NOTICE OF 6TH ANNUAL GENERAL MEETING

Notice is hereby given that the **6th (Sixth)** Annual General Meeting **("AGM")** of the Members of Waterfield Fund Managers Private Limited **("Company")** will be held on **Monday, August 31, 2026, at 11:00 am** 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, 2026, together with the Reports of the Board of Directors and Auditors thereon:

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

"**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, audited Balance Sheet as at March 31, 2026 and the Profit and Loss Account of the Company for the financial year ended March 31, 2026 together with Schedules and Notes attached thereto and Cash Flow Statement for the financial year ended March 31, 2026 along with the Director's Report and Auditor's report received from M/s M S K C & Associates LLP (ICAI Firm Registration No. 001595S/S000168) for the financial year ended on March 31, 2026 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."

By order of the Board of Directors
For Waterfield Fund Managers Private Limited

Sd/-
Shivani Sharma
Company Secretary

Date: July 17, 2026
Place: Mumbai

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 the 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, 2026, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2026, Directors' Report for the Year ended March 31, 2026, and the Auditors Report for the year ended March 31, 2026 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 poll in accordance with the Companies Act, 2013. The shareholders can vote by sending an email to the Designated Mail ID: compliance@waterfieldadvisors.com.

8. Route map giving directions to the venue of the meeting is annexed to the Notice.

WATERFIELD

PROXY FORM
(Form No. MGT-11)
[*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (*Management and Administration*) Rules, 2014]*

CIN	U65990MH2020PTC340389
Name Of the Company	Waterfield Fund Managers Private Limited
Registered Office	142, Maker Chamber VI 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021, Maharashtra, India

Annual General Meeting dated August 31, 2026

Name of the member(s)	
Registered Address	
Email ID	
Reg. Folio No/ Client Id*	
DP ID*	

(* Applicable for Members holding Shares in electronic form)

I/We, being the member(s) of _________ equity shares of the above named company, hereby appoint:

Name	
Address	
Email Id	
Signature	

or failing him/her:

Name	
Address	
Email ID	
Signature	

or failing him/her:

Name	
Address	
Email ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th (Sixth) Annual General Meeting of the Company, to be held on **Monday, August 31, 2026**, at Corporate office of the Company situated at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 at 1**1:00 a.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote		
ORDINARY BUSINESS		For	Against	Abstain
1.	To receive, consider and adopt the audited annual financial statements of the Company consisting of the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the reports of the Board of Directors and the Auditors thereon.			

Signed this ….. day of…… 2026

Signature of Shareholder______________________

Signature of Proxy holder(s) _____________________

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.

ATTENDANCE SLIP

WATERFIELD

6th (SIXTH) ANNUAL GENERAL MEETING

Name of first named Shareholder/ Proxy/ Authorised Representative	
DP ID*	
Regd. Folio No./Client ID*	
No. of Shares Held	

(* Applicable for Members holding shares in electronic form)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company/authorised representative and hereby record my presence at the 6th (Sixth) Annual General Meeting of the Members of Waterfield Fund Managers Private Limited held on **Monday**, August 31, 2026 at **11:-00 am** at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 .

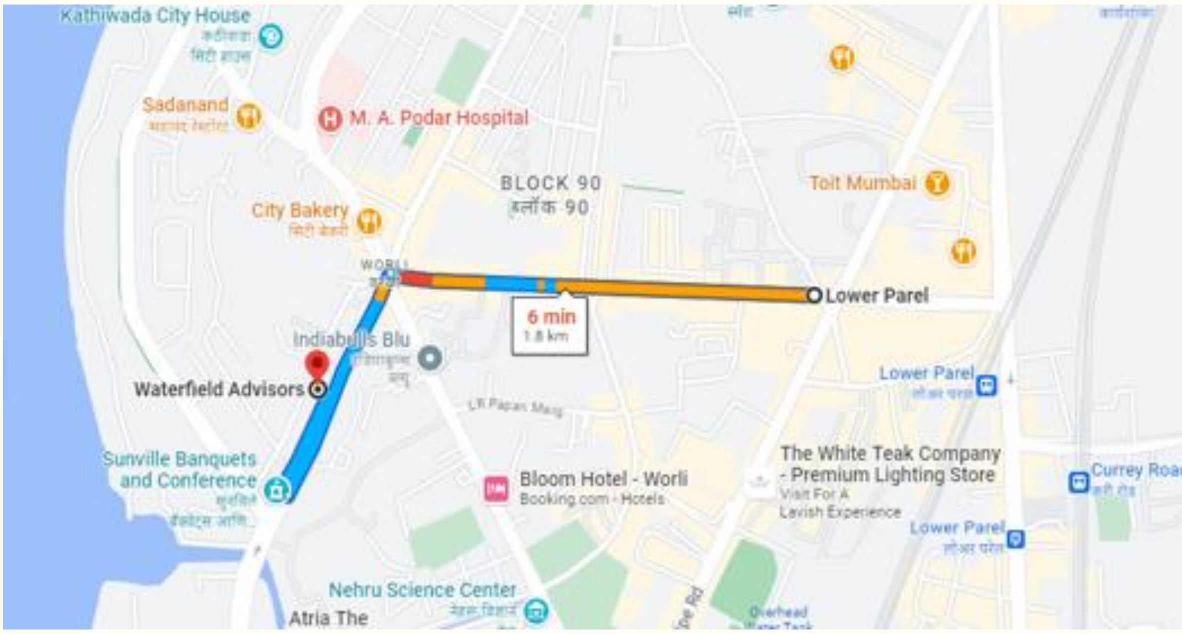
____

Signature of first named Shareholder/ Proxy/ Authorised Representative

Note: Please complete this attendance slip and hand it over at the entrance of the Meeting Hall

Road Map to the Venue of AGM

WATERFIELD



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