

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2021

[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:

CIN	:	U74120MH2011PTC220601
Registration Date	:	05/08/2011
Name of the Company	:	Waterfield Advisors Private Limited
Category / Sub-Category of the Company	:	Company limited by Shares & Non-Govt. company
Address of the Registered office and contact details	:	142, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point Mumbai 400021.
Whether listed Company	:	No
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Link Intime India Pvt Ltd. C 101, 247 Park, LBS Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083.

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 head offices; management consultancy activities → Management Consultancy Activities	70 → 7020 → 70200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	Waterfield Financial and Investment	U74900MH2012PTC234921	Subsidiary Company	98.22%	2(87) (ii)

Waterfield Advisors Private Limited

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	Advisors Private Limited (142, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point Mumbai 400021)				
2	Waterfield Fund Managers Private Limited* (142, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai – 400021)	U65990MH2020PTC340389	Wholly owned subsidiary company	100%	2(87) (ii)

* Incorporated on June 7, 2020

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 ⁽¹⁾				No. of Shares held at the end of the year ⁽¹⁾				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual/HUF	25,37,760	-	25,37,760	60.90	2,548,386	1,042	2,549,428	61.18	0.28
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	25,37,760	-	25,37,760	60.90	2,548,386	1,042	2,549,428	61.18	0.28
(2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-

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d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	25,37,760	-	25,37,760	60.90	2,548,386	1,042	2,549,428	61.18	0.28
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	4,47,931	1,14,597	5,62,528	13.50	4,47,931	1,14,597	5,62,528	13.50	-
ii) Overseas	-	145,849	145,849	3.50	-	145,849	145,849	3.50	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	53,610	13,545	67,155	1.64	42,984	12,503	55,487	1.36	(0.28)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6,47,330	1,32,307	7,79,637	18.71	6,47,330	1,32,307	7,79,637	18.71	-
c) Others (specify) –									
i) Trustees of Waterfi	-	63,757	63,757	1.53	-	63,757	63,757	1.53	-

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eld Employ ee Benefit Trust ii) Non Residen t	-	10,418	10,418	0.25		10,418	10,418	0.25	-
Sub-total(B)(2):	1,148,871	4,80,473	16,29,344	39.13	1,138,245	4,79,431	16,17,676	38.85	(0.28)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,148,871	4,80,473	16,29,344	39.13	1,138,245	4,79,431	16,17,676	38.85	(0.28)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	36,86,631	4,80,473	41,67,104	100	36,86,631	4,80,473	41,67,104	100	-

Note 1: Beginning of the year – As on April 1, 2020, End of the year – As on March 31, 2021

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year ⁽²⁾			Share holding at the end of the year ⁽²⁾			
		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	% change in share holding during the year
1.	Ms. Soumya Rajan	1,762,888	42.30%	-	1,774,556	42.58%	-	0.28
2.	Mr. Sanjay Teli	774,872	18.59%	-	774,872	18.59%	-	-
	Total	25,37,760	60.89%	-	25,49,428	61.18%		0.28

Note 2: Beginning of the year – As on April 1, 2020, End of the year – As on March 31, 2021

iii. CHANGE IN PROMOTERS' SHAREHOLDING :

Sl. No.	Particulars	Shareholding		Cumulative Shareholding during the year ⁽³⁾	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Ms. Soumya Rajan				
	At the beginning of the year⁽³⁾	1,762,888	42.30%	1,762,888	42.30%

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	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc) ⁽³⁾				
	<ul style="list-style-type: none"> July 20, 2020 (Transfer) January 29, 2021 (Transfer) January 29, 2021 (Transfer) 	1,042	0.025%	1,763,930	42.32%
		7,084	0.17%	1,771,014	42.49%
		3,542	0.08%	1,774,556	42.58%
	At the End of the year⁽³⁾	1,774,556	42.58%	1,774,556	42.58%
2.	Mr. Sanjay Teli				
	At the beginning of the year⁽³⁾	7,74,872	18.59%	7,74,872	18.59%
	Date wise Increase/ Decrease in Promoters Share holding During the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc) ⁽³⁾	-	-	-	-
	At the End of the year⁽³⁾	7,74,872	18.59%	7,74,872	18.59%

Note 3: Beginning of the year – As on April 1, 2020, End of the year – As on March 31, 2021, During the year - From April 1, 2019 upto March 31, 2020

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No	For each of the Top 10 Shareholders	Shareholding		Reason for change in the Shareholding	Cumulative shareholding during the year	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the Company
1.	RAAY Global Investment Private Limited					
	At the beginning of the year ⁽⁴⁾	3,22,916	7.75%	-	3,22,916	7.75%
	<u>Date wise Increase/ Decrease during the year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	3,22,916	7.75%	-	3,22,916	7.75%
2	Zephyr Wealth LLC					
	At the beginning of the year ⁽⁴⁾	145,849	3.50%	-	145,849	3.50%

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	<u>Date wise Increase/Decrease during the year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	145,849	3.50%	-	145,849	3.50%
3	Equanimity Ventures LLP					
	At the beginning of the year ⁽⁴⁾	83,343	2%	-	83,343	2%
	<u>Date wise Increase/Decrease during the year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	83,343	2%	-	83,343	2%
4	Vernalis Capital Private Limited					
	At the beginning of the year ⁽⁴⁾	72,925	1.75%	-	72,925	1.75%
	<u>Date wise Increase/Decrease during the year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	72,925	1.75%	-	72,925	1.75%
5	Geeta Ramakrishnan jointly with Sivaswamy Iyer Ramakrishnan					
	At the beginning of the year ⁽⁴⁾	72,925	1.75%	-	72,925	1.75%
	<u>Date wise Increase/Decrease during the year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	72,925	1.75%	-	72,925	1.75%
6	Waterfield Employee Benefit Trust					
	At the beginning of the year ⁽⁴⁾	63,757	1.53%	-	63,757	1.53%
	<u>Date wise Increase/Decrease during the year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	63,757	1.53%	-	63,757	1.53%
7	Lakshmi Narayanan					
	At the beginning of	62,507	1.50%	-	62,507	1.50%

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	the year ⁽⁴⁾					
	<u>Date wise Increase/</u> <u>Decrease during the</u> <u>year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	62,507	1.50%	-	62,507	1.50%
8	Somasekhar Sundaresan					
	At the beginning of the year ⁽⁴⁾	52,089	1.25%	-	52,089	1.25%
	<u>Date wise Increase/</u> <u>Decrease during the</u> <u>year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	52,089	1.25%	-	52,089	1.25%
9	Gaja Investments Private Limited					
	At the beginning of the year ⁽⁴⁾	41,672	1%	-	41,672	1%
	<u>Date wise Increase/</u> <u>Decrease during the</u> <u>year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	41,672	1%	-	41,672	1%
10	Bharat Dhirajlal Shah and Anita Shah					
	At the beginning of the year ⁽⁴⁾	41,672	1%	-	41,672	1%
	<u>Date wise Increase/</u> <u>Decrease during the</u> <u>year⁽⁴⁾</u>	-	-	-	-	-
	At the End of the year ⁽⁴⁾	41,672	1%	-	41,672	1%

Note 4: Beginning of the Year - As on April 1, 2020; End of the year - As on March 31, 2021 and During the year - From April 1, 2020 upto March 31, 2021

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v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Particulars of each of the Directors and KMP	Shareholding at the beginning of the year ⁽⁵⁾		Cumulative Shareholding during the year ⁽⁵⁾	
		No. of shares	% of Total Shares of the Company	No. of shares	% of Total Shares of the Company
1	Soumya Rajan (Managing Director & CEO)				
	At the beginning of the year ⁽⁵⁾	1,762,888	42.30%	1,762,888	42.30%
	Date wise Increase/ (Decrease) During the year ⁽⁵⁾				
	<ul style="list-style-type: none"> • <u>July 20, 2020 (Transfer)</u> • <u>January 29, 2021 (Transfer)</u> • <u>January 29, 2021 (Transfer)</u> 	1,042 7,084 3,542	0.025% 0.17% 0.08%	1,763,930 1,771,014 1,774,556	42.32% 42.49% 42.58%
	At the end of the year ⁽⁵⁾	1,774,556	42.58%	1,774,556	42.58%
2	Sanjay Teli				
	At the beginning of the year ⁽⁵⁾	7,74,872	18.59%	7,74,872	18.59%
	Date wise Increase/ (Decrease) During the year ⁽⁵⁾				
	≡	-	-	-	-
	At the end of the year ⁽⁵⁾	7,74,872	18.59%	7,74,872	18.59%
3	Arihant Patni				
	At the beginning of the year ⁽⁵⁾	3,22,916	7.75%	3,22,916	7.75%
	Date wise Increase/ (Decrease) During the year ⁽⁵⁾				
	<u>January 13, 2020 (Transfer)</u>	-	-	-	-
	At the end of the year ⁽⁵⁾	3,22,916	7.75%	3,22,916	7.75%
4	Amit Patni				
	At the beginning of the year ⁽⁵⁾	-	-	-	-
	Date wise Increase/ (Decrease) During the year ⁽⁵⁾				
		-	-	-	-
	At the end of the year ⁽⁵⁾	-	-	-	-
5	Subramaniam Ramachandran Iyer				
	At the beginning of the year ⁽⁵⁾	-	-	-	-
	Date wise Increase/ (Decrease) During the year ⁽⁵⁾				
		-	-	-	-
	At the end of the year ⁽⁵⁾	-	-	-	-

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Note 5: Beginning of the Year - As on April 1, 2020; End of the year - As on March 31, 2021 and During the year - From April 1, 2020 upto March 31, 2021

V. INDEBTEDNESS: NIL

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

(Amount in INR)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year⁽⁶⁾				
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⁽⁶⁾				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year⁽⁶⁾				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

Note 6: Beginning of the Year - As on April 1, 2020; End of the year - As on March 31, 2021 and During the year - From April 1, 2020 upto March 31, 2021

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
		Soumya Rajan	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,00,00,000	1,00,00,000
	(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	-	-

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2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	1,00,00,000	1,00,00,000
	Ceiling as per the Act		Not applicable

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	Not Applicable	
	Fee for attending board / committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board / committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
3	Total (B)=(1+2)		
4	Total Managerial Remuneration		
5	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: Not Applicable

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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				

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	17(2) Income-tax Act, 1961	Not Applicable
	(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	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Not Applicable

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	-	-	-	-	-

**For and on behalf of
Waterfield Advisors Private Limited**

Sd/-
Ms. Soumya Rajan
Director
DIN: 03579199
Add: Hill Park Building 2, Flat-22, 3rd Floor,
Dr AG Bell Road, Malabar Hill Mumbai 400006.

Sd/-
Mr. Sanjay Teli
Director
DIN: 01001707
Add: Flat No 5/6, 4th Floor, Kailash Kutir
Maharashtra Nagar, Borivali West, Mumbai 400092.

Date: June 17, 2021
Place: Mumbai

Waterfield Advisors Private Limited
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