

To,
The Members
The Board of Directors
The Auditors

NOTICE is hereby given that the 12th Annual General Meeting of Waterfield Advisors Private Limited will be held on Thursday, August 31, 2023, at 12.00 noon at the corporate office of the Company situated at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 to transact the following business:

ORDINARY BUSINESS:

Item No. 1:

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

a. To approve the Standalone financial statements for the year ended March 31, 2023.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, audited Standalone Balance Sheet as at March 31, 2023 and the Standalone Profit and Loss Account of the Company for the financial year ended March 31, 2023 together with Schedules and Notes attached thereto and Standalone Cash Flow Statement for the financial year ended March 31, 2023, along with the Director’s Report and Auditor’s report received from M/s ZADN & Associates (ICAI Firm Registration No. 112306W) for the financial year ended on March 31, 2023 thereon, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and is hereby authorized to sign and submit requisite e-forms along with Annual Report and Annual Return as may be required to be filed with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds matters, and things as may be deemed necessary to give effect to the above resolution.”

b. To approve the Consolidated financial statements for the year ended March 31, 2023.

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, audited Consolidated Balance Sheet as at March 31, 2023 and the Consolidated Profit and Loss Account of the Company for the financial year ended March 31, 2023 together with Schedules and Notes attached thereto and Consolidated Cash Flow Statement for the financial year ended March 31, 2023, along with the Director’s Report and Auditor’s report received from M/s ZADN & Associates (ICAI Firm Registration No. 112306W) for the financial year ended on March 31, 2023 thereon, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and is hereby authorized to sign and submit requisite e-forms along with Annual Report and Annual Return as may be required to be filed with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds matters, and things as may be deemed necessary to give effect to the above resolution.”

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Item No. 2

To ratify the appointment of M/s ZADN & Associates (ICAI Firm Registration No. 112306W) Chartered Accountants, as the Statutory Auditors of the Company.

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time in force and the rules framed thereunder (including any statutory modifications, amendments or re-enactments thereof) consent of the Members of the Company be and is hereby accorded to ratify the appointment of M/s ZADN & Associates (ICAI Firm Registration No. 112306W) as the Statutory Auditors of the Company for the financial year 2023-2024.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised to file necessary e-Forms and all other necessary information with registrar of Companies, Maharashtra, Mumbai, file other necessary documents with various other regulatory authorities, as may be required, issue certified true copies and to do all acts, deeds and things as may be required to give effect to the above resolution.”

SPECIAL BUSINESS:

Item No. 3:

To regularize the appointment of Mr. Ramakrishnan Sivaswamy Iyer as Director of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary resolution:** -

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Ramakrishnan Sivaswamy Iyer (DIN: 00057637), who was appointed as an Additional Director with effect from January 25, 2023 and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

For and on behalf of Board of Directors,
Waterfield Advisors Private Limited

Sd/-
Shilpa Dadhich
Group Company Secretary

Date: July 13, 2023

Place: Mumbai



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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 48 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.

2. 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.
3. Members/ proxies should bring duly attendance slip sent herewith to attend the meeting.
4. 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.
5. The documents covered under this Annual General Meeting such as Balance Sheet as of March 31, 2023, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2023, Directors' Report for the Year ended March 31, 2023, and the Auditors Report for the year ended March 31, 2023 will be available for Members' inspection at the venue of the Annual General Meeting.
6. 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 AGM 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 Annual General Meeting and during the continuance of the Annual General Meeting.
7. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at the meeting, then the shareholders can vote by sending an email to the Designated Mail ID: shilpa.dadhich@waterfieldadvisors.com.
8. Route map giving directions to the venue of the meeting is annexed to the Notice.



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EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3

Mr. Ramakrishnan Sivaswamy Iyer was appointed as an Additional Director on January 25, 2023, by the Board of Directors. In terms of section 152 of the Companies Act, 2013, he will hold the office up to the date of the ensuing Annual General Meeting. Hence, it is proposed to appoint Mr. Ramakrishnan Sivaswamy Iyer as a Director at the Annual General Meeting.

None of the Directors and his relatives except for Mr. Ramakrishnan Sivaswamy Iyer are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends resolution under Item no. 3 to be passed as an Ordinary resolution.

Details of the director seeking appointment in the forthcoming Annual General Meeting (In pursuance of Clause 1.2.5 of Secretarial Standards on General Meetings)

Name of the Director	Mr. Ramakrishnan Sivaswamy Iyer
Age	62
Qualifications	i) Graduation from Mumbai University ii) Owner/President Management Programme at Harvard Business School
Experience	Over 30 years of experience in the shipping and allied industries. He has received multiple awards for his leadership, including "Marine Personality of the Year" in 2011 and "Indian CEO of the Year" in 2012. He has also been recognized by Forbes as one of the "Top Indian Leaders in the Middle East" from 2013-2018.
Terms and conditions of appointment	As decided by the Board of Directors
Details of remuneration	NA
Date of first appointment	January 25, 2023
Shareholding in the Company	82,395 (Jointly with Mrs. Geeta Ramakrishnan)
Relationship with other director/Manager and other KMP	NA
Number of meetings attended during the financial year 2022-23 and till the date of the notice of this AGM	2
Directorships of other Board	18
Membership/Chairmanship of Committees of other Board	2



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ATTENDANCE SLIP

12TH ANNUAL GENERAL MEETING

DPID	Client ID	Folio No.	No. of Shares
NA			

Name: _____

Address: _____

Name of Proxy: _____ (To be filled in if the Proxy attends instead of the member)

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company on Thursday, August 31, 2023 at 12 noon at Corporate office of the Company situated at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018.

Signed this _____ day of _____ 2023

.....
.....

(Member's/ Proxy's Name (In Block Letters))

(Members/Proxy's Signature)

NOTE:

1. Only Members / Proxy holder can attend the Meeting
2. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.



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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 Annual General Meeting of the Company, to be held on Thursday, August 31, 2023 at 12.00 noon at Corporate office of the Company situated 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
ORDINARY BUSINESS			
1.	To consider and adopt the Audited Standalone as well as Consolidated Financial		



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	Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To ratify the appointment of M/s ZADN & Associates (ICAI Firm Registration No. 112306W) Chartered Accountants, as the Statutory Auditors of the Company.		
SPECIAL BUSINESS			
3.	To regularize appointment of Mr. Ramakrishnan Sivaswamy Iyer as Director of the Company.		

Signed this day of 2023

.....
Signature of shareholder

Affix a 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 48 hours before the commencement of the Meeting.



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ROUTE MAP

