

NOTICE OF 12TH ANNUAL GENERAL MEETING

To,
The Members
The Board of Directors
The Auditors

NOTICE is hereby given that the 12th Annual General Meeting (“AGM”) of the Members of Waterfield Financial and Investment Advisors Private Limited (“Company”) will be held on, Friday, August 30, 2024, at 11 a.m. 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 Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, audited Balance Sheet as at March 31, 2024 and the Profit and Loss Account of the Company for the financial year ended March 31, 2024 together with Schedules and Notes attached thereto and Cash Flow Statement for the financial year ended March 31, 2024 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, 2024 thereon, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the director 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 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.”

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 2024-2025.

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,



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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:

To take approval for granting Loans, Guarantees and making Investments

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185, Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors to (i) advance any loan and/or any guarantee and/or provide any security in connection with any loan(s) to any other body corporate or person including a person in whom any of the director of the company is interested’ as specified in the explanation to Section 185(2)(b) and/ or to make any investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate up to an amount not exceeding to INR 10,00,00,000 (Indian Rupees Ten Crores Only) in one or more tranches on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

For and on behalf of Board of Directors,

Waterfield Financial and Investment Advisors Private Limited

Sd/-
Shilpa Dadhich
Group Company Secretary

Date: July 15, 2024

Place: Mumbai



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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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, 2024, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2024, Directors' Report for the Year ended March 31, 2024, and the Auditors Report for the year ended March 31, 2024 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 1 To take approval for granting Loans, Guarantees and making Investments

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of Special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

The Members are informed that, the Board at its meeting held on July 16, 2024, have approved an amount not exceeding INR 10,00,00,000 (Indian Rupees Ten Crores Only) for granting loans, guarantees, making investments in any kind of instruments of other body corporates subject to approval of the members.

Further, pursuant to Section 185 of the Companies Act, 2013, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to such entities/ body corporates and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only. In case of any subsidiaries / joint ventures/ Body corporates incorporated in future which fall in the category of "any person in whom any of the director of the company is interested" as defined in the explanation to Section 185(2)(b) of the Companies Act, 2013, the Board of Directors may grant loan or give guarantee or provide security within the aggregate amount of INR 10,00,00,000 (Indian Rupees Ten Crores Only), to such entities subject to the approval of the Board.

Interest of Directors and KMP: None of Directors, Key Managerial Personnel (KMP) of your company, and their relatives may be deemed to be concerned or interested in this resolution except to the extent of their shareholding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Members.



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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 Friday, August 30, 2024, at 11 a.m. at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018.

Signed this _____ day of _____ 2024

.....
.....

(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 Financial and Investment Advisors Private Limited**
CIN : U74900MH2012PTC234921
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 Friday, August 30, 2024, at 11 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:



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Resolution No.	Particulars	For	Against
ORDINARY BUSINESS			
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 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.		
3.	To take approval for granting Loans, Guarantees and making Investments.		

Signed this day of 2024.

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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 48 hours before the commencement of the Meeting.



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ROUTE MAP

