Company has not issued or does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

(xii) Plant Location:

The Company does not have any plant.

(xiii) Addresses for correspondence:

Shareholders' correspondence may be addressed to any of the following addresses:

1. Link Intime India Pvt Ltd
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel: 91-022-4918 6000 Fax: 91-022-4918 6060
Email: rnt.helpdesk@linkintime.co.in
2. Westlife Development Ltd
1001, Tower-3, 10th Floor
Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone Road,
Mumbai 400 013.

(xiv) Compliance with discretionary requirements:

Your Company has complied with point E of the requirements as specified in Part E of Schedule II of the Listing Regulations.

(xv) Your Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

Annexure I

CEO DECLARATION

[Regulation 34 read with point D of Schedule V, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Board of Directors

Westlife Development Ltd,

1001, Tower-3, 10th Floor, Indiabulls Finance Centre,

Senapati Bapat Marg, Elphinstone Road,

Mumbai – 400 013

I, Amit Jatia, Chief Executive Officer of the Company, in compliance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby declare that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management Personnel during the financial year ended 31st March, 2020.

For Westlife Development Limited

Date: 30th July, 2020

Place: Mumbai

Sd/-

Amit Jatia

Chief Executive Officer

Annexure II

CEO AND CFO CERTIFICATE

To,

The Board of Directors

Westlife Development Ltd, ('the Company')

1001, Tower-3, 10th Floor, Indiabulls Finance Centre,

Senapati Bapat Marg, Elphinstone Road,

Mumbai – 400 013

- A. We have reviewed financial statements and the cash flow statement of the Company for the year ended 31st March, 2020 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- A. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- B. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, that there are no deficiencies in the design or operation of such internal controls, if any, of which we are aware.
- C. We have indicated to the auditors and the Audit Committee that:
- (1) there are no significant changes in internal control over financial reporting during the year;
 - (2) there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) there are no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 30th July, 2020

Place: Mumbai

Sd/-

Amit Jatia

Chief Executive Officer

Sd/-

Pankaj Roongta

Chief Financial Officer

COMPLIANCE CERTIFICATE

I have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") entered into by the Company with BSE Ltd for the financial year ended March 31, 2020.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures adopted by the Company for ensuring the compliance of conditions of Corporate Governance and implementation thereof. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review, and to the best of my information and according to the explanations given to me, in my opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Regulation 34 (3) read with Para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place: Mumbai
Date: 30th July, 2020

Sd/-
Shailesh Kachalia
CP 3888
Company Secretary

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To,
The Members of
Westlife Development Limited
1001, Tower-3, 10th Floor, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400 013

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Westlife Development Limited having CIN L65990MH1982PLC028593 and having registered office at 1001, Tower-3, 10th Floor, Indiabulls Finance Centre, Senapati Bapat Marg, Elphinstone Road, Mumbai-400 013 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr Banwari Lal Jatia	00016871	24-11-2012
2	Mr Amit Jatia	00016823	24-11-2012
3	Ms Smita Jatia	03165703	18-09-2013
4	Mr Achal Jatia	03587681	01-08-2014
5	Mr P.R. Barpande	00016214	24-11-2012
6	Mr Manish Chokhani	00204011	18-09-2013
7	Mr Tarun Kataria	00710096	01-08-2014
8	Ms Amisha Hemchand Jain	05114264	01-04-2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 30th July, 2020

Sd/-
Mr. Shailesh Kachalia
Membership No. : F1391
CP 3888
Practicing Company Secretary

Independent Auditors’ Report

To the Members of
Westlife Development Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Westlife Development Limited (hereinafter referred to as the ‘Holding Company’) and its subsidiary (Holding Company and its subsidiary together referred to as “the Group”), which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2020, of its consolidated loss and other comprehensive income, consolidated

changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

Key audit matters	How the matter was addressed in our audit
Revenue Recognition	
See Note 18 to the consolidated financial statements	
The Group has recognised revenue of INR 15,383.43 millions (2019: INR 13,887.03 millions).	
The Group’s primary source of revenue is from sale of foods, beverages and toys from chain of quick service restaurants (QSR) stores or through online ordering and delivery. Revenue comprises of numerous transactions of small amounts and relies highly on internal process of recording, accuracy and completeness.	
We continue to assess revenue recognition as an area of audit risk and has a significant effect on our audit strategy and our allocation of resources. Revenue recognition has therefore been identified as a key audit matter.	
	Our audit procedures included obtaining an understanding of the business and the processes by which revenue transactions are initiated, processed and recorded in the general ledger and reported in the financial statements. Our audit approach was designed to be responsive to our assessed risk of material misstatement over revenue and comprised a combination of test of controls and substantive procedures. After obtaining an understanding of the processes, we evaluated the design of internal controls over revenue transactions and tested the effectiveness of these internal controls to form our opinion for reliance on controls. We supplemented our controls testing by performing relevant substantive procedures.
	Our audit work included, but was not restricted to:
	Evaluating the design and implementation of sales transactions from beginning to through to their recording in the general ledger for verification of completeness of revenue. Verified that revenue was recorded accurately in the proper period.

Key audit matters	How the matter was addressed in our audit
	• Testing key controls over additions to and changes in the POS master file data at individual stores on sample basis. • In view of inability to test automated controls in the POS system, performed manual substantive testing of sales as recorded in POS and consequently in the general ledger. Such testing entailed comparing prices charged as appearing in POS sales report for a sample period with the relevant master price lists as approved by the designated Company personnel. • Testing internal controls over recording of sales, collection and custody of cash. Verified segregation of duties and reconciliation of sales records with bank collections. • Verifying the three-way match between sales as recorded by the stores in the POS system with the collections in the bank and the sales accounted in the general ledger. • Performing analytical procedures on sales performance of individually significant stores. Enquired explanation for any major variances, if any, for sales and gross margins.
Adoption of Ind AS 116 Leases As described in Note 43 to the consolidated financial statements, the Group has adopted Ind AS 116 Leases (Ind AS 116) in the current year. The Company has over 300 QSR stores, majority of which are leased. Ind AS 116 replaces the existing standard Ind AS 17 and specifies how an enterprise will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for every lease unless the lease term is 12 months or less or the underlying asset has a low value. The Company has chosen the modified retrospective application approach for adoption of Ind AS 116 which became effective 1 April 2019. This has resulted in recognition of a Right of Use (ROU) of the leased asset of INR 7,226.66 millions as at 1 April 2019 and lease liability of INR 6,997.36 millions as at date. We considered the first-time application of the standard as a key audit matter on store leases due to the nature of those leases on the financial statements, and the significance of the judgements needed in establishing the underlying key assumptions used.	Our audit procedures included amongst others, the following: • Assessing the accounting for leases is consistent with the definitions of Ind AS 116 including factors such as lease term, discount rate and measurement principles. • Verifying the completeness of the lease database by assessing them based on contractual arrangements, the leases considered fall within the scope of Ind AS 116. • Verifying the accuracy of the underlying lease data by agreeing a sample of leases to original contract or other information. • Verifying the accuracy of the accounting impact under Ind AS 116 for each lease sampled through reperformance of the expected Ind AS 116 adjustment. • Assessing the appropriateness of the discount rate applied in determining lease liabilities with inputs from our valuation specialists. • Assessing the design and implementation of key controls for lease accounting. • Assessing the modified retrospective application and its consistency with the definition and methods of Ind AS 116, we tested the resulting impact on the balance sheet and the statement of profit and loss. • Assessing the appropriateness of disclosures on adoption of Ind AS 116 including key assumptions within the financial statements.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the consolidated financial statements and our auditors' report thereon. The Holding Company's Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of

the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant

to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and the subsidiary included in the consolidated financial statements of which we

are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

- e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary company which is incorporated in India, as on 31 March 2020 and taken on record by the Board of Directors of respective companies, none of the directors of the respective companies, is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group. Refer Note 34 to the consolidated financial statements.
 - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
- There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India during the year ended 31 March 2020.
- The disclosures in the consolidated financial statements regarding holdings as well as

dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2020.

- C. With respect to the matter to be included in the Auditor's report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act

In our opinion and according to the information and explanations gives to us, the remuneration paid during the current year by the subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the subsidiary company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No.: 116231W/W-100024

Sd/-

Shabbir Readymadewala

Partner

Place: Mumbai

Date: 11 June 2020

Membership No: 100060

UDIN: 20100060AAAABP4364

Annexure A to the Independent Auditors’ report on the consolidated financial statements of Westlife Development Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of Westlife Development Limited (hereinafter referred to as “the Holding Company”) and its subsidiary company which is incorporated in India, as of that date.

In our opinion, the Holding Company and its subsidiary company which is incorporated in India , have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The respective Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets,

the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No.: 116231W/W-100024

Sd/-

Shabbir Readymadewala

Partner

Place: Mumbai

Date: 11 June 2020

Membership No: 100060

UDIN: 20100060AAAABP4364

Consolidated Balance Sheet as at March 31, 2020

(₹ in Millions)

	Note	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
I ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	2	29.93	92.12	109.43
(b) Receivables				
(i) Trade Receivables	3	47.26	97.59	64.31
(c) Loans	4	464.83	449.22	413.63
(d) Investments	8	1,570.82	2,040.15	1,886.75
(e) Other Financial assets	5	105.92	117.56	67.74
(2) Non-financial Assets				
(a) Inventories	6	411.36	409.94	336.82
(b) Current tax assets (Net)	7	111.77	53.33	41.34
(c) Deferred tax Assets (Net)	10	213.54	63.24	222.50
(d) Investment Property	9	5.25	5.91	6.57
(e) Property, Plant and Equipment	9	5,431.39	5,020.03	4,632.03
(f) Right to use assets	43	7,714.20	-	-
(g) Capital work-in-progress		225.76	283.72	197.37
(h) Goodwill	9	465.97	465.97	465.97
(i) Other Intangible assets	9	468.81	460.31	434.61
(j) Other non-financial assets	11	363.69	681.23	601.50
TOTAL ASSETS		17,630.50	10,240.32	9,480.57
II LIABILITIES AND EQUITY				
LIABILITIES				
(1) Financial Liabilities				
(a) Payables				
(i) Trade Payables	12			
(i) total outstanding dues of micro enterprises and small enterprises		13.96	0.04	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1,265.79	1,178.33	1,139.62
(b) Borrowings (Other than Debt Securities)	13	1,837.17	2,339.24	1,835.19
(c) Lease Liabilities	43	7,822.10	-	-
(d) Other financial liabilities	15	671.67	661.29	674.41
(2) Non-Financial Liabilities				
(a) Provisions	16	99.58	79.50	69.27
(b) Other non-financial liabilities	14	149.98	145.25	147.28
(3) EQUITY				
(a) Equity share capital	17	311.34	311.21	311.18
(b) Other equity		5,458.91	5,525.46	5,303.62
Total equity		5,770.25	5,836.67	5,614.80
TOTAL EQUITY AND LIABILITIES		17,630.50	10,240.32	9,480.57
Significant accounting policies	1.2			

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN: 20100060AAAABP4364

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2020

(₹ in Millions)

	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
REVENUE FROM OPERATIONS			
Sale of Products	18	15,472.91	14,016.06
Net Gain on Fair Value Changes	18	4.95	4.37
Other income	19	130.00	136.39
Total income		15,607.86	14,156.82
EXPENSES			
Cost of materials consumed	20	5,382.41	5,115.87
Employee benefits expenses	21	2,192.01	1,974.53
Finance costs	22	808.20	177.32
Depreciation and amortisation expense	23	1,383.63	797.15
Other expenses	24	5,763.04	5,740.17
Total expenses		15,529.29	13,805.04
Profit before exceptional items and tax		78.57	351.78
Exceptional Items	44	166.31	-
Profit / (Loss) before tax		(87.74)	351.78
Less : Tax expense			
- Current tax	25	129.33	13.92
- Deferred tax	25	(143.59)	124.94
Total tax expense		(14.26)	138.87
Profit / (Loss) for the year		(73.48)	212.92
Other comprehensive income:			
Items that will not be reclassified to profit and loss :			
Re-measurements of defined benefit plan		(13.37)	(2.80)
Income tax on items that will not be reclassified to profit and loss	25	3.37	0.94
Other comprehensive income for the year		(10.00)	(1.86)
Total comprehensive income for the year		(83.48)	211.06
Earnings per equity share :			
- Basic (in ₹)	30	(0.47)	1.37
- Diluted (in ₹)		(0.47)	1.36
Significant accounting policies	1.2		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN: 20100060AAAAABP4364

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Consolidated Statement of changes in equity for the year ended March 31, 2020

(a) Equity share capital (₹ in Millions)

Particulars	Note	Amount
Balance as at April 01, 2018	17	311.18
Changes in equity share capital during 2018-19		0.03
Balance as at March 31, 2019	17	311.21
Changes in equity share capital during 2019-20		0.13
Balance as at March 31, 2020	17	311.34

(b) Other Equity - for the year ended March 31, 2019 (₹ in Millions)

Particulars	Share Application Money Pending Allotment	Reserves and Surplus					Other Comprehensive Income	Total
		Capital Reserve	Employee Stock Option Outstanding	Securities Premium Reserve	General Reserve	Retained earnings	Remeasurements of Actuarial gain and losses	
Balance as at April 1, 2018	0.05	(2,519.61)	49.21	7,002.00	2.79	755.80	2.01	5,292.25
Re-measurements of employee stock option cost at fair value on the transition date		-	11.37	-	-		-	11.37
Balance restated as at April 1, 2018	0.05	(2,519.61)	60.58	7,002.00	2.79	755.80	2.01	5,303.62
Other comprehensive income / (loss)	-	-	-	-	-	-	(1.86)	(1.86)
Shares allotted during the year	(0.05)	-	-	-	-	-	-	(0.05)
Re-measurements of employee stock option cost at fair value	-	-	6.22	-	-	-	-	6.22
Amortisation of expense related to options granted	-	-	2.13	-	-	-	-	2.13
Transferred from employee stock option outstanding on account of expiration of options granted	-	-	0.25	-	(0.25)	-	-	-
Additions on ESOP exercised	-	-	-	2.49	-	-	-	2.49
Profit for the year ended March 31, 2019	-	-	-	-		212.92	-	212.92
Balance as at March 31, 2019	-	(2,519.61)	69.18	7,004.49	2.54	968.71	0.15	5,525.46

(b) Other Equity - for the year ended March 31, 2020 (₹ in Millions)

Particulars	Share Application Money Pending Allotment	Reserves and Surplus					Other Comprehensive Income	Total
		Capital Reserve	Employee Stock Option Outstanding	Securities Premium Reserve	General Reserve	Retained earnings	Remeasurements of Actuarial gain and losses	
Balance at the April 1, 2019	-	(2,519.61)	69.18	7,004.49	2.54	968.71	0.15	5,525.46
Other comprehensive income / (loss)	-			-		-	(10.00)	(10.00)
Re-measurements of employee stock option cost at fair value			7.31	-		-	-	7.31
Transfer to securities premium on account of exercise of ESOP options			(15.17)	15.17				-
Additions on ESOP exercised				9.62				9.62
Loss for the year ended March 31, 2020	-			-		(73.48)	-	(73.48)
Balance as at March 31, 2020	-	(2,519.61)	61.33	7,029.28	2.54	895.23	(9.85)	5,458.91

Significant accounting policies 1.2

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN: 20100060AAAABP4364

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of

Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Consolidated cash flow statement for the year ended March 31, 2020

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before taxation	(87.74)	351.78
Adjustments for :		
Depreciation	1,383.63	797.15
Sundry balances written off	11.31	9.83
Loss on Sale / write off of property, plant and equipment	47.23	56.07
Finance cost	808.20	177.32
Interest income	(28.40)	(10.55)
Net Gain on Fair Value Changes	(4.95)	(4.37)
Gain on sale of current investment	(98.28)	(115.89)
Employee share based payment expenses	8.63	8.34
Miscellaneous provisions written back	(43.83)	-
Operating profit before working capital changes	1,995.82	1,269.69
B Movements in Working Capital		
Decrease/(Increase) in inventories	(1.41)	(73.12)
Decrease/ (Increase) in trade and other receivables	51.31	(27.88)
Decrease/ (Increase) in loans and other financial and non-financial assets	(11.46)	(75.57)
Decrease/ (Increase) in trade payables	93.60	38.37
Decrease/ (Increase) in provisions	20.08	10.23
(Increase) / Decrease in other financial and non-financial liabilities	11.40	5.64
Cash generated from operations	2,159.33	1,147.35
Taxes paid (Net)	(163.07)	(25.91)
C NET CASH FROM OPERATING ACTIVITIES	1,996.25	1,121.44
D CASH FLOW FROM INVESTING ACTIVITIES		
Additions to fixed assets and capital work-in-progress	(1,261.20)	(1,432.28)
Proceeds from sale of fixed assets	2.09	1.04
Interest income	13.46	12.49
Purchase of investments	(869.32)	(6,356.55)
Proceeds from sale of investments	1,438.79	6,323.46
NET CASH USED IN INVESTING ACTIVITIES	(676.18)	(1,451.84)
E CASH FLOW FROM FINANCING ACTIVITIES		
Repayment / (Proceeds) of short-term borrowings (net)	(507.50)	492.50
Proceeds from issue of equity shares	9.75	2.47
Repayment of Lease liability	(737.44)	-
Interest paid	(151.56)	(177.01)
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	(1,386.75)	317.96
NET DECREASE IN CASH AND CASH EQUIVALENTS	(66.69)	(12.44)

Consolidated cash flow statement (Contd...)

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash and cash equivalents at the beginning of the year	78.13	90.57
Cash and cash equivalents at the end of the year	11.44	78.13
NET DECREASE IN CASH AND CASH EQUIVALENTS	(66.69)	(12.44)
Components of cash and cash equivalents		
Cash and bank balances (refer note 2)	29.93	92.12
Less : not considered as cash and cash equivalents		
Fixed deposit with remaining maturity of more than three months	1.32	1.93
Less: Bank Overdrafts (refer note 13 & note 15)	17.17	12.06
Total cash and cash equivalents	11.44	78.13

Notes to Cash Flow Statement

1. Since the Company is an Investment Holding Company, purchase and sale of investments have been considered as part of 'Cash Flows from Investing Activities'.
2. The above Cash Flow Statement has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 – Statement of Cash Flows'.

The notes referred to above form an integral part of the financial statements

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN: 20100060AAAABP4364

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Notes to the Consolidated Financial Statements for the year ended March 31, 2020
(₹ in Millions)

1 Company background

Westlife Development Limited ('WDL') is a public limited company having its registered office at Mumbai. WDL focuses on putting up and operating Quick Service Restaurants (QSR) in India through its wholly owned subsidiary Hardcastle Restaurants Private Limited.

Hardcastle Restaurants Private Limited ('HRPL') was incorporated on August 7, 1995. HRPL is engaged in operating McDonalds' chain of restaurants in the West and South Regions of India. WDL and its subsidiary are together referred to as "the Company".

1.1 Basis of preparation

A Statement of compliance

The Company having been classified as a Core Investment Company ('CIC'), pursuant to the resolutions passed by the Board of Directors on November 06, 2017 and February 05, 2018, was mandated to adopt Indian Accounting Standards (Ind AS) from accounting periods beginning on or after April 01, 2019, as per the provisions of Rule 4 (1)(iv)(b)(A) of the Companies (Indian Accounting Standards) Rules, 2015 ('the Rules') as notified under Section 133 of the Companies Act 2013 (the "Act"). Accordingly, the Company has adopted Ind AS from 1 April 2019 and the transition date is 1 April 2018. The transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and other generally accepted accounting principles in India and the guidelines issued by Securities and Exchange Board of India (SEBI) (collectively referred to as 'the Previous GAAP'). For all periods including and up to the year ended 31 March 2018, the Company prepared its financial statements in accordance with Previous GAAP.

These consolidated financial statements are prepared in accordance with Ind AS specified under the Rules and the Companies (Indian Accounting Standards) Amendment Rules 2016 and other relevant provisions of the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by SEBI. The consolidated financial statements have been presented in accordance with the format of financial statements as provided in Division III of Schedule III of the Act in terms of Notification G.S.R 1022(E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India, and as applicable to a Non-Banking Financial Company (NBFC) preparing financial statements in compliance with the Rules.

As these are the Company's first financial statements prepared in accordance with Ind AS, Ind AS 101 First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 16.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on June 11, 2020.

B Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in Indian rupee has been rounded to the nearest million unless otherwise indicated.

C Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for the following items :

Items	Measurement basis
Certain financial assets	Fair Value
Liabilities for share-based arrangements	Fair Value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D Basis of consolidation

The consolidated financial statements incorporate the financials statements of the company and its subsidiary.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.1 Basis of preparation *(Continued)*

Subsidiaries are entities controlled by the Group. The Group controls the entity when it is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

E Use of estimates and judgements

The preparation of the financial statements in conformity with Ind ASs, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of balance sheet and reported amounts of revenue and expenses for the period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Assumptions and estimation uncertainties

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in future periods.

Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The reliable measure of the estimates and judgments pertaining to litigations and the regulatory proceedings in the ordinary course of the Company's business are disclosed as contingent liabilities.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment of non-financial assets

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired.

Defined benefit

The Company's gratuity plan is a defined benefit plan. The present value of the defined benefit obligation is based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

F Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.1 Basis of preparation *(Continued)*

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Financial instruments (Refer note 27)
- Disclosures for valuation methods, significant estimates and assumptions (Refer note 27)
- Quantitative disclosures of fair value measurement hierarchy (Refer note 27)
- Financial instruments (including those carried at amortised cost) (Refer note 27)

1.2 Significant accounting policies

a Revenue recognition

Effective April 1, 2018, the Company has applied Ind AS 115 : Revenue from contracts with customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 revenue. There is no impact of the adoption of the standard on the financial statements of the Company.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and net of taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligation in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

Goods Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products

Revenue for food items is recognised when sold to the customer over the counter. Revenue on sale of other goods is recognised when significant risks and rewards of ownership of goods have passed to the buyer, usually on delivery of the goods.

Sale of products – customer loyalty programme (deferred revenue)

For customer loyalty programmes, the fair value of the consideration received or receivable in respect of the initial sale is allocated between the award credits and the other components of the sale. The amount allocated to award credits is deferred and is recognised as revenue when the award credits are redeemed and the Company has fulfilled its obligations to supply the discounted products under the terms of the programme or when it is no longer probable that the award credits will be redeemed.

The deferred income related to loyalty credits granted has been estimated with reference to the fair value of products for which they could be redeemed. This is because the fair value of loyalty credits is not directly observable. The fair value of the customers' right to buy products at a discount for which the loyalty credits can be redeemed takes into account the amount of discount available to customers who have earned the loyalty credits remaining unutilised and the expected forfeiture rate.

Other operating income

Franchisee income, space rental and alliance income and conducting fees are recognised on an accrual basis in accordance with terms of relevant agreement.

Other income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

b Property, plant and equipment

- 1 Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Further contribution received from landlords in respect of leasehold improvements carried out to leasehold premises is deducted from leasehold improvement cost.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies *(Continued)*

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

2 Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

3 Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful lives	Useful life as per Schedule II
Building	28 years	28 years
Leasehold improvements (others)	15 years	15 years
Leasehold improvements (office)	9 years	9 years
Restaurant Equipments	5 -10 years	5 -10 years
Office equipment	5 years	5 years
Furniture and fixtures	5 -10 years	10 years
Computers	3 years	3 years
Vehicles	4 years	4 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

4 Intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Initial location & license fees for stores opened up to May 15, 2010, are amortised on a straight line basis

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies *(Continued)*

over a period of twenty years. For stores opened after May 15, 2010, Initial location & license fees are amortised on a straight line basis over the remaining period of the Master Franchise Agreement.

The Company also has software as an intangible asset having a useful life of 5 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

c Investment properties

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequently to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its investment property recognised as at April 01, 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such investment property.

Any gain or loss on disposal of an investment property is recognised in profit or loss.

Asset	Management estimate of useful lives	Useful life as per Schedule II
Building	28 years	28 years

d Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of materials has been determined on first-in-first out basis (FIFO). Cost of inventories comprises of all cost of purchase and other cost incurred in bringing the inventories to its present location and condition. The comparison of cost and net realizable value is made on an item by item basis. The Company periodically assesses the inventory for obsolescence and slow moving stocks.

e Employee benefits

Defined contribution plan

State governed Provident Fund, ESIC and Labour Welfare Fund is considered as defined contribution plan and contributions thereto are charged to the Statement of Profit and Loss for the year as they are incurred. There are no other obligations, other than the contribution payable to the respective funds.

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

f Foreign currency transactions

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions or an average rate if the average rate approximates the actual rate on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. Exchange differences are recognised in the statement of profit or loss.

g Income taxes

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax assets only to the extent that it has sufficient taxable temporarily differences or there is convincing other evidence that sufficient taxable profit will be available against which the deferred tax asset can be realised. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date.

h Impairment

Impairment of financial instruments

Financial assets (other than at fair value): The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 Financial Instrument requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

Financial instruments

- a) Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.
- b) Financial assets and financial liabilities – subsequent measurement
 - (i) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
 - (ii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
 - (iii) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

cost or at fair value through other comprehensive income. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

(iv) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(v) Financial liabilities

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments

c) Derecognition

(i) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

(ii) Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the Statement of Profit and Loss.

d) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

i Impairment of Goodwill

The goodwill and indefinite life intangible assets are tested for impairment. The recoverable amount of this Cash Generating Unit (CGU) is the higher of its fair value less cost to sell and its value in use. The goodwill allocated pertains to a 100% subsidiary of listed entity and accordingly, the fair value of the CGU is determined based on market capitalisation.

j Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to owner's of the company for the year by the weighted average number of equity shares outstanding during reporting period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

k Employee stock option cost

Under previous GAAP, the cost of employee share-based plan was recognised using the intrinsic value method. Under Ind AS, this is recognised based on the fair value of the options as at the grant date.

Equity-settled share-based payments to employees are recognised as an expense at the fair value of equity stock options at the grant date. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognised in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total intrinsic value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Employee stock compensation cost related to options granted to the employees of the Company's subsidiary is recovered from the subsidiary.

I Financial instruments

i Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through other comprehensive income (FVOCI) – debt investment;
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies *(Continued)*

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment- by- investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

The Company does not have financial assets measured at FVOCI.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in statement of profit or loss.

iii Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in statement of profit or loss.

iv Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

m Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

n Leases

In March, 2019, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards), Second Amendment Rules, 2019, notifying Ind AS 116 "Leases" and amendments are applicable to the Company with effect from April 01, 2019.

Leases:

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right of Use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets

The right-of-use assets are also subject to impairment. Refer to the accounting policies note h for impairment of non-financial assets.

ii. Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable and amounts expected to be paid under residual value guarantees. Variable lease payments are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date in cases where the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in Interest-bearing loans and borrowings.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of certain office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases for which the Company is an intermediate lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

The company has not transferred substantially all the risks and rewards relating to the right of use asset of the head lease to the sub-lessee where it is an intermediate lessor and hence all leases are operating leases.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

Changes in accounting policies and disclosure

New and amended standards

The Company applied Ind AS 116 Leases for the first time. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

Ind AS 116 supersedes Ind AS 17 Leases including its appendices (Appendix C of Ind AS 17 Determining whether an arrangement contains a Lease, Appendix A of Ind AS 17 Operating Leases-Incentives and Appendix B of Ind AS 17 Evaluating the Substance of Transactions Involving the Legal Form of a Lease). The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognize most leases on the balance sheet.

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor.

The Company has applied Ind AS 116 using the modified retrospective approach, with the date of initial application on 1 April 2019. Right of use assets at 1 April 2019 for leases previously classified as operating leases were recognised and measured at an amount equal to lease liability (adjusted for any related prepayments/accruals). The Company elected to use the transition practical expedient to not reassess whether a contract is, or contains, a lease at 1 April 2019. Instead, the Company applied the standard only to contracts that were previously identified as leases applying Ind AS 17 and Appendix C of Ind AS 17 at the date of initial application. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Refer note 1.2(n) of annual report - significant accounting policies - Leases for the year ended March 19, for the policies as per IND AS 17.

On application of Ind AS 116, the company has recognised Right of use assets (an amount equal to lease liability adjusted by prepaid lease rent of ₹ 229.30 million) of ₹7,226.66 million and a lease liability of ₹6,997.36 million as on April 01 2019. The Company cannot readily determine the interest rate implicit in

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

1.2 Significant accounting policies (Continued)

the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The Company has taken indicative borrowing rates from a commercial bank in India and used them for Ind AS 116 calculation purposes. The incremental borrowing rate of 9.05% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

In the statement of profit and loss, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

o Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies any the new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

p Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

2. Cash and Bank Balances

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Cash and cash equivalents			
(a) Cash on hand	15.30	78.13	76.26
(b) Balances with banks:			
– On current accounts	13.31	12.06	33.14
Other bank balances			
– Deposits with remaining maturity for less than 12 months**	1.32	1.93	0.03
Total	29.93	92.12	109.43

** includes fixed deposits with lien in favour of statutory authorities ₹ 0.04 million (March 31, 2019 ₹ 0.77 million) (April 01, 2018 ₹ Nil)

3. Trade receivables

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Unsecured, considered good)			
Trade receivables	47.26	97.59	64.31
Total	47.26	97.59	64.31

For Trade receivables secured against borrowings refer note 13

Trade receivables includes ₹ Nil (March 31, 2019 ₹0.02 million) (April 01, 2018 ₹0.03 million) receivable from related party (refer note 33).

4. Loans

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Unsecured, considered good)			
Security deposits to lessors*	392.08	383.75	330.95
Security deposits to others	46.52	42.90	41.46
Loan to others	26.23	22.57	41.22
Total	464.83	449.22	413.63

* Security deposits to lessors include ₹ 35 million (March 31, 2019 Rs 35 million) (April 01, 2018 Rs 35 million) deposit given to related party (refer note 33)

5. Other Financial assets

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Unsecured, considered good)			
Bank deposits with original maturity beyond 12 months	1.11	0.13	2.03
Leasehold improvements contributions receivable	23.58	29.71	27.10
Interest accrued on fixed deposits	-	0.27	0.12
Interest accrued on Investments	-	8.16	10.11
Other receivables	81.23	79.29	28.38
Total	105.92	117.56	67.74

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

6. Inventories (₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Valued at lower of cost and net realisable value)			
Raw materials			
Food items (includes goods in transit ₹1.15 million (March 31, 2019 ₹ 2.00 million) (April 01, 2018 ₹17.42 million))	175.95	212.42	195.41
Paper Products (includes goods in transit ₹0.31 million (March 31, 2019 ₹0.47 million) (April 01, 2018 ₹2.51 million))	90.76	78.92	60.36
Toys & Premiums	85.61	90.17	52.23
Stores, spares & consumables (includes goods in transit ₹0.26 million (March 31, 2019 ₹0.14 million) (April 01, 2018 ₹0.38 million))	59.04	28.43	28.82
Total	411.36	409.94	336.82

For inventories secured against borrowings refer note 13.

Note: Amount of write down of inventories to net realisable value and other provisions / losses recognised in the statement of profit and loss as an exceptional expense in current year is Rs. 106.11 million (March 31, 2019 Rs. Nil)

7. Income tax assets (net) (₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advance tax including tax deducted at source (net of provisions)	111.77	53.33	41.34
Total	111.77	53.33	41.34

8. Investments (₹ in Millions)

Particulars	March 31, 2020			March 31, 2019			April 01, 2018		
	At Amortised Cost	At Fair Value	Total	At Amortised Cost	At Fair Value	Total	At Amortised Cost	At Fair Value	Total
		Through Profit or Loss			Through Profit or Loss			Through Profit or Loss	
Mutual Funds	-	1,570.82	1,570.82	-	2,040.15	2,040.15	-	1,886.75	1,886.75
Equity Shares									
Others	*	-	*	*	-	*	*	-	*
Total	-	1,570.82	1,570.82	-	2,040.15	2,040.15	-	1,886.75	1,886.75
Aggregate amount of quoted investments			1,570.82			2,040.15			1,886.75
Aggregate amount of unquoted instruments			*			*			*
Aggregate amount of impairment in value of investments			-			-			-
Aggregate market value of quoted instruments			1,570.82			2,040.15			1,886.75

* Denotes amount less than ₹ 1000/-

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

8. Investments

Investment in mutual funds at Fair Value through Statement of Profit and Loss (FVTPL) (₹ in Millions)

Particulars	As at March 31, 2020			As at March 31, 2019			As at April 01, 2018		
	Face Value	No of Units	Amount	Face Value	No of Units	Amount	Face Value	No of Units	Amount
a) Investments in Mutual Funds (quoted)									
Birla Sunlife Floating Rate Fund Short Term plan- Growth-Regular Plan	-	-	-	-	-	-	100	2,62,982	60.77
HDFC Cash management fund- Savings Plan- Direct Plan - Growth Option	-	-	-	-	-	-	10	15,633	56.86
HDFC Liquid - Direct Plan - Growth Option	-	-	-	10	12,453	45.81	-	-	-
HDFC Money Market Fund - Direct Plan - Growth	10	17,101	72.18	10	3,919	15.43	-	-	-
Aditya Birla Sun Life Overnight Fund - Regular Plan - Growth	-	-	-	10	1,23,821	127.00	-	-	-
HDFC Liquid Fund - Direct Plan- Growth Option	-	-	-	10	14,685	54.03	-	-	-
HDFC FMP 1309D September 2016 (1) Series 37 Regular Plan Growth	100	5,00,000	79.58	100	5,00,000	72.97	100	5,00,000	56.99
HDFC FMP 1161 Days Feb 2016 (1) Growth	-	-	-	-	-	-	100	2,00,00,000	306.89
ICICI Prudential FMP series 79-1218 days Plan A- Cumulative	-	-	-	-	-	-	100	14,519	171.39
HDFC FMP 1188 D March-2017- Series 38- Regular Plan- Growth	100	1,00,00,000	126.11	100	1,00,00,000	115.32	100	1,00,00,000	108.06
HDFC FMP 1161 Days Feb 2016 (1) Growth	-	-	-	100	2,50,00,000	330.65	-	-	-
Reliance Fixed Horizon Fund- XXXI - Series 2 - Growth Plan	-	-	-	100	50,00,000	63.20	-	-	-
ICICI Prudential FMP Series 79 - 1218 Days Plan A Cumulative	-	-	-	100	14,519	185.29	-	-	-
DSP Blackrock Fixed Maturity Plan Series	-	-	-	100	1,59,00,000	181.42	-	-	-
b) Investment in structured products (quoted)									
Debt									
IIFL Dynamic Bond Fund Growth Regular	-	-	-	-	-	-	13.72	18,228	253.72
ICICI Prudential Fixed Maturity Plan - Series 76 - 1185 Days - Plan H - Regular Plan - Growth	-	-	-	-	-	-	13.33	48,16,000	64.32
HDFC Equity Savings Fund- Direct Plan- Growth Option	39.02	19,85,474	69.93	37.45	4,00,502	15.63	35.91	13,92,447	50.29
Ecap Equities Limited	-	-	-	-	-	-	101.51	1,000	106.45
Reliance Fixed Horizon Fund- XXXI - Series 2 - Growth Plan	-	-	-	-	-	-	11.63	5,00,00,000	58.38
IIFL Wealth Finance Ltd.	10,37,056	100	126.74	12,06,500	100	121.68	10,37,056	100	110.40
State Bank of India 8.15% BD Perpetual	-	-	-	9,66,048	50	51.03	9,70,822	50	51.61
IIFL Wealth Finance Ltd.	-	-	-	-	-	-	1,00,000	800	88.89

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

8. Investments

Investment in mutual funds at Fair Value through Statement of Profit and Loss (FVTPL) (₹ in Millions)

Particulars	As at March 31, 2020			As at March 31, 2019			As at April 01, 2018		
	Face Value	No of Units	Amount	Face Value	No of Units	Amount	Face Value	No of Units	Amount
ICICI Bank Limited SR- DMR17 AT 9.2% BD Perpetual	-	-	-	9,99,004.00	50	49.60	9,99,004	50	51.55
8.75% AXIS Bank Limited SR- 26 NCD Perpetual	-	-	-	9,61,158.00	50	50.03	9,82,256	50.00	50.41
8.85% HDFC Bank Base III Perpetual Bond Series I	-	-	-	9,88,929	50	53.31	9,95,848	50	53.98
DSP Blackrock FMP Series	-	-	-	-	-	-	11.66	1,59,00,000	185.79
HDFC Fixed Maturity Plan - 1124 days - June, 2018 (1)- Direct Plan - Growth	10.44	1,00,00,000	114.47	10.44	1,00,00,000	104.75	-	-	-
India Infoline Finance Limited SR C-12	10,47,600	140	159.37	10,47,600	140	147.17	-	-	-
Kotak Mahindra Investments Limited Series 024 NCD	7,74,691	128	110.86	7,74,691	128	100.17	-	-	-
Zero Coupon Aditya Birla Finance Limited G2 NCD	10,46,798	100	114.00	10,46,798	100	104.83	-	-	-
Axis Banking & PSU Debt-Growth	1747.03	14,518.58	27.75	1,746.98	14,519.00	25.37	-	-	-
IDFC Banking & PSU Debt Regular- Growth	16.5723	39,49,363.32	70.07	16.07	15,83,451.38	25.46	-	-	-
HDB Financial Services Ltd	10,90,555	137	161.79	-	-	-	-	-	-
Axis Finance Ltd	10,24,202	100	105.78	-	-	-	-	-	-
0.00% EMBASSY OFFICE PARKS	10,14,560	148	160.69	-	-	-	-	-	-
ICICI Prudential Banking and PSU Debt-Growth	22,46,949	22.524	52.04	-	-	-	-	-	-
ICICI Prudential Bluechip-Growth	5,48,706	40.09	19.46	-	-	-	-	-	-
c) Investment in equity instruments (unquoted) (valued at cost)									
1 (March 31, 2019 : 1, April 01, 2018 : 1) equity shares of Hawcoplast Investments and Trading Limited of ₹ 10 each fully paid)	10	1	*	10	1	*	10	1	*
			1,570.82			2,040.15			1,886.75
Aggregate amount of quoted investments			1,570.82			2,040.15			1,886.75
Aggregate amount of impairment in value of investments			-			-			-
Aggregate amount of unquoted instruments			*			*			*

* Denotes amount less than ₹ 1000/-

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

9. Property, plant and equipment and Intangible assets

A Reconciliation of Carrying Amount

(₹ in Millions)

Particulars	Property, Plant and Equipments							Other Intangible assets				Total	
	Lease hold Land	Building*	Leasehold Improvements	Restaurant Equipments	Furniture & Fixtures	Office Equipments	Computers	Motor Vehicles	Total	Goodwill on consolidation	Initial Location & License Fee		Computer Software
Cost													
Balance as at April 1, 2018	8.14	41.45	2,772.79	2,323.51	474.16	13.22	9.16	10.63	5,653.06	465.97	464.87	71.46	1,002.30
Additions	-	-	516.75	562.39	92.74	4.09	4.18	-	1,180.15	-	56.16	24.53	80.69
Deletions	-	-	(114.62)	(59.37)	(34.31)	(0.06)	-	-	(208.36)	-	-	-	-
Balance as at March 31, 2019	8.14	41.45	3,174.92	2,826.53	532.59	17.25	13.34	10.63	6,624.85	465.97	521.03	95.99	1,082.99
Balance as at April 1, 2019	8.14	41.45	3,174.92	2,826.53	532.59	17.25	13.34	10.63	6,624.85	465.97	521.03	95.99	1,082.99
Additions	-	-	584.34	591.28	79.08	1.16	8.88	13.18	1,277.92	-	49.84	22.03	71.87
Deletions	-	-	(82.04)	(27.51)	(16.48)	-	-	-	(126.03)	-	-	-	-
Deletions - Lease added to ROU			(27.05)						(27.05)				-
Balance as at March 31, 2020	8.14	41.45	3,650.17	3,390.30	595.18	18.41	22.22	23.81	7,749.68	465.97	570.87	118.02	1,154.86
Accumulated Depreciation													
Balance as at April 1, 2018	0.34	4.48	336.08	562.77	96.06	8.26	6.84	6.20	1,021.03	-	70.32	31.40	101.73
Depreciation for the year (Refer note 23)	0.18	4.22	276.23	377.43	71.71	3.30	4.78	3.65	741.50	-	37.76	17.24	55.00
Deductions	-	-	(76.50)	(53.56)	(27.69)	(0.05)	-	-	(157.80)	-	-	-	-
Balance as at March 31, 2019	0.52	8.70	535.81	886.64	140.08	11.51	11.62	9.85	1,604.73	-	108.08	48.64	156.72
Balance as at April 1, 2019	0.52	8.70	535.81	886.64	140.08	11.51	11.62	9.85	1,604.73	-	108.08	48.64	156.72
Depreciation for the year (Refer note 23)	0.18	4.93	300.25	404.55	83.88	2.62	4.11	1.78	802.30	-	45.78	17.59	63.37
Deductions	-	-	(48.48)	(25.18)	(15.02)	(0.05)	-	-	(88.73)	-	-	-	-
Balance as at March 31, 2020	0.70	13.62	787.58	1,266.01	208.94	14.08	15.73	11.63	2,318.29	-	153.86	66.22	220.09
Carrying Amounts (Net)													
Balance as at March 31, 2018	7.80	36.97	2,436.71	1,760.74	378.10	4.96	2.32	4.43	4,632.03	465.97	394.55	40.06	900.58
Balance as at March 31, 2019	7.62	32.75	2,639.11	1,939.89	392.51	5.74	1.72	0.78	5,020.12	465.97	412.95	47.36	926.27
Balance as at March 31, 2020	7.44	27.83	2,862.59	2,124.29	386.24	4.33	6.49	12.18	5,431.39	465.97	417.01	51.80	934.77

*Includes building constructed on leasehold land

Note :

1 The Company has created a first pari-passu charge on moveable fixed assets (present and future) for availing loan facility with banks.

2 Goodwill

Goodwill pertains to the wholly owned subsidiary (HRPL). WDL operates McDonald's restaurants across West and South India, through HRPL, which is a cash generating unit (CGU). Goodwill is tested for impairment annually. The recoverable amount of the CGU is the higher of its fair value less cost to sell and its value in use. The fair value of the CGU is determined based on market capitalization of WDL. Accordingly, no impairment charge was identified on account of goodwill for current and the previous year.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

B Capital work in progress

Capital work in progress mainly comprises of upcoming restaurants and restaurants under construction.

C Reclassification to Investment property

The Company has rented out an identifiable part of its restaurant to earn rental income. On transition date, the Company has reclassified such portion of restaurant to investment property, considering that the future use is not determined. After initial recognition, the Company has measured its investment property at cost.

Investment Property

Reconciliation of Carrying Amount	(₹ in Millions)
	Amount
Cost	
Balance as at April 1, 2017	7.51
Additions	0.52
Balance as at March 31, 2018	8.03
Balance as at March 31, 2019	8.03
Balance as at March 31, 2020	8.03
Accumulated Depreciation	
Balance as at March 31, 2017	0.67
Offset on transfer of Building to Investment Property	0.13
Additions (Refer note 23)	0.66
Balance as at March 31, 2018	1.46
Additions (Refer note 23)	0.66
Balance as at March 31, 2019	2.12
Additions (Refer note 23)	0.66
Balance as at March 31, 2020	2.78
Carrying Amounts (Net)	
Balance as at March 31, 2018	6.57
Balance as at March 31, 2019	5.91
Balance as at March 31, 2020	5.25

Amount recognised in profit and loss for investment properties	(₹ in Millions)	
	For the year ended March 31, 2020	For the year ended March 31, 2019
Rental income derived from investment properties	4.32	4.32
Less : Direct operating expenses (including repairs and maintenance)	1.58	0.75
Profit arising from investment properties before depreciation and indirect expenses	2.74	3.57
Less : Depreciation	0.66	0.66
Profit arising from investment properties before indirect expenses	2.08	2.91

Description of valuation techniques used and key inputs to valuation on investment properties				(₹ in Millions)
Particulars	Valuation Technique (See Note below)	Fair Value		
		March 31, 2020	March 31, 2019	
Building	Stamp duty reckoner rate	41.28	41.28	

The above valuation of the investment properties are in accordance with the Ready Reckoner rates prescribed by the Government of Maharashtra for the purpose of levying stamp duty. The management has referred to the publications and government website for Ready Reckoner rates. The adjustments related to floors, lifts and other factors are not considered for valuation of commercial property.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

10. Deferred Tax assets / (liabilities) (net)

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Deferred Tax assets / (liabilities) are as follows :			
Deferred tax assets			
Employee benefits	53.52	60.36	49.26
Other expenses	40.06	9.34	-
Unabsorbed depreciation losses	-	-	174.52
ESOP amortisation at fair value	2.17	2.17	-
Net impact of fair valuation of security deposits	13.97	15.45	18.52
Lease arrangements	108.00	-	-
MAT credit entitlement	-	-	35.25
Deferred tax liabilities			
Excess of depreciation provided in the books over depreciation allowable under income tax laws	26.67	-	(36.99)
Investment carried out at fair value	(24.71)	(21.04)	(11.66)
Net impact of fair valuation of loan given	(6.14)	(3.03)	(6.40)
Total	213.54	63.24	222.50

11. Other non-financial assets

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(Unsecured, considered good)			
Capital advances	69.13	103.68	39.21
Advances other than capital advances			
Prepaid expenses	95.10	333.62	338.11
Advance to employees	2.32	2.16	2.05
Advance to supplier **	36.05	44.73	31.52
Balances with government authorities	161.09	161.79	190.61
MAT credit entitlement	-	35.25	-
Total	363.69	681.23	601.50

** Advance to suppliers includes ₹ 8.00 million (March 31, 2019 : ₹ 7.29 million) (April 01, 2018 : ₹ 5.98 million) advance given to related party (refer note 33).

12. Trade Payables

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade payables (refer note 39)			
· Total dues to micro enterprises and small enterprises	13.96	0.04	-
· Total dues to creditors other than micro enterprises and small enterprises **	1,265.79	1,178.33	1,139.62
Total	1,279.75	1,178.37	1,139.62

** Trade payables include ₹ Nil (March 31, 2019 ₹ 0.37 million) (April 01, 2018 ₹ Nil) payable to a related party (refer note 33)

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

13. Borrowings

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Secured			
Loan from Bank (refer note i, ii and iii below)	1,190.00	2,072.50	1,535.00
Unsecured			
Loan from Bank (refer note iv below)	630.00	255.00	300.00
Bank overdrafts (refer note ii, v and vi below)	17.17	11.74	0.19
Total	1,837.17	2,339.24	1,835.19

- i The Company's subsidiary had availed a total facility of ₹ 1,151 million (March 31, 2019 ₹ 1,151 million) (April 01, 2018 ₹ 1,151 million) from HDFC Bank Limited and was converted into a mutually interchangeable overdraft facility of ₹ 200 million and short term loan facility of ₹ 951 million. This facility is sanctioned for the purpose of financing operating capital expenditure. To avail this facility, the Company has created an exclusive charge on the credit / debit card receivables to the extent of ₹ 200 million by way of hypothecation. Interest charged at 8.50% p.a.- 8.70% p.a. (March 31, 2019 8.15% p.a.- 8.70% p.a.) (April 01, 2018 7.80% p.a.- 7.85% p.a.) is payable monthly. The overdraft facility is repayable on demand and short term loan facility is repayable within 180 days with a cooling period of 2 days. As at March 31, 2020 the amount outstanding in respect of the said facility is ₹ Nil (March 31, 2019 ₹ 542.50 million) (April 01, 2018 ₹ 440 million).
- ii The Company's subsidiary has availed a revolving short term loan facility of ₹ 2,000 million (March 31, 2019 ₹ 1,775 million) (April 01, 2018 ₹ 1,776 million) from Australia and New Zealand Banking Group Limited (ANZ Bank) for the purpose of financing operating capital expenditure. Interest is charged 7% p.a. to 8.60% p.a. (March 31, 2019 8.05% p.a. to 8.60% p.a.) (April 01, 2018 7.40% p.a. to 8.25% p.a.). The loan is repayable within 180 days from the date of any drawdown. As at March 31, 2020 the amount outstanding in respect of the said facility is ₹ 1,190 million (March 31, 2019 ₹ 1,530 million) (April 01, 2018 ₹ 1,095 million) and amount outstanding in respect of the overdraft facility was ₹9.22 million (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil). To avail those short term loan and overdraft facility, the Company has created a first pari passu charge on the movable assets.
- iii The Company's subsidiary has availed a revolving short term loan facility of ₹ 600 million (March 31, 2019 ₹ 300 million) (April 01, 2018 ₹ 300 million) from Development Bank of Singapore for the purpose of financing operating capital expenditure. The Company has created a first pari-passu charge on all stock and book debts. Interest is charged at 8.30% p.a. to 8.40% p.a. (March 31, 2019 7.95% p.a. to 8.10% p.a.) (April 01, 2018 7.75% p.a. to 7.80% p.a.). The loan is repayable on demand. As at March 31, 2020 the amount outstanding in respect of the said facility is ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil).
- iv The Company's subsidiary has availed a loan facility of ₹ 750 million (March 31, 2019 ₹500 million) (April 01, 2018 ₹500 million) with Kotak Mahindra Bank Ltd. which is mutually interchangeable into short term and overdraft facility. The short term loan facility was availed at an interest rate of 7.05% p.a. to 8.30% p.a. (8% p.a. to 8.60% p.a.). This facility is for financing the working capital requirement and is repayable on demand. As at March 31, 2020 the amount outstanding in respect of the said facility is ₹ 630 million (March 31, 2019 ₹ 255 million) (April 01, 2018 ₹ 300 million).
- v The Company's subsidiary has also availed an overdraft facility with Kotak Mahindra Bank Ltd at an interest rate of 9.00% p.a. to 9.55% p.a. (March 31, 2019 9.05% to 9.55% p.a.) (April 01, 2018 9.45% to 10.50% p.a.). This overdraft facility is for financing the working capital requirement and is repayable on demand. As at March 31, 2020, the Company has utilised ₹7.94 million (March 31, 2019 ₹ 11.74 million) (April 01, 2018 ₹ Nil) under this facility.
- vi During the year, the Company's subsidiary has availed an short term loan facility of ₹500 million (March 31, 2019 ₹500 million) (April 01, 2018 ₹500 million) with Yes Bank Ltd. Interest is charged at 8.95% p.a. (March 31, 2019 8.10% p.a.) (April 01, 2018 7.80% p.a. to 8.10% p.a.). The amount outstanding in respect of the said facility as at March 31, 2020 is ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil). This facility includes an overdraft facility of Rs 150 million (March 31, 2019 Rs 150 million) (April 01, 2018 Rs 150 million). During the year, the company has not availed overdraft facility. As at March 31, 2020, the Company has utilised ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹0.19 million).

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

14. Other current liabilities

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Statutory dues	93.80	96.55	104.46
Advance received from customer	-	5.00	5.00
Deferred revenue @	-	-	2.26
Other payables	56.18	43.70	35.56
Total	149.98	145.25	147.28

@ The deferred revenue of ₹ Nil (March 31, 2019 : ₹ Nil, April 01, 2018 : ₹ 2.26 million) related to loyalty credits granted which has been estimated with reference of the fair value of the products for which they could be redeemed and the expected forfeiture rate.

15. Other Financial Liabilities

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Security deposits	3.67	11.31	8.08
Book overdrafts	-	0.32	18.64
Liability for capital expenditure	314.22	308.62	313.07
Interest accrued but not due on borrowings	3.38	6.39	6.08
Employee related liabilities	342.40	334.65	328.54
Loan from landlord	8.00	-	-
Total	671.67	661.29	674.41

16. Provisions

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Provision for employee benefits			
Provision for Gratuity (refer note 32)	99.58	79.50	69.27
Total	99.58	79.50	69.27

17. Equity Share Capital

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Authorised Share Capital			
160,925,000 (March 31, 2019 160,925,000) (April 01, 2018 160,925,000) Equity Shares of ₹ 2 each	321.85	321.85	321.85
460,000 (March 31, 2019 460,000) (April 01, 2018 460,000) 8% Cumulative Redeemable Preference Shares of ₹ 10 each	4.60	4.60	4.60
	326.45	326.45	326.45
Issued, Subscribed and fully Paid Up Share Capital			
155,668,665 (March 31, 2019 155,603,600) (April 01, 2018 155,587,945) equity shares of Rs 2 each, fully paid up	311.34	311.21	311.18
Total	311.34	311.21	311.18

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Ordinary Share Capital	March 31, 2020		March 31, 2019		April 01, 2018	
	No. of Shares	(₹ in Millions)	No. of Shares	(₹ in Millions)	No. of Shares	(₹ in Millions)
Shares outstanding at the beginning of the year	15,56,03,600	311.21	15,55,87,945	311.18	15,55,69,505	311
Shares Issued and subscribed during the year	65,065	0.13	15,655	0.03	18,440	0
Shares outstanding at the end of the year	15,56,68,665	311.34	15,56,03,600	311.21	15,55,87,945	311

ii) Terms/rights attached to Equity Shares:

The Company has only one class of Equity Shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2020, the amount of dividend per share recognised as distribution to equity shareholders was ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil). In the event of liquidation of the Company, holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Information regarding aggregate number of equity shares issued during the five years immediately preceding the date of Balance Sheet:

The Company has not issued shares for consideration other than cash and has not bought back any shares during the past five years.

The Company has not allotted any shares pursuant to contract without payment being received in cash.

No equity shares have been forfeited.

The Company has issued 65,065 equity shares (March 31, 2019 15,655) during the year immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP).

iv) Details of shares in the Company held by each shareholder holding more than 5% shares is as follows:

Equity Shares of ₹ 2 each fully paid up:

Name of the Shareholders	No. of Ordinary Shares held					
	March 31, 2020		March 31, 2019		April 01, 2018	
	No. of Shares held	% of shares held	No. of Shares held	% of shares held	No. of Shares held	% of shares held
Horizon Impex Private Limited	4,72,85,325	30.38%	4,72,85,325	30.39%	4,72,85,325	30.39%
Subh Ashish Exim Private Limited	3,32,33,707	21.35%	3,32,33,707	21.36%	3,32,33,707	21.36%
SBI Mutual Funds	1,09,72,593	7.05%	1,07,63,986	6.92%	1,35,71,383	8.72%
Arisaig Partners (Asia) Pte Ltd. A/c Arisaig India Fund Limited	77,91,724	5.01%	1,22,96,550	7.90%	1,22,96,550	7.90%
Makino Holdings Limited	-	-	1,18,81,640	7.64%	1,18,81,640	7.64%
Rajiv Himatsingka Beneficial owners AKSR Corporate Advisors Private Limited, Yuthika Properties Private Limited and Rajiv Himatsingka, Partners of M/s Decent Enterprises	1,06,13,085	6.82%	1,06,13,085	6.82%	1,15,21,500	7.41%

As per records of the Company, including register of shareholders/members and declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the shares.

v) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan of the Company, refer note 40.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

17. Equity Share Capital (contd...)

Other Equity

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Summary			
(a) Capital Reserve	(2,519.61)	(2,519.61)	(2,519.61)
(b) Securities Premium Reserve	7,029.28	7,004.49	7,002.00
(c) General Reserve	2.54	2.54	2.79
(d) Employee stock Options Outstanding	61.33	69.18	49.21
(e) Retained Earnings	895.23	968.71	755.80
(f) Share Application Money Pending Allotment	-	-	0.05
(g) Remeasurements of Actuarial gain and losses	(9.85)	0.15	2.01
Total	5,458.92	5,525.47	5,292.25
(a) Capital Reserve			
Opening balance	(2,519.61)	(2,519.61)	
Transfer to capital reserve	-	-	
Closing balance	(2,519.61)	(2,519.61)	
(b) Securities Premium Reserve			
Opening balance	7,004.49	7,002.00	
Additions on ESOP's exercised	9.62	2.49	
Transferred from Employee stock option outstanding	15.17	-	
Closing balance	7,029.28	7,004.49	
(c) General Reserve			
Opening balance	2.54	2.79	
Transferred from employee stock option outstanding on account of expiration of options granted	-	(0.25)	
Closing balance	2.54	2.54	
(d) Employee stock Options Outstanding			
Opening balance	69.18	49.21	
Employee stock Options recognised at fair value on the date of transition	-	11.37	
Employee stock Options recognised at fair value	7.31	6.22	
Amortisation of expense related to options granted	-	2.13	
Transferred from employee stock option outstanding on account of expiration of options granted	-	0.25	
Transferred to securities premium on account on exercise of stock options	(15.17)	-	
Closing balance	61.33	69.18	
(e) Retained Earnings			
Opening Balance	968.71	755.80	
Profit / (Loss) for the year	(73.48)	212.92	
Closing Balance	895.23	968.71	
(f) Share Application Money Pending Allotment			
Opening Balance	-	0.05	
Shares allotted during the year	-	(0.05)	
Closing Balance	-	-	
(g) Remeasurements of Actuarial gain and losses through Other Comprehensive Income			
Opening Balance	0.15	2.01	
Other comprehensive income / (loss)	(10.00)	(1.86)	
Closing Balance	(9.85)	0.15	

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

17. Equity Share Capital (contd...)

Notes:

(a) Capital Reserve

Capital reserve was created pursuant to the composite scheme of arrangement (amalgamation of WestPoint Leisurparks Private Limited, Triple A Foods Private Limited and demerger of Westlife Development Limited) under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay.

The excess amount of the book value of investment under the composite scheme of arrangement over its cost of investment is treated as capital reserve.

(b) Securities Premium Reserve

Securities premium reserve is used to record the premium received on issue of shares by the Company. The reserve can be utilised in accordance with the provision of Section 52(2) of Companies Act, 2013.

(c) General Reserve

The general reserve is a free reserve which is used from time to time to transfer profits from / to retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(d) Employee stock Options Outstanding

The Company has established equity-settled share-based payment plans for certain categories of employees of subsidiary Company. Refer to Note 19 for further details on these plans.

(e) Retained Earnings

Retained earnings represent the profits that the Company has earned till date, less any transfers to general reserve, capital reserve. Retained Earnings is a free reserve.

(f) Share Application Money Pending Allotment

Share application money pending allotment represents application money received on account of Employee Stock Option Scheme. As on April 01, 2018, the Company had received Rs 100 each per share towards allotment of 500 equity share at exercise price of ₹ 100 each and was shown under Share application money pending allotment. The Company had made the allotment on May 10, 2018.

(g) Remeasurements of Actuarial gain and losses

The Company has recognised remeasurement loss on defined benefit plans in other comprehensive income (OCI). These changes are accumulated within the OCI reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant obligations are derecognised.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

18. Revenue from operations

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Sales (Refer Note 18(a) below)	15,383.43	13,887.03
Net Gain on Fair Value Changes	4.95	4.37
Other Operating Revenue		
a) Conducting Fees	2.18	2.50
b) Franchising Income	6.20	6.94
c) Scrap Sales	23.39	19.11
d) Space Rental & alliances Income	13.88	27.30
e) Miscellaneous Provisions written back	43.83	73.18
Total	15,477.86	14,020.43
18(a) Details of Sales		
Food	10,279.65	9,525.60
Beverages, Desserts, Others	5,103.78	4,361.43
Total	15,383.43	13,887.03
a) For revenue from sale of products, the reconciliation of contract price to revenue from sale of products is as below:		
Contract price	15,383.43	13,887.03
Less : Trade Discount, volume rebates etc.	-	-
	15,383.43	13,887.03

19. Other income

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Income on		
- Bank Deposits	0.21	0.14
- Others	28.19	10.55
Gain on investments #	98.28	115.89
Insurance claim received	-	4.00
Miscellaneous income	3.32	5.81
Total	130.00	136.39

includes gain / (loss) booked on fair valuation of investments

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

20. Cost of Materials Consumed

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Inventory at the beginning of the year	381.52	308.00
Add: Purchases during the year	5,459.32	5,189.39
	5,840.84	5,497.39
Less: Inventory at end of the year	(458.43)	(381.52)
Total	5,382.41	5,115.87
20.1 - Details of Cost of materials consumed		
Food	4,706.99	4,427.07
Paper	600.64	579.00
Toys & Premiums	74.78	109.80
Total	5,382.41	5,115.87

21. Employee benefits expense

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries, wages and bonus	1,813.96	1,623.58
Contribution to provident and other funds (Refer Note 32)	175.90	136.21
Employee stock compensation expense (Refer Note 40)	8.63	8.34
Gratuity (Refer note 32)	18.71	18.44
Staff welfare expenses	174.81	187.96
Total	2,192.01	1,974.53

22. Finance Cost

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest on		
- Borrowings	142.30	167.66
- Leases (Refer Note 43)	659.65	-
- Bank overdraft	3.86	6.22
- Others	-	0.54
Bank Charges	2.39	2.90
Total	808.20	177.32

23. Depreciation and amortisation expense

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation on Property, plant and equipment	801.63	741.50
Depreciation on ROU assets (Refer Note 43)	517.96	-
Depreciation on Investment properties	0.66	0.66
Amortisation of intangible assets	63.38	54.99
Total	1,383.63	797.15

Refer Note 9

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

24. Other expenses

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Electricity Utilities	982.45	892.14
Gas Utilities	157.02	151.40
Other Utilities	61.62	53.31
Conducting Charges	660.80	1,289.38
Logistics service charges	143.25	211.68
Marketing and promotions	744.72	693.25
Royalty Fee	706.00	641.36
Maintenance & Repairs - Restaurant Equipments	271.60	267.88
Maintenance & Repairs - Others	231.39	165.96
Operating Supplies at Stores	189.04	193.36
Travelling and conveyance	69.46	77.40
Legal & Professional Fees (Refer Note 24.1 below)	137.04	106.19
Rent	58.15	52.78
Sundry balances written off	11.31	9.83
Loss on sale / write off of property, plant and equipment	47.23	56.07
Training and Development Expenses	38.12	50.25
Communication costs	50.09	41.70
Rates & Taxes	29.36	18.97
Insurance	14.21	13.72
Exchange differences (net)	1.14	2.24
Miscellaneous Expenses	1,159.04	751.30
Total	5,763.04	5,740.17
Note 24.1 :		
Payment to auditors		
As auditor :		
Audit fees	5.88	5.45
In other capacity		
Certification matters	0.06	0.03
Reimbursement of expenses	0.03	0.25
Total	5.97	5.73

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

25. Tax Expense

A Amount recognised in statement of profit and loss

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
(a) Current tax	129.33	13.92
(b) Deferred tax charge / (credit)		
Employee benefits	(10.21)	(10.16)
Unabsorbed depreciation losses	-	174.52
Other expenses	30.71	(9.34)
Excess of depreciation provided in the books over depreciation allowable under income tax laws	47.71	(15.95)
Ind AS adjustments		
ESOP amortisation at fair value	-	(2.17)
Net impact of fair valuation of security deposits	(9.58)	(5.02)
Net impact of fair valuation of loan given	1.96	1.70
Investment carried at fair value	(21.67)	(8.63)
Re-measurements of defined benefit plan	(3.37)	-
Lease arrangements	108.04	-
Total deferred charge credit	(143.59)	124.94
Total tax charge / (credit)	(14.26)	138.87

B Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate :

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit / (Loss) before tax	(87.74)	355.15
Tax at the Indian Rate (a)	(22.08)	124.09
Effects of tax charge / (credit) on account of temporary difference		
Others	7.82	14.78
Sub-total (b)	7.82	14.78
Total charge as per statement of profit and loss (a) + (b)	(14.26)	138.87

Note : There is no current tax liability for the previous year on account of brought forward unabsorbed depreciation from previous years.

Movement in temporary differences

(₹ in Millions)

Particulars	Balance as at April 01, 2019	Recognised in profit or loss during 2019-20	Recognised in OCI during 2019-20	Utilisation	Balance as at March 31, 2020
Employee benefits	60.36	(13.58)	(3.37)	-	53.49
Excess of depreciation provided in the books over depreciation allowable under income tax laws	(21.04)	47.71	-	-	26.67
Net impact of fair valuation of security deposits and loans given	15.45	(7.62)	-	-	7.83
ESOP amortisation at fair value	2.17	-	-	-	2.17
Investment carried at fair value	(3.03)	(21.67)	-	-	(24.70)
Lease arrangements	-	108.04	-	-	108.04
Other expenses	9.34	30.71	-	-	40.05
Total	63.24	143.59	(3.37)	-	213.54

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Movement in temporary differences

(₹ in Millions)

Particulars	Balance as at April 01, 2018	Recognised in profit or loss during 2018-19	Recognised in OCI during 2018-19	Utilisation	Balance as at March 31, 2019
Employee benefits	49.26	(10.16)	0.94	-	60.36
Unabsorbed depreciation losses	174.52	174.52	-	-	-
Excess of depreciation provided in the books over depreciation allowable under income tax laws	(36.99)	(15.95)	-	-	(21.04)
Net impact of fair valuation of security deposits and loans given	12.13	(3.32)	-	-	15.45
ESOP amortisation at fair value	-	(2.17)	-	-	2.17
Investment carried at fair value	(11.66)	(8.63)	-	-	(3.03)
Other expenses	-	(9.34)	-	-	9.34
MAT credit entitlement	35.25	-	-	(35.25)	-
Total	222.50	124.94	0.94	(35.25)	63.24

26. Maturity analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in Millions)

Particulars	31-Mar-2020			31-Mar-2019		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial Assets						
(a) Cash and cash equivalents	29.93	-	29.93	92.12	-	92.12
(b) Receivables						
(i) Trade Receivables	47.26	-	47.26	97.59	-	97.59
(c) Loans	16.56	448.27	464.83	15.86	433.36	449.22
(d) Investments	719.01	851.81	1,570.82	1,069.30	970.86	2,040.15
(e) Other Financial assets	105.92	-	105.92	117.56	-	117.56
Total Financial Assets	918.69	1,300.08	2,218.76	1,392.43	1,404.22	2,796.65
Financial Liabilities						
(a) Payables						
(i) Trade Payables						
(i) total outstanding dues of micro enterprises and small enterprises	13.96	-	13.96	0.04	-	0.04
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,265.79	-	1,265.79	1,178.33	-	1,178.33
(ii) Other Payables	-	-	-	-	-	-
(i) total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
(b) Borrowings (Other than Debt Securities)	1,837.17	-	1,837.17	2,339.24	-	2,339.24
(c) Lease Liabilities	777.83	7,044.27	7,822.10	-	-	-
(d) Other financial liabilities	669.84	1.83	671.67	654.20	7.09	661.29
Total Financial Liabilities	4,564.59	7,046.10	11,610.68	4,171.81	7.09	4,178.90

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

27. Fair Value Measurement

a Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2020 were as follows:

(₹ in Millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	29.93	-	29.93
Investments	-	1,570.82	-
Trade Receivables	47.26	-	47.26
Loans	464.83	-	464.83
Other Financial assets	105.92	-	105.92
Total	647.94	1,570.82	647.94
Liabilities:			
Borrowings	1,837.17	-	1,837.17
Lease Liabilities	-	7,822.10	-
Trade payables	1,279.75	-	1,279.75
Other financial liabilities	671.67	-	671.67
Total	3,788.59	7,822.10	3,788.59

The carrying value and fair value of financial instruments by categories as of March 31, 2019 were as follows:

(₹ in Millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	92.12	-	92.12
Investments	-	2,040.15	-
Loans	449.22	-	449.22
Other financial assets	117.56	-	117.56
Trade Receivables	97.59	-	97.59
Total	756.48	2,040.15	756.48
Liabilities:			
Borrowings	2,339.24	-	2,339.24
Lease Liabilities	-	-	-
Trade payables	1,178.37	-	1,178.37
Other financial liabilities	661.29	-	661.29
Total	4,178.90	-	4,178.90

The carrying value and fair value of financial instruments by categories as of April 01, 2018 were as follows:

(₹ in Millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	109.43	-	109.43
Investments	-	1,886.75	-
Loans	413.63	-	413.63
Other financial assets	67.74	-	67.74
Trade Receivables	64.31	-	64.31
Total	655.10	1,886.75	655.10
Liabilities:			
Borrowings	1,835.19	-	1,835.19
Lease Liabilities	-	-	-
Trade payables	1,139.62	-	1,139.62
Other financial liabilities	674.41	-	674.41
Total	3,649.22	-	3,649.22

Carrying amounts of cash and cash equivalents, other receivables and trade payables as at March 31, 2020, March 31, 2019, April 01, 2018 approximate the fair value. Fair Value measurement of lease liability is not required.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

b Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are

- a) recognised and measured at fair value.
- b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level is mentioned below :

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(₹ in Millions)

Particulars	As at March 31, 2020	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	1,570.82	1,570.82	-	-

(₹ in Millions)

Particulars	As at March 31, 2019	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	2,040.15	2,040.15	-	-

(₹ in Millions)

Particulars	As at April 01, 2018	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	1,886.75	1,886.75	-	-

B. Measurement of Fair Values

The following tables show the valuation techniques used in measuring Level 1 fair values, for financial instruments measured at fair value in the statement of financial position.

Financial Instruments Measured at Fair Value

Type	Valuation Technique
Investment in Mutual Funds	The Fair values of investments in Mutual Fund Units is based on the Net Asset Value [NAV] as stated by the issuer of these Mutual Fund Units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of Mutual Funds and the price at which issuers will redeem such units from the investors.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

28. Financial Risk Management

Financial Risk

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk and market risk. This note presents the Company's objectives, policies and processes for managing its financial risk and capital. The key risks and mitigating actions are also placed before the Board of Directors of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company manages the risk through the finance department that ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

A Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. Credit risk arises on liquid assets, financial assets, trade and other receivables.

In respect of its investments the Company aims to minimize its financial credit risk through the application of risk management policies.

Trade receivables are subject to credit limits, controls and approval processes. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances and the historical experience of the Company.

The Company has trade receivables amounting to ₹ 47.26 millions as at 31 March 2020 (31 March 2019 - ₹ 97.59 millions, April 01, 2018 - ₹ 64.31 millions). There are no significant amounts due by more than 180 days and not provided for. Management believes that these are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The Company also has an exposure in respect of other financial assets, viz; cash and cash equivalents, fixed deposits with banks, loans, security deposits and others.

Security deposits are interest free deposits given by the Company for properties taken on lease. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. The gross carrying amount of security deposits is as follows :

	(₹ in Millions)
As at March 31, 2020	392.08
As at March 31, 2019	383.75
As at April 01,2018	330.95

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Loans, security deposits and investments :
Expected credit loss for loans, security deposits and investments #

(₹ in Millions)

Particulars		Year Ended	Asset Group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	31/03/20	Loans	26.23	0%	-	26.23
			Security Deposits	438.60	0%	-	438.60
			Investments	1,570.82	0%	-	1,570.82
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	31/03/19	Loans	22.57	0%	-	22.57
			Security Deposits	426.65	0%	-	426.65
			Investments	2,040.15	0%	-	2,040.15
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	01/04/18	Loans	41.22	0%	-	41.22
			Security Deposits	413.63	0%	-	413.63
			Investments	1,886.75	0%	-	1,886.75

B Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's corporate treasury department is responsible for liquidity and funding. In addition, processes and policies related to such risks are overseen by senior management.

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due without incurring unacceptable losses or risking damage to the Company's reputation.

The Company is able to maintain the liquidity through sales realised across all the restaurants and use of bank overdrafts and bank loans

Maturity patterns of financial liabilities: (₹ in Millions)

As at 31 March 2020	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Borrowings	1,837.17	-	-	-	1,837.17
Trade payables	1,279.75	-	-	-	1,279.75
Other financial liabilities	1,449.50	765.27	780.00	5,499.00	8,493.77
Total	4,566.41	765.27	780.00	5,499.00	11,610.67

(₹ in Millions)

As at 31 March 2019	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Borrowings	2,339.24	-	-	-	2,339.24
Trade payables	1,178.37	-	-	-	1,178.37
Other financial liabilities	661.29	-	-	-	661.29
Total	4,178.90	-	-	-	4,178.90

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

(₹ in Millions)

As at April 01, 2018	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Borrowings	1,835.19	-	-	-	1,835.19
Trade payables	1,139.62	-	-	-	1,139.62
Other financial liabilities	674.41	-	-	-	674.41
Total	3,649.22	-	-	-	3,649.22

C Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

- i) Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to any currency risk is provided in the table below. The currencies in which the transactions are denominated is Indian Rupees.

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advances recoverable in cash / kind 0.03 USD million @ ₹75.38 (Previous Year 0.25 USD millions @ ₹69.17)	2.01	17.40	-
Trade payables (Previous Year 0.05 USD millions @ ₹69.17)	-	3.56	-
Trade receivables (Previous Year 0.10 USD millions @ ₹ 69.17)	-	6.92	-

- ii) Interest rate risk is the risk that the future cash flows with respect to interest payments on borrowings will fluctuate because of changes in market interest rates. The Company's interest rate risk arises from bank borrowings and overdrafts with variable rates. The Company adopts a policy to have its obligation linked with fixed interest rate so that the Company does not have exposure to the risk of changes in market interest rate.

29. Capital Management

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

The Company monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total interest bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity. The Company's debt to equity ratio as at March 31, 2020 was as follows :

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Total borrowings	1,837.17	2,339.24	1,835.19
Less : Cash and cash Equivalents	29.93	92.12	109.43
Net debt	1,807.24	2,247.13	1,725.76
Equity	5,770.25	5,836.67	5,614.80
Debt to Equity Ratio	0.31	0.39	0.31

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

30. Earnings per Share

	Year ended March 31, 2020	Year ended March 31, 2019
Net Profit / (Loss) attributable to Ordinary Shareholders (₹ in millions)	(73.48)	212.92
Number of Ordinary Shares	15,56,53,526	15,55,99,240
Add: Potential Diluted equity shares on account of ESOP	3,35,088	1,25,024
Number of Shares for Diluted Earnings per share	15,59,88,614	15,59,93,213
Earnings per share		
Nominal value per share	2	2
Basic	(0.47)	1.37
Diluted	(0.47)	1.36

31. First time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Significant Accounting Policies set out in Note 1.2 have been applied in preparing the financial statements for the year ended March 31, 2020, March 31, 2019 and the opening Ind AS balance sheet on the date of transition i.e. April 01, 2018.

In preparing its Ind AS Balance Sheet as at April 01, 2018 and in presenting the comparative information for the year ended March 31, 2019 the Company has adjusted amounts previously reported in the financial statements prepared in accordance with Previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP, and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

I. Explanation of transition to Ind AS

In preparing the financial statement, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

Property, Plant and Equipment; Investment Property and Intangible Assets exemption:

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment, investment properties and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition i.e. April 01, 2018

Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- i Investment in equity instruments carried at FVPL and
- ii Investment in debt instruments carried at FVPL

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- i. Reconciliation of Balance Sheet as at April 01, 2018 (Transition Date).
- ii. Reconciliation of Balance Sheet as at March 31, 2019 and reconciliation of Statement of Profit and Loss for the year ended 31 March 2019.
- iii. Reconciliation of Equity as at March 31, 2019

The presentation requirements under previous GAAP differ from Ind AS and hence previous GAAP information has been regrouped to bring it in line with Ind AS. The regrouped previous GAAP information is derived from the Consolidated Financial Statements of the Company prepared in accordance with the previous GAAP.

Notes to explanation of transition to Ind AS

1 Fair value of Investments

Under previous GAAP, investments in mutual funds were classified as current investments based on the intended holding period and realisability. Current investments were carried at lower of cost and fair value. Under Ind AS, Investments have been fair valued on initial recognition and subsequently measured at Fair value through Profit and loss account (FVTPL).

2 Security Deposits

Under the previous GAAP, interest free lease deposits (that are refundable in cash on completion of the lease term) were recorded at their transaction value.

Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposits has been recognised as prepaid rent and this is set off by the interest income booked on the date of transition.

3 Remeasurements of post-employment benefit obligations

Under Ind AS remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year.

4 Employee Stock Option Liability

Until the transition date and for the year ended March 31, 2019, the holding company measured the ESOP cost based on intrinsic method and recovered the same from the subsidiary. The cost of employee stock options pending as at the transition date has been computed based on fair value and the difference between fair value and intrinsic value is taken to equity contribution under statement of changes in equity.

5 Deferred tax asset

Under previous GAAP, deferred tax assets has not been recognised on carried forward business loss, unabsorbed depreciation and other item of deferred tax assets, in absence of virtual certainty of its realisation. Under Ind AS, deferred tax assets has been recognised on unabsorbed depreciation and other items of deferred tax assets on the basis of reasonable certainty that the same will be utilised against taxable profits in future. Deferred tax is also recognised on the adjustments made on transition to Ind AS.

6 Other Comprehensive Income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income'

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

7 Interest free loan given to landlord

The Company has given interest free loans, as per Ind AS 109, a financial instrument is initially measured at fair value. The fair value of the long-term loan that carries no interest can be measured as the present value of all future cash receipts discounted using the prevailing market rate of interest. The difference between the present value and the amount paid shall be recognised as a prepaid rent to be amortised over the period of the agreement. The unwinding of the loan as per the effective interest rate method will be recognised as a interest income over the period of the agreement.

II. Reconciliation of Equity and Total Comprehensive Income

Reconciliation of Equity

(₹ in Millions)

	Note 31	As at March 31, 2019	As at April 01, 2018
Total Equity (shareholders funds) as per previous GAAP		5,830.06	5,422.44
Adjustments			
Interest income	2 & 7	141.45	100.54
Amortisation of prepaid rent	2 & 7	(189.53)	(142.73)
Measurement of investments at fair value	1	15.70	43.95
Deferred tax on Ind AS adjustments	5	42.27	190.60
Remeasurement of gain on defined benefit plan	3 & 6	(3.28)	-
Total adjustments		6.61	192.36
Total Equity (shareholders funds) as per Ind AS		5,836.67	5,614.80

Reconciliation of Total Comprehensive Income

(₹ in Millions)

	Note 31	Year ended March 31, 2019
Profit after tax as per Indian GAAP		403.02
Interest income on security deposits and interest free loan	2 & 7	(22.43)
Amortisation of prepaid rent	2 & 7	30.16
Measurement of investments at fair value	1	28.24
Employee share based payment at fair value	4	8.29
Deferred tax on Ind AS adjustments	5	149.12
Remeasurement of gain on defined benefit plan	3	(3.28)
Net profit after tax as per Ind AS		190.10
Other Comprehensive Income (net of tax)	6	1.86
Total Comprehensive income		211.06

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

31 First time adoption of Ind AS

Reconciliation of Balance Sheet between Previous GAAP and Ind AS

	Note 31	Previous GAAP*	Ind AS Adjustments/ Reclassification	As at March 31, 2019	Previous GAAP*	Ind AS Adjustments/ Reclassification	As at April 01, 2018
(₹ in Millions)							
I ASSETS							
(1) Financial Assets							
(a) Cash and cash equivalents		92.12	-	92.12	109.43	-	109.43
(b) Receivables							
(i) Trade Receivables		97.59	-	97.59	64.31	-	64.31
(c) Loans	2 & 7	497.30	(48.08)	449.22	455.82	(42.19)	413.63
(d) Investments	1	2,024.45	15.70	2,040.15	1,842.80	43.95	1,886.75
(e) Other Financial assets		117.56	-	117.56	67.74	-	67.74
(2) Non-financial Assets							
(a) Inventories		409.94	-	409.94	336.82	-	336.82
(b) Current tax assets (Net)		53.33	-	53.33	41.34	-	41.34
(c) Deferred tax Assets (Net)	5	24.25	38.99	63.24	31.90	190.60	222.50
(d) Investment Property		5.91	-	5.91	6.58	-	6.58
(e) Property, Plant and Equipment		5,020.03	-	5,020.03	4,632.03	-	4,632.03
(f) Right to use assets				-	-	-	-
(g) Capital work-in-progress		283.72	-	283.72	197.37	-	197.37
(h) Goodwill		465.97	-	465.97	465.97	-	465.97
(i) Other Intangible assets		460.31	-	460.31	434.61	-	434.61
(j) Other non-financial assets		681.23	-	681.23	601.50	-	601.50
TOTAL ASSETS		10,233.71	6.61	10,240.33	9,288.22	192.36	9,480.57

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

Reconciliation of Balance Sheet between Previous GAAP and Ind AS

	Note 31	Previous GAAP*	Ind AS Adjustments/ Reclassification	As at March 31, 2019	Previous GAAP*	Ind AS Adjustments/ Reclassification	As at April 01, 2018
(₹ in Millions)							
II LIABILITIES AND EQUITY							
LIABILITIES							
(1) Financial Liabilities							
(a) Payables							
(i) Trade Payables							
(ii) total outstanding dues of micro enterprises and small enterprises		0.04	-	0.04		-	-
(iii) total outstanding dues of creditors other than micro enterprises and small enterprises		1,178.33	-	1,178.33	1,139.62	-	1,139.62
(b\) Borrowings (Other than Debt Securities)		2,339.24	-	2,339.24	1,835.19	-	1,835.19
(c) Lease Liabilities							
(d) Other financial liabilities		661.29	-	661.29	674.41	-	674.41
(2) Non-Financial Liabilities							
(a) Provisions		79.50	-	79.50	69.27	-	69.27
(b) Other non-financial liabilities		145.25	-	145.25	147.28	-	147.28
(3) EQUITY							
(a) Equity share capital		311.21	-	311.21	311.18	-	311.18
(b) Other equity		5,518.85	6.61	5,525.46	5,111.26	192.36	5,303.62
Total equity		5,830.06	6.61	5,836.67	5,422.44	192.36	5,614.80
TOTAL EQUITY AND LIABILITIES		10,233.71	6.61	10,240.32	9,288.21	192.36	9,480.57

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

32. Disclosure Under Indian Accounting Standard 19 (Ind As 19) On Employee Benefits:

a) Defined Contribution Plan:

Amount recognised and included in Note 21 "Contribution to provident and other funds" - ₹ 175.90 million (March 31, 2019 ₹ 136.21 million) (April 01, 2018 ₹ 132.38 million).

b) Defined Benefit Plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary for each completed year of service subject to a maximum of ₹ 2 million. The Scheme is funded with Life Insurance Corporation in the form of a qualifying insurance policy.

(i) **Gratuity:** Company has charged the Gratuity expense to Statement of Profit & Loss based on the actuarial valuation of gratuity liability at the end of the year. The projected unit credit method used to show the position is as under.

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Assumptions			
Expected Rate of Return on Plan Assets	5.45%	6.76%	7.18%
Discount Rate	5.45%	6.76%	7.18%
Salary Escalation	6.50%	6.50%	6.50%
Attrition Rate :			
Crew	30.00%	30.00%	30.00%
Others	12.00%	12.00%	12.00%

Mortality rate during employment as per Indian Assured Lives Mortality (2006-08).

(ii) Table showing change in present value of Projected Benefit Obligation:

(₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Present value of Projected Benefit Obligation at the beginning of the year	88.74	77.93	64.75
Interest cost	6.00	5.59	4.32
Current Service Cost	13.33	13.47	11.39
Past Service Cost	-	-	2.70
Benefits Paid directly by Employer	-	(0.02)	(0.05)
Benefits Paid from fund	(10.39)	(8.27)	(6.39)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic assumptions	-	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	7.21	1.81	(2.03)
Actuarial Losses on Obligations - Due to Experience	4.56	(1.78)	3.24
Present value of Projected Benefit Obligation at the end of the year	109.45	88.74	77.93

(iii) Tables of Fair value of plan assets:

(₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Fair Value of plan assets at the beginning of the year	9.23	8.65	5.73
Interest Income	0.62	0.62	0.38
Contributions by Employer	12.00	11.00	9.00
Benefits paid	(10.38)	(8.27)	(6.39)
Expected return on plan assets, excluding interest income	(1.60)	(2.77)	(0.07)
Fair Value of plan assets at the end of the year	9.88	9.23	8.65

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

iv) Amount recognised in the Balance Sheet

(₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Present value of benefit obligation at the end of the year	(109.45)	(88.74)	(77.93)
Fair Value of plan assets at the end of the year	9.87	9.23	8.66
Funded Status (Surplus/(Deficit))	(99.58)	(79.50)	(69.27)
Net (liability) / asset disclosed in the Balance Sheet	(99.58)	(79.50)	(69.27)

v) Net interest cost for the year

(₹ in Millions)

Particulars	March 31, 2020	March 31, 2019
Present value of projected benefit obligation at the beginning of the year	88.74	77.93
Fair Value of plan assets at the beginning of the year	(9.24)	(8.65)
Net Liability/ (Assets) at the beginning of the year	79.50	69.28
Interest Cost	6.00	5.59
Interest Income	(0.62)	(0.62)
Net interest cost for current year	5.37	4.97

vi) Expenses recognised in the statement of profit & loss for the year

(₹ in Millions)

Particulars	March 31, 2020	March 31, 2019
Current Service cost	13.33	13.47
Net Interest Cost	5.37	4.97
Past Service Cost	-	-
Expenses recognised in the statement of profit & loss	18.71	18.44

vii) Expenses recognised in the other comprehensive income

(₹ in Millions)

Particulars	March 31, 2020	March 31, 2019
Actuarial (Gain) / Loss on obligation for the year	11.77	0.03
Return on Plan assets, excluding interest income	1.60	2.77
Net (Income)/Expense for the year recognised in OCI	13.37	2.80

viii) Balance Sheet Reconciliation

(₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Opening Net Liability	79.50	69.28	59.02
Expenses Recognised in Statement of Profit or Loss	18.71	18.44	18.03
Expenses Recognised in OCI	13.37	2.80	1.28
Benefits Paid directly by Employer	-	(0.02)	(0.05)
Employers Contribution	(12.00)	(11.00)	(9.00)
Amount recognised in the Balance Sheet	99.58	79.50	69.28

ix) Category of Assets

(₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Insurer Managed Funds	9.88	9.23	8.65

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

x) Maturity Analysis of the Benefits Payments - From the Fund (₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Projected Benefits Payable in future years from the date of reporting			
1st following year	12.84	13.11	9.91
2nd following year	13.12	10.97	10.21
3rd following year	14.77	10.96	10.00
4th following year	12.34	12.03	9.79
5th following year	12.60	10.05	10.39
Sum of years 6 to 10	41.82	35.90	32.88
Sum of years 11 and above	49.02	42.78	-

xi) Sensitivity analysis (₹ in Millions)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Projected Benefit Obligation on Current Assumptions	109.45	88.74	77.92
Delta effect of +1% change in the rate of discounting	(5.60)	(4.11)	(3.67)
Delta effect of -1% change in the rate of discounting	6.30	4.74	4.09
Delta effect of +1% change in the rate of salary increase	5.57	4.24	3.72
Delta effect of -1% change in the rate of salary increase	(5.11)	(3.79)	(3.45)
Delta effect of +1% change in the rate of employee turnover	(0.88)	(0.20)	0.23
Delta effect of -1% change in the rate of employee turnover	0.93	0.33	0.22

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected unit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There is no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

33. Related party disclosures

In compliance with Indian Accounting Standard 24 - "Related Party Disclosures", the required disclosures are given below:

(A) Related Party and their relationships

1)	Key Management Personnel	Mr. Amit Jatia, Chief Executive Officer
		Mr. Suresh Lakshminarayanan, Chief Financial Officer
		Dr. Shatadru Sengupta, Company Secretary
2)	Relatives of key management personnel	Mr. B.L.Jatia, Director, Father of Mr. Amit Jatia
		Mrs. Smita Jatia,, Director, wife of Mr. Amit Jatia
		Mr. Akshay Jatia, son of Mr. Amit Jatia
		Mr. Achal Jatia, Director, brother of Mr. Amit Jatia
3)	Enterprises over which Key Management Personnel or their relatives is/are able to exercise significant influence	Vishwas Investment & Trading Company Private Limited
		Hardcastle Petrofer Private Limited
		Ronald McDonald House Charities Foundation India (RMHC India)
		Hardcastle and Waud Manufacturing Company Limited

for the year ended March 31, 2020

Related party transactions

Particulars	(i) Transactions with enterprises over which key management personnel or their relatives is/are able to exercise significant influence												(₹ in Millions)	
	Hardcastle and Waud Limited				Hardcastle Petrofer Private Limited				Vishwas Investment & Trading Company Private Limited					Ronald McDonald House Charities Foundation India (RMHC India)
	March 31, 2020	March 31, 2019	April 01, 2018	March 31, 2020	March 31, 2019	April 01, 2018	March 31, 2020	March 31, 2019	April 01, 2018	March 31, 2020	March 31, 2019	April 01, 2018		
Rent expense	0.05	-	-	-	-	-	4.25	4.61	-	-	-	-	-	
Electricity Charges	-	-	-	-	-	-	0.22	0.32	-	-	-	-	-	
Water Charges	-	-	-	-	-	-	0.02	0.07	-	-	-	-	-	
Rent Income	-	-	-	0.02	-	-	-	-	-	-	-	-	-	
Reimbursement of Employee Stock Option Compensation expenses paid	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding balance included in loans and other assets	-	-	-	-	-	-	35.00	35.00	35.00	35.00	8.00	7.29	5.98	
Outstanding balance included in other current liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	
Outstanding balance included in trade payables	-	-	-	-	-	-	-	0.37	-	-	-	-	-	
Outstanding balance included in trade receivables	-	-	-	-	0.02	0.03	-	-	-	-	-	-	-	

(ii) Transactions with relatives of key management personnel

Particulars	B.L.Jatia**		Amit Jatia		Smita Jatia		Achal Jatia		Others	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Remuneration*	-	-	52.92	42.69	43.29	34.11	-	-	14.88	3.29
Director's sitting fees	0.13	0.16	0.45	0.41	0.45	0.27	0.15	0.21	-	-

Notes

All transactions with these related parties are on arm's length basis and the resulting outstanding balances are to be settled in cash within the credit period allowed as per the policy. None of the balances are secured.

*Remuneration to key managerial personnel / relatives of key management personnel does not include provisions made for gratuity and ESOP as they are determined for the Company as a whole.

***There is no remuneration paid to Mr. B.L.Jatia

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

34. Contingent Liabilities:

(₹ in Millions)

	March 31, 2020	March 31, 2019	April 01, 2018
Claims against the Company not acknowledged as debts*			
Excise related matters	-	44.75	45.07
Sales tax/ VAT related matters	655.15	655.15	939.53
Goods and Services tax related matter	-	74.90	-
	655.15	774.80	984.60

* Claims against the Company not acknowledged as debt:

- i The Company had preferred an appeal before the Maharashtra Sales Tax Tribunal against a demand of Rs 2.41 million (Previous Year: 2.41 million) against the appeal order passed by the Joint Commissioner of Sales Tax (Appeal) II Mumbai on account of disallowance of resale of toys and cheese and taxability of Birthday Party Income for the year 2003-04. The Maharashtra Sales Tax Tribunal has partly allowed the appeal in case of Birthday party income and dismissed the claim of resale sale. The Company has filed Rectification Application before the Maharashtra Sales Tax Tribunal, Mumbai following apparent errors made in the judgment.

Secondly, the Company has preferred an appeal before Joint Commissioner of Sales Tax (Appeal) II Mumbai against demand of ₹ 1.64 million (Previous Year ₹ 1.64 million) as per order passed by assessing officer on account of disallowance of resale of toys and cheese and taxability of Birthday Party Income for the year 2004-05. The appeal is pending before the Joint Commissioner of Sales Tax. The Company has deposited an aggregate amount of ₹ 1.53 million as part payment as directed by the said authorities for both the years.

- ii During the financial year 2013-14, the Company had received demand notices aggregating to ₹ 97.39 million for the years 2008-09 to 2012-13 issued by the Assistant Commissioner of Commercial Taxes, Tamil Nadu towards Tamil Nadu Value Added Tax. The Company had filed an appeal before the Appellate Deputy Commissioner against the aforesaid demand and had paid ₹ 97.39 million under protest. During the previous years, the Appellate Deputy Commissioner has dismissed the appeal against the Company and the Company has filed appeal before Tribunal against the order of Appellate Deputy Commissioner. Based on the advice of external counsel, the Company believes it has good ground for appeal to be decided in its favour. Accordingly, no provision is considered necessary in this matter.
- iii During the year 2013-14, the Company had received demand notices/order of ₹ 553.71 million for the period December, 2008 to October, 2013 from the Deputy Commissioner of Commercial Taxes, Karnataka alleging that the Company had obtained capital goods from other states, and therefore is ineligible to avail the benefits of lower rate of tax under the composition scheme contemplated under the Karnataka Value Added Tax Act, 2003. In respect of the various notices, the Company filed two writ petitions before the High Court of Karnataka.

Upon hearing, both petitions were admitted and the Court granted an interim stay on the operation of all the notices and on the order passed for the FY 2012-13 and any proceedings in connection therewith. The said writ petitions came to be disposed of by a single judge of the Hon'ble High Court of Karnataka wherein the interim stay granted by the High Court earlier was vacated and with a direction to the petitioner to approach the respective Appellate authorities as mandated under the provisions of the Karnataka Value Added Tax, 2003. The Company accordingly preferred an appeal before the Joint Commissioner of Commercial Tax, Appeals-1 against the Order passed for the financial year 2012-13 after fulfilling the mandatory condition of depositing 30% of the total demand of ₹189.72 million i.e. an amount of ₹19.41 million was deposited after considering the deposit of ₹ 37.50 million made earlier. Thereafter, the Company also preferred a writ appeal before the Division Bench of the High Court inter alia seeking stay on operation of the various notices/order issued by the Deputy Commissioner of Commercial Taxes, Karnataka. The High Court granted an interim stay on operation of the various notices/order conditional upon deposit of 30% of the amount demanded. The Company has deposited a total sum of ₹ 56.91 million. Pending disposal of the writ appeal and based on the advice of external counsel, the Company believes that it has good grounds for quashing of the impugned notices/order. Accordingly, no provision is considered necessary in this matter.

Notes

- i) Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements / decisions pending with various forums / authorities.
- ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Company does not expect any reimbursements in respect of the above contingent liabilities.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

35. Capital and other Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for is ₹ 138.23 million (March 31, 2019 ₹ 87.82 million) (April 01, 2018 : ₹60.42 million).

36. Service Tax on Conducting Charges

The Company had, in accordance with the advice of its lawyers, filed a petition in the Bombay High Court challenging the amendment in law pertaining to levy of service tax on renting of immovable property retrospectively from June 1, 2007. The Hon'ble High Court dismissed the petition and upheld the constitutional validity of the amendment.

Against the Judgement, the Retailers Association of India (RAI) (of which the Company is a member) had, on behalf of its members, preferred an appeal in the Hon'ble Supreme Court of India (SCI). The said appeal is pending for disposal by the SCI. However, by an order ("the Order"), the SCI issued, inter alia, the following directions:

- 1) All members of RAI to deposit 50% of the arrears due for the period 1st June, 2007 through 30th September, 2011 with the concerned department in three equated instalments on or before 1st November, 2011, 1st January, 2012 and 1st March, 2012;
- 2) For the balance 50% of the arrears, all the members of RAI are:
 - (a) To file solvent surety to the satisfaction of the jurisdictional Commissioners;
 - (b) To file affidavits in the SCI, within four weeks from the date of the Order, undertaking to pay the balance arrears of service tax, stayed in terms of the Order, as may be directed by the SCI at the time of final disposal of the appeal;
- 3) The successful party in the appeal to be entitled to interest on the amount stayed by the SCI at such rate as may be directed by the SCI at the time of final disposal of the appeal.

For the service tax due from 1st October, 2011, no relief in terms of injunction was granted by the SCI.

In respect of above SCI directions, the Company had deposited 50% of the disputed amount and for the balance 50% provided solvent surety. The amount under dispute has been fully provided in books.

The Company has commenced payment of service tax with effect from 1st October, 2011 to those parties to whom the Company has contractually agreed to pay service tax.

37. Derivative instruments and un-hedged foreign currency exposure

(a) Derivatives outstanding as at March 31, 2020 is ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil)

(b) Un-hedged foreign currency exposure as at Balance Sheet date

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advances Receivable in cash/kind	2.01 (0.03 USD million @ ₹75.38)	17.40 (0.25 USD millions @ ₹ 69.17)	-
Trade Payables	-	3.56 (0.05 USD millions @ ₹ 69.17)	-
Trade Receivables	-	6.92 (0.10 USD millions @ ₹ 69.17)	-

38. Segment Reporting:

There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

No revenue from transactions with a single external customer amounted to 10% or more of the Company's total revenue in year ended 31 March 2020 or 31 March 2019 .

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

39. Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006: (₹ in Millions)

	March 31, 2020	March 31, 2019	April 01, 2018
Principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.	13.96 *	0.04 *	- *
Amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with amounts of payment made to supplier beyond the appointed day during accounting year.**	-	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-	-

* Based on confirmation / information available with the Company

** No interest has been paid during the year

40. Employee Stock Option Scheme

- a) Westlife Development Limited ('WDL' or the 'Holding Company') has established an employee stock option scheme ('the Scheme') which covers certain eligible employees of the Company. During the year ended March 31, 2020, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On September 18, 2013, the board of directors of the holding company, approved the Equity Settled ESOP Scheme 2013 (Scheme 2013) for issue of stock options to the key employees and directors of the Company. According to the Scheme 2013, the employees selected by the Nomination and Remuneration Committee from time to time would be entitled to options, subject to satisfaction of the prescribed vesting conditions. The contractual life (comprising the vesting period and the exercise period) of options granted is 9 years. The other relevant terms of the grant are as below:

Vesting period	Graded vesting – 20% every year
Exercise period	9 years

- b) The details of the activity under the scheme are as below

Vesting period	2019-20		2018-19	
	No of Options	Weighted average exercise price (₹)	No of Options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	6,07,045	206.43	7,00,950	209.99
Granted during the year	-	-	-	-
Forfeited during the year	19,500	245.92	78,250	247.31
Exercised during the year	61,565	147.81	15,655	161.22
Expired during the year	-	-	-	-
Outstanding at the end of the year	5,25,980	211.83	6,07,045	206.43
Exercisable at the end of the year	3,78,105	200.79	3,43,545	180.28

For options exercised during the year, the weighted average share price at the exercise date was ₹ 392.98 per share (March 31, 2019: Rs 385.75 per share).

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2020 is 4.66 years (March 31, 2019: 5.50 years). The range of exercise prices for options outstanding at the end of the year was ₹ 100 to ₹ 300 (March 31, 2019: ₹100 to ₹ 300).

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

- c) Effect of employee share based payment plans on the Statement of Profit and Loss and on its financial position. (₹ in Millions)

	March 31, 2020	March 31, 2019
Total Employee Compensation Cost pertaining to share option plans (including taxes)	8.63	8.34

The holding company measures the cost of ESOP using the fair value method and recovers this amount from the subsidiary company. WDL has recovered from the subsidiary company compensation cost pertaining to the share based payment and included in Note 21 "Employee Benefits Expense".

- d) The fair values are measured based on the Black-Scholes formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant-date fair values are as follows:

Particulars	March 31, 2020*	March 31, 2019*
Dividend yield (%)	0%	0%
Expected volatility (%)	54.49%	54.49%
Risk-free interest rate (%)	6.64%	6.64%
Weighted average share price (Rs)	238	238
Exercise Price (Rs)	238	238
Expected life of options granted in years	5.76	5.76

*No options were granted during the current year

41. Going Concern

For the year ended March 31, 2020 the Company has incurred a net loss of ₹73.48 million, however the recurring Profit after tax was at ₹40.99 million and the Company has generated net cash from operating activities of Rs 1,996.25 million. As on March 31, 2020 the Company had cash and cash equivalents of ₹ 29.93 million and investments of ₹1,570.82 million, borrowings was at ₹ 1,837.17 million. The Company has established an ongoing source of revenue through its various business models to cover its operating costs and fund its working capital. The management believes the current available funding will be sufficient to finance the Company's operations. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

42. COVID-19

There are uncertainties regarding the current coronavirus ("COVID-19") pandemic, and the Company is closely monitoring the impact of the pandemic on all aspects of its business, including how it will impact Company's customers, employees, suppliers, vendors and business partners. While the pandemic impacted the Company adversely in the fourth quarter of the fiscal 2020 and the Company's financial results for the year ended March 31, 2020, it was limited to a ramp-down in the second half of the March month.

The Company is actively working to understand its customer's changing requirements, adapt delivery to a "work from home" model, adjusting service levels by serving safe and hygiene food through contactless delivery to the customers, and manage costs. As a result, the Company expects additional impact for the quarter ending June 30, 2020 and potentially subsequent quarters as compared to fiscal 2020. The magnitude of the impact to coming quarters and full year financial performance will be a function of how long the COVID-19 pandemic lasts on a global basis.

43. Disclosure on Ind-AS 116

Leases

Company as lessee

The Company's leased assets primarily consist of Stores, Office premises and Godowns. Leases of office premises and these stores generally have lease term between 10 to 30 years. The Company has applied low value exemption for office equipments and accordingly are excluded from Ind AS 116. The leases include non cancellable periods and renewable option at the discretion of lessee for determination of lease term where the company is certain to exercise such option.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(₹ in Millions)	
Category of ROU asset	Buildings
As at April 2019	7,226.66
Additions	1,033.88
Termination	(28.38)
Depreciation expenses	(517.96)
As at March 31, 2020	7,714.20

ii) Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

(₹ in Millions)	
Particulars	As at March 31, 2020
As at 1 April 2019	6,997.36
Additions	942.70
Termination	(29.12)
Accretion of interest	659.65
Payments**	(748.49)
As at 31 March 2020	7,822.10
Current	777.83
Non-current	7,044.27

** includes provision of lease rentals of ₹11.05 millions

iii) The following are the amounts recognised in profit or loss: (₹ in Millions)

Particulars	As at March 31, 2020
Depreciation expense of right-of-use assets	517.96
Interest expense on lease liabilities	659.65
Expense relating to short-term leases & low value (included in other expenses)	16.00
Expense relating to low value (included in other expenses)	22.51
Variable lease payments*	486.66
Total amount recognised in profit or loss	1,702.78

* Variable lease payments not recognised in the related lease liability are expensed as incurred and include rentals based on revenue from revenues from stores.

The total cash outflow for leases is ₹1,273.67 millions for the year ended March 31, 2020, including cash outflow for short term and low value leases.

iv) The undiscounted maturity analysis of lease liabilities at 31 March 2020 is as follows: (₹ in Millions)

Particulars	As at March 31, 2020
Less than one year	811.04
One to five years	3,330.88
More than five years	12,220.31
Total	16,362.23

Company as lessor

The Company is an intermediate lessor for certain stores where it has subleased to third parties. The company has not transferred substantially all the risks and rewards relating to the right of use asset of the head lease to the sub-lessee where it is an intermediate lessor and hence all leases are operating leases.

Rental income on stores given on sub lease to third parties was ₹13.88 millions for the year ended March 31, 2020 (March 31, 2019 ₹ 27.30 millions)..

Impact of COVID-19

The leases that the Company has entered with lessors towards properties used as restaurants are long term in nature and no significant changes in the terms of the leases are expected due to COVID-19.

Notes to the Consolidated Financial Statements for the year ended March 31, 2020

44. Exceptional Items

The Company is in QSR business and inventory includes food items which are perishable in nature with a short shelf life. Based on the current situation of COVID-19 and continuous lock down, the Company expects reduced demand and lower footfalls. Accordingly, the Company has made provision for write off food inventory and related onerous commitment of ₹ 166.31 million for the year ended March 31, 2020.

45. Disclosure required under Section 186 (4) of the Companies Act 2013

Included in loans and advances are certain loans the particulars of which are disclosed below as required under Section 186 (4) of the Companies Act, 2013.

Unsecured Loans		(₹ in Millions)		
Particulars	March 31, 2020	March 31, 2019	April 01, 2018	
Sangdatta Lodge, interest free, due on August 20, 2021	19.28	30.84	43.43	

The loan is provided for financing working capital requirements also refer note 4.

46. The Company has evaluated subsequent events from the balance sheet date through June 11, 2020, the date at which the financial statements were available to be issued, and determined that there are no items to report.

47. The amounts as per previous GAAP has been reclassified / regrouped to bring in line with Ind AS.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN: 20100060AAAABP4364

Place : Mumbai

Date : June 11, 2020

**For and on behalf of the Board of Directors of
Westlife Development Limited**

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Independent Auditors' Report

To the Members of
Westlife Development Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Westlife Development Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Description of Key Audit Matter

Investment in wholly owned subsidiary
See note 4 to the standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company on a standalone basis does not have any significant business operations. However, the Company's wholly owned subsidiary, Hardcastle Restaurants Private Limited (HRPL) operates the McDonald's chain of Quick Service Restaurant (QSR) stores in Western and Southern India. The carrying amount of the Company's investment in and amounts due from HRPL represents 98% and 1% (2019: 98% and 1%) of its total assets respectively. The recoverability of these amounts is not subject to a significant risk of misstatement or significant judgment. However, due to its materiality in the context of the Company's financial statements, this is the area that had most significance in our audit of the financial statements of the Company.	• We compared the carrying amount of the investment with the subsidiary's statutory financial statements for the year ended 31 March 2020 to identify whether the subsidiary's net assets, being an approximation of its minimum recoverable amount, were in excess of the carrying amount of the investment as stated in the Company's financial statements. The subsidiary's net assets exceed the carrying amount of investment. • The Company is a listed entity with insignificant operations on a standalone basis. The Company has a single operating wholly owned subsidiary, HRPL. The Company's market capitalization can therefore be considered as the basis of determination of fair value of HRPL. The Company's market capitalization as on date exceeds the carrying value of its investment in and amounts due from HRPL.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the standalone financial statements and our auditors' report thereon. The Company's Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true

and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference

to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when,

in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule

11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No.: 116231W/W-100024

Sd/-

Shabbir Readymadewala

Partner

Place: Mumbai

Date: 11 June 2020

Membership No: 100060

UDIN: 20100060AAAABO4636

Annexure A to the Independent Auditors' Report on the standalone financial statements of Westlife Development Limited for the year ended 31 March 2020

(Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2020, we report the following:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In our opinion and according to information and explanations given to us, no material discrepancies were identified on such physical verification.
- (c) According to the information and explanations given to us, the Company does not hold any immovable properties. Accordingly, paragraph 3 (i) (c) of the Order is not applicable to the Company.
- (ii) The Company does not hold any physical inventories. Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraphs 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced any loan, given any guarantee or provided any security for loan taken by others in respect of which provisions of Section 185 of the

- Act are applicable and hence not commented upon. The Company has complied with the applicable provisions of Section 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits within the meaning of the directives issued by the Reserve Bank of India, provisions of Sections 73 to 76, any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
 - (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for any of the activities carried out by the Company. Accordingly, paragraph 3 (vi) of the Order is not applicable to the Company.
 - (vii) (a) According to the information and explanations given to us and on the basis of our examination of records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including income tax, goods and services tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of provident fund, employees' state insurance and duty of customs.
- According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, goods and services tax, cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable
- (b) According to the information and explanations given to us, there are no dues of income-tax, goods and services tax and cess as at 31 March 2020, which have not been

	deposited with the appropriate authorities on account of any dispute.	have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards (Ind AS).
(viii)	In our opinion and according to the information and explanations given to us, the Company did not have any loans or borrowings from government or any financial institutions or banks or dues to debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.	(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
(ix)	During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.	(xv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.
(x)	According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employee has been noticed or reported during the year.	(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.
(xi)	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration other than directors sitting fees during the year. Accordingly, paragraph 3 (xi) of the Order is not applicable to the Company.	
(xii)	In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.	
(xiii)	According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and Section 188 of the Act, where applicable. The details of such related party transactions	

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No.: 116231W/W-100024

Sd/-

Shabbir Readymadewala

Place: Mumbai

Partner

Date: 11 June 2020

Membership No: 100060

UDIN: 20100060AAAABO4636

Annexure B to the Independent Auditors' report on the standalone financial statements of Westlife Development Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Westlife Development Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to

provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial

controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No.: 116231W/W-100024

Sd/-

Shabbir Readymadewala

Partner

Place: Mumbai

Date: 11 June 2020

Membership No: 100060

UDIN: 20100060AAAABO4636

Balance Sheet as at March 31, 2020

(₹ in Millions)

	Note	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
I ASSETS				
(1) Financial Assets				
(a) Cash and cash equivalents	2	2.32	1.39	0.37
(b) Receivables				
- Other Receivables	3	56.16	52.73	56.01
(c) Investments	4	4,773.02	4,762.07	4,757.70
Total Financial Assets		4,831.50	4,816.19	4,814.08
(2) Non-financial Assets				
(a) Current Tax Assets (Net)	-	-	-	0.29
(b) Property, Plant and Equipment	5 (a)	-	-	-
(c) Other Intangible Assets	5 (b)	0.04	0.06	0.09
(d) Other Non-Financial Assets	6	0.26	0.61	1.31
Total Non Financial Assets		0.30	0.67	1.69
TOTAL ASSETS		4,831.80	4,816.86	4,815.77
II LIABILITIES AND EQUITY				
(1) Financial Liabilities				
(a) Payables				
(i) Trade Payables	7			
(i) total outstanding dues of micro enterprises and small enterprises		0.03	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.47	0.44	0.21
Total Financial Liabilities		0.50	0.44	0.21
(2) Non-Financial Liabilities				
(a) Other Non Financial Liabilities	8	0.94	0.05	0.16
Total Non Financial Liabilities		0.94	0.05	0.16
(3) Equity				
(a) Share Capital	9	311.34	311.21	311.18
(b) Other Equity	10	4,519.02	4,505.16	4,504.22
Total Equity		4,830.36	4,816.37	4,815.40
TOTAL LIABILITIES AND EQUITY		4,831.80	4,816.86	4,815.77
Summary of significant accounting policies	1.2			

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN:20100060AAAABO4636

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Statement of Profit and Loss for the year ended March 31, 2020

		(₹ in Millions)	
	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
REVENUE			
Revenue From Operations			
Net Gain on Fair Value Changes	11	4.95	4.37
TOTAL REVENUE FROM OPERATIONS		4.95	4.37
EXPENSES			
Depreciation and Amortisation Expense	5	0.02	0.02
Other Expenses	12	8.00	7.69
TOTAL EXPENSES		8.02	7.71
(LOSS) BEFORE TAXES		(3.07)	(3.34)
Tax Expense			
Current Tax		-	0.29
TOTAL TAX EXPENSE		-	0.29
(LOSS) FOR THE YEAR		(3.07)	(3.63)
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(3.07)	(3.63)
Earnings per Ordinary Share (in ₹) Basic and Diluted	14	(0.02)	(0.02)
(Face Value ₹ 2 per Ordinary Share)			

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
 Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala
Partner
 Membership No: 100060
 UDIN:20100060AAAABO4636

Place : Mumbai
 Date : June 11, 2020

**For and on behalf of the Board of Directors of
 Westlife Development Limited**

Amit Jatia
Vice-Chairman

Pankaj Roongta
Chief Financial Officer
 Place : Mumbai
 Date : June 11, 2020

Smita Jatia
Director

Dr. Shatadru Sengupta
Company Secretary

Statement of changes in equity for the year ended March 31, 2020

Equity Share Capital

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	₹ in millions	No.of shares	₹ in millions
Shares outstanding at the beginning of the year	15,56,03,600	311.21	15,55,87,945	311.18
Shares Issued and subscribed during the year	65,065	0.13	15,655	0.03
Shares outstanding at the end of the year	15,56,68,665	311.34	15,56,03,600	311.21

Other Equity (₹ in Millions)

Particulars	Share Application Money Pending Allotment	Reserves and Surplus					Total Equity
		Capital Reserve	Employee Stock Option Outstanding	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at April 01, 2018	0.05	(2,519.61)	49.21	7,002.00	2.79	(41.59)	4,492.85
Employee stock Options recognised at fair value on the date of transition	-	-	11.37	-	-	-	11.37
Balance as at April 01, 2018- restated	0.05	(2,519.61)	60.58	7,002.00	2.79	(41.59)	4,504.22
Loss for the year	-	-	-	-	-	(3.63)	(3.63)
Shares allotted during the year	(0.05)	-	-	-	-	-	(0.05)
Employee stock Options recognised at fair value	-	-	6.22	-	-	(6.22)	-
Additions on ESOP's exercised	-	-	-	2.49	-	-	2.49
Amortisation of expense related to options granted	-	-	2.13	-	-	-	2.13
Transferred from employee stock option outstanding on account of expiration of options granted	-	-	0.25	-	(0.25)	-	-
Balance as at March 31, 2019	-	(2,519.61)	69.18	7,004.49	2.54	(51.44)	4,505.16
Loss for the year	-	-	-	-	-	(3.07)	(3.07)
Additions on ESOP's exercised	-	-	-	9.62	-	-	9.62
Employee stock Options recognised at fair value	-	-	7.31	-	-	-	7.31
Transferred from Employee stock option outstanding	-	-	-	15.17	-	-	15.17
Transferred to securities premium on account on exercise of stock options	-	-	(15.17)	-	-	-	(15.17)
Balance as at March 31, 2020	-	(2,519.61)	61.32	7,029.28	2.54	(54.51)	4,519.02

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN:20100060AAAABO4636

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Cash flow statement for the year ended March 31, 2020

(₹ in Millions)

		For the year ended March 31, 2020	For the year ended March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES			
(Loss) before Taxes		(3.07)	(3.34)
Adjustments for:			
Net Gain on Fair Value Changes		(4.95)	(4.37)
Depreciation		0.02	0.02
Operating loss before working capital changes		(8.00)	(7.69)
Adjustments for:			
Other Receivables		3.87	5.42
Non-financial assets		0.36	0.70
Financial Liabilities		0.06	0.24
Other non financial liabilities		0.89	(0.11)
Cash (used in) Operations	A	(2.82)	(1.44)
B. Cash Flows from Investing Activities:			
Purchase of investments in mutual funds		(6.00)	(58.58)
Proceeds from sale of investments		-	58.58
Net Cash (used in) Investing Activities	B	(6.00)	-
C. Cash Flows from Financing Activities:			
Proceeds from issue of equity shares		9.75	2.47
Net Cash generated from Financing Activities	C	9.75	2.47
Net Increase in cash and cash equivalents	A+B+C	0.93	1.03
Cash and cash equivalents at the beginning of the year		1.39	0.36
Cash and cash equivalents at the end of the year		2.32	1.39
Net increase in cash and cash equivalents		0.93	1.03
Components of cash and cash equivalents :			
Cash on Hand		0.04	0.04
With banks - on current account		2.28	1.35
Total cash and cash equivalents (refer note - 2)		2.32	1.39

Notes to Cash Flow Statement

1. Since the Company is an Investment Holding Company, purchase and sale of investments have been considered as part of 'Cash Flows from Investing Activities'.
2. The above Cash Flow Statement has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 – Statement of Cash Flows'.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN:20100060AAAABO4636

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Notes to the Financial Statements for the year ended March 31, 2020

1 Company background

Westlife Development Limited is a public limited company having its registered office at Mumbai. The Company focuses on putting up and operating Quick Service Restaurants (QSR) in India through its wholly owned subsidiary Hardcastle Restaurants Private Limited.

1.1 Basis of preparation

A Statement of compliance

The Company having been classified as a Core Investment Company ('CIC'), pursuant to the resolutions passed by the Board of Directors on November 06, 2017 and February 05, 2018, was mandated to adopt Indian Accounting Standards (Ind AS) from accounting periods beginning on or after April 01, 2019, as per the provisions of Rule 4 (1)(iv)(b)(A) of the Companies (Indian Accounting Standards) Rules, 2015 ('the Rules') as notified under Section 133 of the Companies Act 2013 (the "Act"). Accordingly, the Company has adopted Ind AS from 1 April 2019 and the transition date is 1 April 2018. The transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and other generally accepted accounting principles in India and the guidelines issued by Securities and Exchange Board of India (SEBI) (collectively referred to as 'the Previous GAAP'). For all periods including and up to the year ended 31 March 2018, the Company prepared its financial statements in accordance with Previous GAAP.

These financial statements are prepared in accordance with Ind AS specified under the Rules and the Companies (Indian Accounting Standards) Amendment Rules 2016 and other relevant provisions of the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by SEBI. The financial statements have been presented in accordance with the format of financial statements as provided in Division III of Schedule III of the Act in terms of Notification G.S.R 1022(E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India, and as applicable to a Non-Banking Financial Company (NBFC) preparing financial statements in compliance with the Rules.

As these are the Company's first financial statements prepared in accordance with Ind AS, Ind AS 101 First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 15.

The financial statements were authorised for issue by the Company's Board of Directors on June 11, 2020.

B Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in Indian rupee has been rounded to the nearest million unless otherwise indicated.

C Basis of measurement

The financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

D Use of estimates and judgements

The preparation of the financial statements in conformity with Ind ASs, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of balance sheet and reported amounts of revenue and expenses for the period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Notes to the Financial Statements for the year ended March 31, 2020

Assumptions and estimation uncertainties

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in future periods.

Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The reliable measure of the estimates and judgments pertaining to litigations and the regulatory proceedings in the ordinary course of the Company's business are disclosed as contingent liabilities.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Impairment of investment in subsidiary

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

1.2 Significant accounting policies

a Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and net of taxes or duties collected on behalf of the government.

Interest and Dividend Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

b Property, plant and equipment and depreciation

1 Tangible assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on Property, plant and equipment is provided on straight line basis based on useful lives of the assets prescribed in Schedule II of the Companies Act, 2013.

2 Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Notes to the Financial Statements for the year ended March 31, 2020

3 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The Company only has software as an intangible asset having a useful life of 5 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

c Impairment of property, plant and equipment and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

d Employee benefits

The Company is not covered under the Payment of Gratuity Act, 1972 and the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The liability towards employee benefits is provided based on contractual terms with employees, if any.

e Foreign currency transactions

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions or an average rate if the average rate approximates the actual rate on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. Exchange differences are recognised in the statement of profit or loss.

f Income taxes

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity. Management periodically evaluates

Notes to the Financial Statements for the year ended March 31, 2020

positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

g Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to owner's of the Company for the year by the weighted average number of equity shares outstanding during reporting period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduce earnings per share or increase loss per share are included.

h Employee stock option cost

Under previous GAAP, the cost of employee share-based plan was recognised using the intrinsic value method. Under Ind AS, this is recognised based on the fair value of the options as at the grant date.

Equity-settled share-based payments to employees are recognised as an expense at the fair value of equity stock options at the grant date. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognised in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total intrinsic value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Employee stock compensation cost related to options granted to the employees of the Company's subsidiary is recovered from the subsidiary.

i Financial assets, financial liabilities and equity instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

Notes to the Financial Statements for the year ended March 31, 2020

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

Investment in subsidiaries

Investment in subsidiaries are measured at cost less impairment loss, if any.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue cost.

j Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

Notes to the Financial Statements for the year ended March 31, 2020

2. Cash and Bank Balances

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Cash and cash equivalents			
(a) Cash on Hand	0.04	0.04	0.04
(b) Balances with Banks			
In Current Accounts	2.28	1.35	0.33
Total	2.32	1.39	0.37

3. Other Receivables

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Unsecured and Considered Good (Refer Note 17)	56.16	52.73	56.01
Total	56.16	52.73	56.01

4. Investments

(₹ in Millions)

Particulars	March 31, 2020			March 31, 2019			April 01, 2018		
	At Fair Value Through Profit or Loss	At Cost	Total	At Fair Value Through Profit or Loss	At Cost	Total	At Fair Value Through Profit or Loss	At Cost	Total
Mutual Funds	72.18	-	72.18	61.23	-	61.23	56.86	-	56.86
Equity Shares									
Subsidiary **	-	4,700.84	4,700.84	-	4,700.84	4,700.84	-	4,700.84	4,700.84
Others	-	*	*		*	*	-	*	*
Total (A)	72.18	4,700.84	4,773.02	61.23	4,700.84	4,762.07	56.86	4,700.84	4,757.70
Aggregate amount of quoted instruments			72.18			61.23			56.86
Aggregate amount of unquoted instruments			4,700.84			4,700.84			4,700.84
Aggregate market value of quoted instruments			72.18			61.23			56.86

* Denotes amount less than ₹ 1000/-

Notes to the Financial Statements for the year ended March 31, 2020

(i) Unquoted Investments (₹ in Millions)

Particulars	Face Value per share Rs.	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
		Holding No.	Amount	Holding No.	Amount	Holding No.	Amount
Investment in subsidiary (Unquoted)							
Equity Shares (Fully Paid) in Hardcastle Restaurants Private Limited	1,000	17,47,628	4,700.84	17,47,628	4,700.84	17,47,628	4,700.84
Sub-total			4,700.84		4,700.84		4,700.84
Others							
Non Trade Investments (valued at cost)							
Equity shares (unquoted) in Hawcoplast Investments & Trading Limited	10	1	*	1	*	1	*
Sub-total			*		*		*
Total Investment in Unquoted Equity Shares			4,700.84		4,700.84		4,700.84

* Denotes amount less than ₹ 1000/-

(ii) Investments in Mutual Funds (₹ in Millions)

Particulars	As at March 31, 2020		As at March 31, 2019		As at April 01, 2018	
	No of units	Amount	No of units	Amount	No of units	Amount
QUOTED						
HDFC money market fund - Direct plan - growth	17101.71	72.18	12452.83	61.23	15633.24	56.86
Total		72.18		61.23		56.86

5. Property, plant and equipment and Intangible assets (₹ in Millions)

Description	Gross Block				Depreciation / Amortisation				Net Block
	As at April 01, 2019	Additions	Deductions/ Adjustments	As at March 31, 2020	As at April 01, 2019	For the year	Deductions/ Adjustments	Upto March 31, 2020	As at March 31, 2020
(a) Tangible Assets - Property, Plant and Equipment									
Office Equipments	-	-	-	-	-	-	-	-	-
Computers	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
(b) Intangible Assets									
Computer Software	0.08	-	-	0.08	0.02	0.02	-	0.04	0.04
Total	0.08	-	-	0.08	0.02	0.02	-	0.04	0.04
Total	0.08	-	-	0.08	0.02	0.02	-	0.04	0.04

Notes to the Financial Statements for the year ended March 31, 2020

5. Property, plant and equipment and Intangible assets (contd.)

(₹ in Millions)

Description	Gross Block				Depreciation / Amortisation				Net Block	
	As at April 01, 2018	Additions	Deductions/ Adjustments	As at March 31, 2019	As at April 01, 2018	For the year	Deductions/ Adjustments	As at March 31, 2019	As at March 31, 2019	
(a) Tangible Assets - Property, Plant and Equipment										
Office Equipments	-	-	-	-	-	-	-	-	-	-
Computers	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
(b) Intangible Assets										
Computer Software	0.08	-	-	0.08	-	0.02	-	0.02	0.06	0.06
Total	0.08	-	-	0.08	-	0.02	-	0.02	0.06	0.06
Total	0.08	-	-	0.08	-	0.02	-	0.02	0.06	0.06

(₹ in Millions)

Description	Gross Block As at April 01, 2018	Accumulated Depreciation As at April 01, 2018	Carrying amount As at April 01, 2018
(a) Tangible Assets - Property, Plant and Equipment			
Office Equipments	0.02	0.02	-
Computers	0.07	0.07	-
Total	0.09	0.09	-
(b) Intangible Assets			
Computer Software	0.11	0.03	0.08
Total	0.11	0.03	0.08
Total	0.20	0.12	0.08

6. Other Non Financial Assets

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(a) Balances with Government Authorities	0.17	0.59	1.29
(b) Prepaid Expenses	0.09	0.02	0.02
Total	0.26	0.61	1.31

7. Trade Payables

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade payables			
- Total outstanding dues to micro enterprises and small enterprises	0.03	-	-
- Total outstanding dues to creditors other than micro enterprises and small enterprises	0.47	0.44	0.21
Total	0.50	0.44	0.21

Notes to the Financial Statements for the year ended March 31, 2020

Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006:

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(a) Principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.	0.03*	-	-
(b) Amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with amounts of payment made to supplier beyond the appointed day during accounting year.	-	-	-
(c) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-	-

*Based on confirmation / information available with the Company.

8. Other Non Financial Liabilities

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(a) Statutory Payables	0.94	0.05	0.16
Total	0.94	0.05	0.16

9. Equity Share Capital

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Authorised Share Capital			
160,925,000 (March 31, 2019 160,925,000) (April 01, 2018 160,925,000) Equity Shares of ₹ 2 each	321.85	321.85	321.85
460,000 (March 31, 2019 460,000) (April 01, 2018 460,000) 8% Cumulative Redeemable Preference Shares of ₹ 10 each	4.60	4.60	4.60
	326.45	326.45	326.45
Issued, Subscribed and fully Paid Up Share Capital			
155,668,665 (March 31, 2019 155,603,600) (April 01, 2018 155,587,945) equity shares of Rs 2 each, fully paid up	311.34	311.21	311.18
Total	311.34	311.21	311.18

Notes to the Financial Statements for the year ended March 31, 2020

i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Ordinary Share Capital	March 31, 2020		March 31, 2019		April 01, 2018	
	No. of Shares	(₹ in Millions)	No. of Shares	(₹ in Millions)	No. of Shares	(₹ in Millions)
Shares outstanding at the beginning of the year	15,56,03,600	311.21	15,55,87,945	311.18	15,55,69,505	311.14
Shares Issued and subscribed during the year	65,065	0.13	15,655	0.03	18,440	0.04
Shares outstanding at the end of the year	15,56,68,665	311.34	15,56,03,600	311.21	15,55,87,945	311.18

ii) Terms/rights attached to Equity Shares:

The Company has only one class of Equity Shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2020, the amount of dividend per share recognised as distribution to equity shareholders was ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil). In the event of liquidation of the Company, holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) Information regarding aggregate number of equity shares issued during the five years immediately preceding the date of Balance Sheet:

The Company has not issued shares for consideration other than cash and has not bought back any shares during the past five years.

The Company has not allotted any shares pursuant to contract without payment being received in cash.

No equity shares have been forfeited.

The Company has issued 65,065 equity shares (March 31, 2019 15,655) during the year immediately preceding the reporting date on exercise of options granted under the employee stock option plan (ESOP).

iv) Details of shares in the Company held by each shareholder holding more than 5% shares is as follows:

Equity Shares of ₹ 2 each fully paid up:

Name of the Shareholders	No. of Ordinary Shares held					
	March 31, 2020		March 31, 2019		April 01, 2018	
	No. of Shares held	% of shares held	No. of Shares held	% of shares held	No. of Shares held	% of shares held
Horizon Impex Private Limited	4,72,85,325	30.38%	4,72,85,325	30.39%	4,72,85,325	30.39%
Subh Ashish Exim Private Limited	3,32,33,707	21.35%	3,32,33,707	21.36%	3,32,33,707	21.36%
SBI Mutual Funds	1,09,72,593	7.05%	1,07,63,986	6.92%	1,35,71,383	8.72%
Arisaig Partners (Asia) Pte Ltd. A/c Arisaig India Fund Limited	77,91,724	5.01%	1,22,96,550	7.90%	1,22,96,550	7.90%
Makino Holdings Limited	-	-	1,18,81,640	7.64%	1,18,81,640	7.64%
Rajiv Himatsingka Beneficial owners AKSR Corporate Advisors Private Limited, Yuthika Properties Private Limited and Rajiv Himatsingka, Partners of M/s Decent Enterprises	1,06,13,085	6.82%	1,06,13,085	6.82%	1,15,21,500	7.41%

As per records of the Company, including register of shareholders/members and declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the shares.

v) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan of the Company, refer note 19.

Notes to the Financial Statements for the year ended March 31, 2020

10. Other Equity

(₹ in Millions)

	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Summary			
(a) Capital Reserve	(2,519.61)	(2,519.61)	(2,519.61)
(b) Securities Premium Reserve	7,029.28	7,004.49	7,002.00
(c) General Reserve	2.54	2.54	2.79
(d) Employee stock Options Outstanding	61.32	69.18	49.21
(e) Retained Earnings	(54.51)	(51.44)	(41.59)
(f) Share Application Money Pending Allotment	-	-	0.05
Total	4,519.02	4,505.16	4,492.85
(a) Capital Reserve			
Opening balance	(2,519.61)	(2,519.61)	
Transfer to capital reserve	-	-	
Closing balance	(2,519.61)	(2,519.61)	
(b) Securities Premium Reserve			
Opening balance	7,004.49	7,002.00	
Additions on ESOP's exercised	9.62	2.49	
Transferred from Employee stock option outstanding	15.17	-	
Closing balance	7,029.28	7,004.49	
(c) General Reserve			
Opening balance	2.54	2.79	
Transferred from employee stock option outstanding on account of expiration of options granted	-	(0.25)	
Closing balance	2.54	2.54	
(d) Employee stock Options Outstanding			
Opening balance	69.18	49.21	
Employee stock Options recognised at fair value on the date of transition	-	11.37	
Employee stock Options recognised at fair value	7.31	6.22	
Amortisation of expense related to options granted	-	2.13	
Transferred from employee stock option outstanding on account of expiration of options granted	-	0.25	
Transferred to securities premium on account on exercise of stock options	(15.17)	-	
Closing balance	61.32	69.18	
(e) Retained Earnings			
Opening Balance	(51.44)	(41.59)	
Loss for the year	(3.07)	(3.63)	
Employee stock Options recognised at fair value	-	(6.22)	
Closing Balance	(54.51)	(51.44)	
(f) Share Application Money Pending Allotment			
Opening Balance	-	0.05	
Shares allotted during the year	-	(0.05)	
Closing Balance	-	-	

Notes:

(a) Capital Reserve

Capital reserve was created pursuant to the composite scheme of arrangement (amalgamation of WestPoint Leisurparks Private Limited, Triple A Foods Private Limited and demerger of Westlife Development Limited) under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay.

Notes to the Financial Statements for the year ended March 31, 2020

The excess amount of the book value of investment under the composite scheme of arrangement over its cost of investment is treated as capital reserve.

(b) Securities Premium Reserve

Securities premium reserve is used to record the premium received on issue of shares by the Company. The reserve can be utilised in accordance with the provision of Section 52(2) of Companies Act, 2013.

(c) General Reserve

The general reserve is a free reserve which is used from time to time to transfer profits from / to retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(d) Employee stock Options Outstanding

The Company has established equity-settled share-based payment plans for certain categories of employees of subsidiary Company. Refer to Note 19 for further details on these plans.

(e) Retained Earnings

Retained earnings represent the profits that the Company has earned till date, less any transfers to general reserve. Retained Earnings is a free reserve.

(f) Share Application Money Pending Allotment

Share application money pending allotment represents application money received on account of Employee Stock Option Scheme. As on April 01, 2018, the Company had received Rs 100 each per share towards allotment of 500 equity share at exercise price of ₹ 100 each and was shown under Share application money pending allotment. The Company had made the allotment on May 10, 2018.

11. Net Gain on Fair Value Changes

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Net Gain on Financial Instruments at Fair Value Through Profit or Loss		
- Investments in Mutual Funds	4.95	4.37
Total	4.95	4.37
Unrealised	4.95	4.37
Total	4.95	4.37

12. Other Expenses

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Payment to auditor (Refer Note 12.1)	0.67	0.83
Legal & professional fees	1.39	1.08
Printing and stationery	0.32	0.48
Director's sitting fees	3.98	3.17
Listing and membership fees	0.53	0.50
Communication costs	0.13	0.07
Travelling expenses	0.34	0.52
Advertisement expenses	0.12	0.21
Insurance	0.10	0.11
Web designing and maintenance	0.07	0.13
Miscellaneous expenses	0.35	0.59
Total	8.00	7.69

Notes to the Financial Statements for the year ended March 31, 2020

12.1 Payment to auditors

(₹ in Millions)

	For the year ended March 31, 2020	For the year ended March 31, 2019
As auditor :		
Statutory audit fees	0.62	0.76
In other capacity :		
other services (certification fees)	0.03	0.03
Reimbursement of expenses	0.03	0.04
Total	0.67	0.83

13. Fair Value Measurement

a Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2020 were as follows:

(₹ in Millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	2.32	-	2.32
Investments *	-	72.18	-
Other Receivables	56.16	-	56.16
Total	58.48	72.18	58.48
Liabilities:			
Trade payables	0.47	-	0.47
Total	0.47	-	0.47

The carrying value and fair value of financial instruments by categories as of March 31, 2019 were as follows:

(₹ in Millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	1.39	-	1.39
Investments *	-	61.23	-
Other Receivables	52.73	-	52.73
Total	54.12	61.23	54.12
Liabilities:			
Trade payables	0.44	-	0.44
Total	0.44	-	0.44

The carrying value and fair value of financial instruments by categories as of April 01, 2018 were as follows:

(₹ in Millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	0.37	-	0.37
Investments *	-	56.86	-
Other Receivables	56.01	-	56.01
Total	56.38	56.86	56.38
Liabilities:			
Trade payables	0.21	-	0.21
Total	0.21	-	0.21

* Above investment is excluding investment in subsidiary.

Carrying amounts of cash and cash equivalents, other receivables and trade payables as at March 31, 2020, March 31, 2019, April 01, 2018 approximate the fair value.

Notes to the Financial Statements for the year ended March 31, 2020

b Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are

- a) recognised and measured at fair value.
- b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian accounting standard. An explanation of each level is mentioned below :

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(₹ in Millions)

Particulars	As at March 31, 2020	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	72.18	72.18	-	-

(₹ in Millions)

Particulars	As at March 31, 2019	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	61.23	61.23	-	-

(₹ in Millions)

Particulars	As at April 01, 2018	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	56.86	56.86	-	-

B. Measurement of Fair Values

The following tables show the valuation techniques used in measuring Level 1 fair values, for financial instruments measured at fair value in the statement of financial position.

Financial Instruments Measured at Fair Value

Type	Valuation Technique
Investment in Mutual Funds	The Fair values of investments in Mutual Fund Units is based on the Net Asset Value [NAV] as stated by the issuer of these Mutual Fund Units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of Mutual Funds and the price at which issuers will redeem such units from the investors.

Notes to the Financial Statements for the year ended March 31, 2020

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

Risk management framework

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk and market risk . This note presents the Company's objectives, policies and processes for managing its financial risk and capital. The key risks and mitigating actions are also placed before the Board of Directors of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company manages the risk through the finance department that ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

i. Credit risk

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

In respect of its investments the Company aims to minimize its financial credit risk through the application of risk management policies.

The Company has other receivables (from subsidiary) amounting to ₹ 56.16 millions as at 31 March 2020 (31 March 2019 - ₹ 52.73 millions; 1 April 2018- ₹56.01 millions) (Refer Note 17). There are no significant amounts due by more than 180 days and not provided for. Management believes that these are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

ii. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity analysis based on their contractual maturities for all derivative and non derivative financial liabilities.

(₹ in Millions)

As at March 31, 2020	Carrying amount	Contractual cash flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	0.50	0.50	-	-	-
Total	0.50	0.50	-	-	-

(₹ in Millions)

As at March 31, 2019	Carrying amount	Contractual cash flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	0.44	0.44	-	-	-
Total	0.44	0.44			

Notes to the Financial Statements for the year ended March 31, 2020

(₹ in Millions)

As at April 01, 2018	Carrying amount	Contractual cash flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	0.21	0.21	-	-	-
Total	0.21	0.21	-	-	-

iii. Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

- Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have any currency exposure and all its assets and liabilities as also commitments are denominated in Indian rupees (functional currency). The currencies in which the transactions are denominated is Indian Rupees.
- Interest rate risk is the risk that the future cash flows with respect to interest payments on borrowings will fluctuate because of changes in market interest rates. The Company does not have any borrowings, hence the company is not exposed to interest rate risk.

14. Earnings per Share

	Year ended March 31, 2020	Year ended March 31, 2019
Loss attributable to Ordinary Shareholders (₹ In millions)	(3.07)	(3.63)
Number of Equity shares	15,56,53,526	15,55,99,240
Add: Potential Diluted equity shares on account of ESOP	3,32,335	1,25,024
Number of Shares for Diluted Earnings per share	15,59,85,861	15,57,24,264
Earnings per share		
Nominal value per share	2	2
Basic (in ₹)	(0.02)	(0.02)
Diluted (in ₹)	(0.02)	(0.02)

15. First time adoption of Ind AS

Transition to Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Significant Accounting Policies set out in Note 1.2 have been applied in preparing the financial statements for the year ended March 31, 2020, March 31, 2019 and the opening Ind AS balance sheet on the date of transition i.e. April 01, 2018.

In preparing its Ind AS Balance Sheet as at April 01, 2018 and in presenting the comparative information for the year ended March 31, 2019 the Company has adjusted amounts previously reported in the financial statements prepared in accordance with Previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP, and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

I. Explanation of transition to Ind AS

The Financial Statements have been prepared in accordance with Ind AS as notified by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Act. In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2019. Previous year have been restated to Ind AS. In accordance with Ind AS 101, First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements under previous GAAP to Ind AS of Shareholders' equity as at March

Notes to the Financial Statements for the year ended March 31, 2020

31, 2019 and April 1, 2018 and of total comprehensive income for the year ended March 31, 2019. This note explains the principal adjustments made by the Company in restating its Previous GAAP Financial Statements, including the Balance Sheet as at April 1, 2018 and the Financial Statements as at and for the year ended March 31, 2019 and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

Property, Plant and Equipment and Intangible Assets exemption:

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment, and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition i.e. April 01, 2018.

Investments in subsidiaries

The Company has elected to continue with the carrying value of such investments measured as per the previous GAAP and use such carrying value as its deemed cost at the transition date i.e. April 01, 2018.

Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 01, 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- i Investment in equity instruments carried at FVPL or FVOCI;
- ii Impairment of financial assets based on expected credit loss model.

Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- i. Reconciliation of Balance Sheet as at April 01, 2018 (Transition Date).
- ii. Reconciliation of Balance Sheet as at March 31, 2019 and reconciliation of Statement of Profit and Loss for the year ended March 31, 2019.
- iii. Reconciliation of Equity as at March 31, 2019

The presentation requirements under previous GAAP differ from Ind AS and hence previous GAAP information has been regrouped to bring it in line with Ind AS. The regrouped previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with the previous GAAP.

Notes to explanation of transition to Ind AS

1 Fair value of Investments

Under previous GAAP, investments in mutual funds were classified as current investments based on the intended holding period and realisability. Current investments were carried at lower of cost and fair value. Under Ind AS, Investments have been fair valued on initial recognition and subsequently measured at Fair value through Profit and loss account (FVTPL).

2 Employee Stock Option Liability

Under Previous GAAP, the cost of Employee Stock Options was recognised at intrinsic value. Under Ind AS, the same is recognised on the basis of fair value.

II. Reconciliation of Equity and Total Comprehensive Income

Reconciliation of Equity

(₹ in Millions)

	Note 16	As at March 31, 2019	As at April 01, 2018
Net Worth as per previous GAAP		4,813.70	4,809.50
Adjustment on account of			
- Fair value of Investments	1	(3.55)	5.90
- ESOP	2	6.22	-
Net Worth as per Ind AS		4,816.37	4,815.40

Notes to the Financial Statements for the year ended March 31, 2020

Reconciliation of Balance Sheet between Previous GAAP and Ind AS

(₹ in Millions)

	Note	Previous GAAP* March 31, 2019	Ind AS Adjustments/ Reclassifica- tion	As at March 31, 2019	Previous GAAP* April 01, 2018	Ind AS Adjustments/ Reclassifica- tion	As at April 01, 2018
I ASSETS							
(1) Financial Assets							
(a) Cash and Cash Equivalents		1.39	-	1.39	0.37	-	0.37
(b) Receivables							
(i) Other Receivables		52.71	0.02	52.73	56.01	-	56.01
(c) Investments	1	4,759.42	2.65	4,762.07	4,751.80	5.90	4,757.70
Total Financial Assets		4,813.52	2.67	4,816.19	4,808.18	5.90	4,814.08
(2) Non-Financial Assets							
(a) Current Tax Assets (Net)		-	-	-	0.29	-	0.29
(b) Property, Plant and Equipment		-	-	-	-	-	-
(c) Other Intangible Assets		0.06	-	0.06	0.09	-	0.09
(d) Other Non-Financial Assets		0.61	-	0.61	1.31	-	1.31
Total Non Financial Assets		0.67	-	0.67	1.69	-	1.69
TOTAL ASSETS		4,814.19	2.67	4,816.86	4,809.87	5.90	4,815.77
II LIABILITIES AND EQUITY							
(1) (ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.44	-	0.44	0.21	-	0.21
Total Financial Liabilities		0.44	-	0.44	0.21	-	0.21
(2) Non-Financial Liabilities							
(a) Other Non Financial Liabilities		0.05	-	0.05	0.16	-	0.16
Total Non Financial Liabilities		0.05	-	0.05	0.16	-	0.16
(3) Equity							
(a) Share Capital		311.21	-	311.21	311.18	-	311.18
(b) Other Equity	1 & 2	4,502.49	2.67	4,505.16	4,498.32	5.90	4,504.22
Total Equity		4,813.70	2.67	4,816.37	4,809.50	5.90	4,815.40
TOTAL LIABILITIES AND EQUITY		4,814.19	2.67	4,816.86	4,809.87	5.90	4,815.77

* Previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purposes of this note

There are no material adjustments to the statement of cash flows for the year ended March 31, 2019.

Reconciliation of Total Comprehensive Income

(₹ in Millions)

	Note	As at March 31, 2019
(Loss) after tax as per Previous GAAP		(0.37)
Fair Valuation of Mutual Fund Investments	1	(3.26)
(Loss) after Tax as per Ind AS		(3.63)
Other Comprehensive Income		-
Total Comprehensive Income under Ind AS		(3.63)

Notes to the Financial Statements for the year ended March 31, 2020

16. Maturity analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in Millions)

Particulars	March 31, 2020			March 31, 2019			April 01, 2018		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial Assets									
(a) Cash and Cash Equivalents	2.32	-	2.32	1.39	-	1.39	0.37	-	0.37
(b) Receivables									
(i) Other Receivables	-	56.16	56.16	-	52.73	52.73	-	56.01	56.01
(c) Investments	72.18	4,700.84	4,773.02	61.23	4,700.84	4,762.07	56.86	4,700.84	4,757.70
Total Financial Assets	74.50	4,757.00	4,831.50	62.62	4,753.57	4,816.19	57.23	4,756.85	4,814.08
Financial Liabilities									
(a) Trade Payables									
(i) total outstanding dues of micro enterprises and small enterprises	0.03	-	0.03	-	-	-	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	0.47	-	0.47	0.44	-	0.44	0.21	-	0.21
Total Financial Liabilities	0.50	-	0.50	0.44	-	0.44	0.21	-	0.21

17. Related party disclosures

Category of related parties		Names of Parties
A	Where control exists-	
	Subsidiary Company	Hardcastle Restaurants Private Limited
B	Others with whom transactions have taken place during the year	
	Key Management Personnel (KMP)	Mr. Amit Jatia (Vice Chairman)
		Mr. Suresh Lakshminarayanan (Chief Financial Officer)
		Dr. Shatadru Sengupta (Company Secretary)
	Relatives of KMP	Mr. Banwari Lal Jatia (Chairman)
		Mrs. Smita Jatia (Director)
		Mr. Achal Jatia (Director)

Transactions with related parties during the year

(₹ in Millions)

	2019-20	2018-19
(A) Transaction with Subsidiary Company - Hardcastle Restaurants Private Limited		
(i) Recovery of employee stock option cost	8.63	8.34
(B) Transactions with KMP #		
(i) Director's sitting fees		
Mr. Banwari Lal Jatia	0.13	0.16
Mr. Amit Jatia	0.45	0.41
Mrs. Smita Jatia	0.45	0.27
Mr. Achal Jatia	0.15	0.21
(C) Outstanding balance included in other current assets	56.16	52.73

There is no managerial remuneration paid to the directors

Notes to the Financial Statements for the year ended March 31, 2020

Transactions with related parties as at April 01, 2018

(₹ in Millions)

	April 01, 2018
(A) Outstanding balance included in other current assets	56.01

All transactions with these related parties are priced on an arm's length basis.

18. Contingent Liabilities

Contingent liabilities as at March 31, 2020 ₹ Nil (March 31, 2019 ₹ Nil) (April 01, 2018 ₹ Nil).

19. Employee Stock Option plan

- a) The Company provides share-based payment scheme to its certain eligible employees of the subsidiary company. During the year ended March 31, 2020, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

On September 18, 2013, the board of directors approved the Equity Settled ESOP Scheme 2013 (Scheme 2013) for issue of stock options to the key employees and directors of the Company and its subsidiary company. According to the Scheme 2013, the employee selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions. The contractual life (comprising the vesting period and the exercise period) of options granted is 9 years. The other relevant terms of the grant are as below:

Vesting period Graded vesting – 20% every year

Exercise period 9 years

- b) The details of the activity under the scheme are as below :

Vesting period	March 31, 2020		March 31, 2019	
	No of Options	Weighted average exercise price (₹)	No of Options	Weighted average exercise price (₹)
Outstanding at the beginning of the year	6,07,045	206.43	7,00,950	209.99
Granted during the year	-	-	-	-
Forfeited during the year	19,500	245.92	78,250	247.31
Exercised during the year	61,565	147.81	15,655	161.22
Expired during the year	-	-	-	-
Outstanding at the end of the year	5,25,980	211.83	6,07,045	206.43
Exercisable at the end of the year	3,78,105	200.79	3,43,545	180.28

For options exercised during the year, the weighted average share price at the exercise date was ₹ 392.98 per share (March 31, 2019: Rs 385.75 per share).

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2020 is 4.66 years (March 31, 2019: 5.50 years). The range of exercise prices for options outstanding at the end of the year was ₹ 100 to ₹ 300 (March 31, 2019: ₹100 to ₹ 300).

- c) Effect of employee share based payment plans on the Statement of Profit and Loss and on its financial position.

(₹ in Millions)

Particulars	March 31, 2020	March 31, 2019
Total employee compensation cost pertaining to share option plans	-	-

(₹ in Millions)

Particulars	March 31, 2020	March 31, 2019	April 01, 2018
Liability for employee stock options outstanding at year end	61.32	69.18	49.21

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. The Company has granted all of its options to the employees of its subsidiary company and the related expenses are recovered from the subsidiary company.

(₹ in Millions)

Particulars	March 31, 2020	March 31, 2019	April 01, 2018
Amount recoverable for employee stock option plan	8.63	8.34	27.59

Notes to the Financial Statements for the year ended March 31, 2020

d) The fair values are measured based on the Black-Scholes formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant-date fair values are as follows:

Particulars	March 31, 2020*	March 31, 2019*
Dividend yield (%)	0%	0%
Expected volatility (%)	54.49%	54.49%
Risk-free interest rate (%)	6.64%	6.64%
Weighted average share price (Rs)	238	238
Exercise Price (Rs)	238	238
Expected life of options granted in years	5.76	5.76

*No options were granted during the current year

20 Segment reporting

There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

No revenue from transactions with a single external customer amounted to 10% or more of the Company's total revenue in year ended 31 March 2020 or 31 March 2019 .

21 COVID-19

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, receivables, advances, intangibles etc. as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the Company does not expect any material impact on the carrying amount of these assets & liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions. The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

22 The amounts as per previous GAAP has been reclassified / regrouped to bring in line with Ind AS.

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN:20100060AAAABO4636

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

Annexure A

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

PART A - Subsidiaries

(₹ in Millions)

1	Name of the subsidiary	Hardcastle Restaurants Private Limited
2	The date since when subsidiary was acquired	November 13, 2011
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	March 31, 2020
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupees
5	Equity Share capital	1,747.63
6	Other Equity	3,434.38
7	Total assets	17,089.16
8	Total Liabilities	17,089.16
9	Investments	1,498.62
10	Turnover	15,472.91
11	Profit / (Loss) before taxation	(84.68)
12	Provision for taxation	(14.22)
13	Profit / (Loss) for the year	(70.46)
14	Other comprehensive income for the year	(10.00)
15	Total comprehensive income for the year	(80.46)
16	Proposed Dividend	-
17	Extent of shareholding (in percentage)	99%

Notes

- There are no subsidiaries which are yet to commence operations
- There are no subsidiaries which have been liquidated or sold during the year
- Turnover includes other operating revenue

PART B - Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Notes :

- There are no subsidiaries which are yet to commence operations
- There are no subsidiaries which have been liquidated or sold during the year

As per our report of even date attached

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 116231W/W-100024

Shabbir Readymadewala

Partner

Membership No: 100060

UDIN:20100060AAAABO4636

Place : Mumbai

Date : June 11, 2020

For and on behalf of the Board of Directors of Westlife Development Limited

Amit Jatia

Vice-Chairman

Pankaj Roongta

Chief Financial Officer

Place : Mumbai

Date : June 11, 2020

Smita Jatia

Director

Dr. Shatadru Sengupta

Company Secretary

NOTES

OUR JOURNEY TOGETHER.
FOR GOOD.



Westlife Development Ltd.
1001, Tower-3, 10th Floor
Indiabulls Finance Centre
Senapati Bapat Marg, Elphinstone Road,
Mumbai – 400013

T: +91 22 49135000 F: +91 22 49135001

www.westlife.co.in



WESTLIFE DEVELOPMENT LTD.

CIN No.: L65990MH1982PLC028593
Regd. Off.: 1001, Tower-3, 10th Floor, Indiabulls Finance Centre,
Senapati Bapat Marg, Elphinstone Road, Mumbai 400013
Tel : 022-4913 5000 | **Fax :** 022-4913 5001
Website : www.westlife.co.in | **E-mail id :** shatadru@westlife.co.in

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting ('AGM') of Westlife Development Limited will be held on Wednesday, the 23rd day of September, 2020 at 2.00 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and the Auditors thereon.
 - the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020.
- To appoint a Director in place of Ms Smita Jatia (DIN: 03165703), who retires by rotation and being eligible, offers herself for re-appointment.

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with 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.
- 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.

- Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its 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 shaileshmay@gmail.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
- 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:

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

OR

- 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.

- 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.
- 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 21st August, 2020.

7. Pursuance of 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 37th AGM through VC/OAVM Facility and e-Voting during the 37th AGM.
8. Corporate Members intending to send their authorised 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.
9. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 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 May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website westlife.co.in; websites of the Stock Exchanges (BSE Limited) at bseindia.com and website of the RTA at instavote.linkintime.co.in, Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
10. 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.
11. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.
12. 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.

13. 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.
14. There is no unpaid or unclaimed dividend lying with the Company.
15. 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.
16. No gifts shall be provided to members before, during or after the AGM.
17. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
19. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 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 authorised 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.
20. 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.
21. 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.

22. Instructions for e-voting and joining the AGM are as follows:

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

- i. The remote e-voting period begins on Sunday 20th September, 2020 at 9.00 a.m. and ends on Tuesday, 22nd September, 2020 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 16th September, 2020, 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.
- iii. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - (a) Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - (b) Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - (c) Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
 5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and

confirm (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).

	For Shareholders holding shares in Demat Form or 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). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction 4.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank

Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/ Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". 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.

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

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

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 LIPL: <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".
- 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 to 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 or Call us :- Tel : 022 - 49186000.

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 serve basis.

Shareholders/Members are requested to participate on first come first serve 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, Chair Persons 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 serve 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 37th 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 on the website of the company at westlife.co.in at the link given below:

<http://westlife.co.in/download-pdf/Investor/Compliance/Statutory%20Documents-AGM%202020.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 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, mobile number at shatadru@westlife.co.in from 20th September, 2020 from 9.00 am to 21st September, 2020 till 5.00 pm.

The first 10 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shatadru@westlife.co.in. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions 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 to use camera 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 or Call us: - Tel : (022-49186175).

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.
- 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. 16th September, 2020, may obtain the User ID and password in the manner as mentioned in the notice or can write to 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. 23rd September, 2020.
- d. Results declared along with the Scrutinizer's Report shall be placed on the Company's website 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 37th AGM of the Company and communicated to the Stock Exchange (BSE Limited) where the shares of the Company are listed.

- e. 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
v)	Phone No.	+91 22 49186000 Extn-2505

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

Name of Director	Ms Smita Jatia
Date of Birth	20/05/1970
Date of Appointment	18/09/2013
Expertise in Specific Functional areas	General Management
Qualifications	B.Com, Mumbai University, Management Development Program, Harvard University, Boston, USA; Marketing and Restaurant Leadership Program, Hamburger University, USA
Other listed Companies in which Directorship held	Nil
Chairman/ Member of Committees of Boards of other listed Companies	Nil
Shares held in the Company	1 (0.00%)
Relationship with other directors	Mr Amit Jatia (Spouse); Mr B.L.Jatia (Father-In- Law) and Mr Achal Jatia (Brother- In-Law)

By Order of the Board of Directors

Mumbai
30 July, 2020

Sd/-
Dr Shatadru Sengupta
Company Secretary