

## ANNEXURE II

### Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31<sup>st</sup> 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:

<b>CIN</b>	:	U74900MH2012PTC234921
<b>Registration Date</b>	:	24/08/2012
<b>Name of the Company</b>	:	Waterfield Financial and Investment Advisors Private Limited
<b>Category / Sub-Category of the Company</b>	:	Company limited by Shares & Non-Govt. company
<b>Address of the Registered office and contact details</b>	:	142, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point Mumbai 400021.
<b>Whether listed Company</b>	:	Unlisted
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	:	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	Other Financial Activities	66	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 Advisors Private Limited	U74120MH2011PTC220601	Holding Company	98.22%	2(46)

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## 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 <sup>(1)</sup>				No. of Shares held at the end of the year <sup>(1)</sup>				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	8,79,999	45,00,000	53,79,999	98.22	8,79,999	45,00,000	53,79,999	98.22	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	8,79,999	45,00,000	53,79,999	98.22	8,79,999	45,00,000	53,79,999	98.22	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	8,79,999	45,00,000	53,79,999	98.22	8,79,999	45,00,000	53,79,999	98.22	-
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	-	-	-	-	-	-	-	-	-



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i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2)Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	97,778	97,778	1.78	-	97,778	97,778	1.78	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	-	97,778	97,778	1.78	-	97,778	97,778	1.78	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	97,778	97,778	1.78	-	97,778	97,778	1.78	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>-</b>	<b>54,77,777</b>	<b>54,77,777</b>	<b>100</b>	<b>-</b>	<b>54,77,777</b>	<b>54,77,777</b>	<b>100</b>	<b>-</b>

**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 <sup>(2)</sup>			Share holding at the end of the year <sup>(2)</sup>			% change in share holding 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.	Waterfield Advisors Private Limited	53,79,999	98.22	-	53,79,999	98.22	-	-
	<b>Total</b>	<b>53,79,999</b>	<b>98.22</b>	<b>-</b>	<b>53,79,999</b>	<b>98.22%</b>	<b>-</b>	<b>-</b>

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



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### iii. CHANGE IN PROMOTERS' SHAREHOLDING :

Sl. No.	Particulars	Shareholding		Cumulative Shareholding During the year <sup>(3)</sup>	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Waterfield Advisors Private Limited					
1	At the beginning of the year <sup>(3)</sup>	53,79,999	98.22%	53,79,999	98.22%
	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) <sup>(3)</sup>	-	-	-	-
	<b>At the End of the year<sup>(3)</sup></b>	<b>53,79,999</b>	<b>98.22%</b>	<b>53,79,999</b>	<b>98.22%</b>

*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, 2020 upto March 31, 2021*

### 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	<b>Benaifer Malandkar</b>					
	At the beginning of the year <sup>(4)</sup>	48,889	5%	-	48,889	5%
	<u>Date wise Increase/ Decrease during the year<sup>(4)</sup></u>	-	-	-	-	-
	At the End of the year <sup>(4)</sup>	<b>48,889</b>	<b>0.89%</b>	-	<b>48,889</b>	<b>0.89%</b>
2	<b>Munish Randev</b>					
	At the beginning of the year <sup>(4)</sup>	48,889	5%	-	48,889	5%
	<u>Date wise Increase/ Decrease during the year<sup>(4)</sup></u>	-	-	-	-	-
	At the End of the year <sup>(4)</sup>	<b>48,889</b>	<b>0.89%</b>	-	<b>48,889</b>	<b>0.89%</b>

*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:

Sl. No.	Particulars of each of the Directors and KMP	Shareholding at the beginning of the year <sup>(5)</sup>		Cumulative Shareholding during the year <sup>(5)</sup>	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year <sup>(5)</sup>	None			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) <sup>(5)</sup>				
	At the End of the year <sup>(5)</sup>				

*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:

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

(Amt in INR)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	49,28,456	1,30,85,910	-	1,80,14,366
ii) Interest due but not paid	-	24,28,960	-	24,28,960
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>49,28,456</b>	<b>1,55,14,870</b>	<b>-</b>	<b>2,04,43,326</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	40,65,456	4,10,90,478	-	4,51,55,934
Reduction	41,36,542	4,73,81,604	-	5,15,18,146
<b>Net Change</b>	<b>(71,086)</b>	<b>(62,91,126)</b>	<b>-</b>	<b>(63,62,212)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	48,57,370	84,01,559	-	1,32,58,929
ii) Interest due but not paid	-	8,22,185	-	8,22,185
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>48,57,370</b>	<b>92,23,744</b>	<b>-</b>	<b>1,40,81,114</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:



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## A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Not Applicable

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1	Gross salary	Not Applicable	
	(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)		
	Ceiling as per the Act		

## 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		
3	Total (2)		
4	Total (B)=(1+2)		
5	Total Managerial Remuneration		
6	Overall Ceiling as per the Act		



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**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	Not Applicable			
	(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				



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## 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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of  
Waterfield Financial and Investment 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. Amitkumar Patni  
Director  
DIN: 00014260  
Add: Flat No. 21-B, 2nd Floor, Maker Tower-  
B, Cuffe Parade, Mumbai 400005.

Date: June 17, 2021  
Place: Mumbai

