

NOTICE is hereby given that the (01/2025-26) Extra-Ordinary General Meeting of the members of the Company be convened on Wednesday, March 18, 2026 at shorter notice at 11:00 am at the corporate office of the Company at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 to transact with or without modification(s) as may be permissible, the following business:

SPECIAL BUSINESS

ITEM NO.1: RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, articles of association of the Company and *further to the recommendation of the Board of Directors of the Company ("Board") from its meeting dated January 20, 2026*, the consent of the shareholders be and is hereby accorded to reclassify the authorised share capital of the Company from existing INR 6,50,00,000 (Rupees Six Crores Fifty Lakhs only) divided into (a) 45,55,854 (Forty-Five Lakh Fifty-Five Thousand Eight Hundred and Fifty Four) Equity Shares having a face value of INR 10 (Indian Rupees Ten only) each; and (b) 19,44,146 (Nineteen Lakh Forty-Four Thousand One Hundred and Forty-Six) Series A compulsorily convertible preference shares ("**Series A CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each. to INR 6,50,00,000 (Rupees Six Crores Fifty Lakhs only) divided into (a) 52,72,638 (Fifty Two Lakhs Seventy Two Thousand Six Hundred and Thirty Eight) Equity Shares having a face value of INR 10 (Indian Rupees Ten only) each; (b) 10,92,362 (Ten Lakhs Ninety Two Thousand Three Hundred and Sixty Two) Series A compulsorily convertible preference shares ("**Series A CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each and (c) 1,35,000 (One Lakh Thirty Five Thousand) Series A1 compulsorily convertible preference shares ("**Series A1 CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 or any statutory modification(s) thereof and *further to the recommendation of the Board of Directors of the Company ("Board") from its meeting dated January 20, 2026* the existing *Clause V* of the memorandum of association of the Company be replaced with the following new Clause V:

- "V. *The authorised share capital of the Company is INR 6,50,00,000 (Rupees Six Crores Fifty Lakhs only) divided into (a) 52,72,638 (Fifty Two Lakhs Seventy Two Thousand Six Hundred and Thirty Eight) Equity Shares having a face value of INR 10 (Indian Rupees Ten only) each; (b) 10,92,362 (Ten Lakhs Ninety Two Thousand Three Hundred and Sixty Two) Series A compulsorily convertible preference shares ("**Series A CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each and (c) 1,35,000 (One Lakh Thirty Five Thousand) Series A1 compulsorily convertible preference shares ("**Series A1 CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each.*



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RESOLVED FURTHER THAT any director of the company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this resolution."

Certified to be true

FOR WATERFIELD ADVISORS PRIVATE LIMITED



SOUMYA RAJAN

Director

DIN: 03579199

Date: March 16, 2026

Place: Mumbai

Address: 7, Avighna House, 82, Dr. Annie Besant Road Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018



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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE THERE AT INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY FORM IS ANNEXED TO THE NOTICE.

The instrument appointing the Proxy, to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped not less than 24 hours before the commencement of the Meeting. Proxy/Proxies so appointed shall not have the right to speak at the meeting and shall not be entitled to vote except poll.

A person can act as proxy on behalf of Member(s) not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.

Members/ proxies should bring duly attendance slip sent herewith to attend the meeting.

2. As per Section 102 of the Companies Act, 2013, the relevant Explanatory Statement setting out the material facts concerning the Special Business is annexed to this notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
6. All document referred to in the accompanying notice are open for inspection at the registered office of the company during office hours on all working days except Saturdays and Sundays between 11:00 a.m. and 3 p.m. up to the date of the general meeting.
7. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the EGM Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours i.e. 10 A.M to 6 P. M on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the EGM and during the continuance of the EGM.
8. Members are requested to make their requests/correspondence in this regard at the following address: Waterfield Advisors, 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018.
9. The Voting at the meeting shall be conducted by a poll in accordance with Companies Act, 2013 and Articles of Association of the Company. At the time of voting by poll, the shareholders shall



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be required to send an email to the Designated Mail ID:
shilpa.dadhich@waterfieldadvisors.com.

10. Attendance slip, proxy form MGT-11, and route map giving directions to the venue of the meeting, are annexed to the Notice.



**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(Pursuant to the provisions of section 102 of the Companies Act, 2013)**

Item No. 1:

The board feels that in view of the proposed expansion plans of the Company, the authorised share capital of the Company needs to be reclassified into Equity and Preference shares. Accordingly, the board of directors in its meeting held on January 20, 2026 had passed the resolution for reclassifying the authorised share capital to INR 6,50,00,000 (Rupees Six Crores Fifty Lakhs only) divided into **(a)** 52,72,638 (Fifty Two Lakhs Seventy Two Thousand Six Hundred and Thirty Eight) Equity Shares having a face value of INR 10 (Indian Rupees Ten only) each; **(b)** 10,92,362 (Ten Lakhs Ninety Two Thousand Three Hundred and Sixty Two) Series A compulsorily convertible preference shares ("**Series A CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each and **(c)** 1,35,000 (One Lakh Thirty Five Thousand) Series A1 compulsorily convertible preference shares ("**Series A1 CCPS**") having a face value of INR 10 (Indian Rupees Ten only) each.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorised by its articles of association, with the consent of its members in its general meeting, alter the conditions of its memorandum of association so as to increase its share capital by such amount as it thinks expedient by issuing new shares. The proposal requires the consent of the members.

Accordingly, the board recommends passing of the ordinary resolution as contained in item No. 1 of the notice.

None of the directors are in any way interested or concerned in the resolution except to the shareholding in the company.

For Waterfield Advisors Private Limited



Soumya Rajan
Director
DIN: 03579199

Date: March 16, 2026
Place: Mumbai



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ANNEXURE A
FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Company : **Waterfield Advisors Private Limited**

CIN : U74120MH2011PTC220601

Registered Office : 142, 14th Floor, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No.	
DP ID:	

I/We, _____ being the member(s) of _____ shares of the abovenamed Company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him;
2. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him
3. Name: _____
Address: _____
E-mail Id: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the on (01/2025-26) Extra-Ordinary General Meeting of the Company to be held on Wednesday, March 18, 2026, at 11:00 A.M. at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
SPECIAL BUSINESS			
1.	Reclassification of the authorized share capital of the Company.		



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Signed this day of 2026.

.....
Signature of shareholder

Affix Re. 1/- Revenue Stamp

.....
Signature of 1st proxy holder

.....
Signature of 2nd proxy holder

.....
Signature of 3rd proxy holder

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 24 hours before the commencement of the Meeting.



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ANNEXURE B
ATTENDANCE SLIP

To,
THE BOARD OF DIRECTORS,
WATERFIELD ADVISORS PRIVATE LIMITED

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Wednesday, March 18, 2026, at 11:00 am at the Corporate office of the Company at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018.

Member's / Proxy's Signature



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ANNEXURE C ROUTE MAP

