NOTICE OF 14th ANNUAL GENERAL MEETING

To,
The Members
The Board of Directors
The Auditors

NOTICE is hereby given that the 14th Annual General Meeting ("AGM") of the Members of Waterfield Financial and Investment Advisors Private Limited ("Company") will be held on **Monday**, **August 31, 2026,** at **11:30 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, 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 resolution as **Ordinary Resolution**:

"**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."

SPECIAL BUSINESS:

Item No. 2:

To regularize the appointment of Mr. Rajan 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 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. Rajan (DIN: 00141258), who was appointed as an Additional Director with effect from July 17, 2026 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 Financial and Investment Advisors Private Limited

Sd/-

Shilpa Dadhich
Company Secretary

Date: July 17, 2026
Place: Mumbai

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 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, 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: shilpa.dadhich@waterfieldadvisors.com.

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

9. The Explanatory statement forms part of the Notice.

SPECIAL BUSINESS:

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

Item No.2

Mr. Mukund Rajan was appointed as an Additional Director on July 17, 2026, 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. Mukund Rajan as a Director at the Annual General Meeting.

Ms. Soumya Rajan, Director, and Mr. Mukund Rajan are interested in in the resolution set out at Item No. 2 of the Notice.

The Board recommends resolution under Item no. 2 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. Mukund Rajan
Age	57
Qualifications	BTech program at the Indian Institute of Technology (IIT) Delhi in 1989. He completed a Masters and Doctorate in International Relations on a Rhodes Scholarship at Oxford University.
Experience	Dr Mukund Rajan is the Chairman of ECube Investment Advisors, a first of its kind platform created in 2019 to catalyse Environment, Social and Governance (ESG) changes in Corporate India. Prior to this, he held a number of senior executive positions through his 23-year career with the Tata Group, where he served as the first Brand Custodian of the Tata Group, Chief Ethics Officer of the Group, Chairman of the Tata Global Sustainability Council, and Member of the Group Executive Council at Tata Sons. He served on the boards of various Tata companies including Tata Teleservices, Tata Communications, Tata SIA Airlines and Tata AIG. Dr Rajan serves as the Chairperson of the Environment Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI) and is a member of the ESG Advisory Committee constituted by the Securities and Exchange Board of India (SEBI). He serves as a member of the Council of Management of the Forum of Free Enterprise. In 2007, the World Economic Forum honoured Dr Rajan as a Young Global Leader. He was also part of the inaugural

	class of the Confederation of Indian Industry (CII)-Aspen Institute India Leadership Initiative. Dr Rajan graduated from the BTech program at the Indian Institute of Technology (IIT) Delhi in 1989. He completed a Masters and Doctorate in International Relations on a Rhodes Scholarship at Oxford University. His doctoral dissertation, "Global Environmental Politics", was published by Oxford University Press in 1996, and his second book, "The Brand Custodian – My Years with the Tatas", was published by HarperCollins in 2019. His third book, on Corporate Responsibility and ESG, titled "OUTLAST – How ESG Can Benefit Your Business", co-authored with Dr Colonel Rajeev Kumar, has recently been published by HarperCollins.
Terms and conditions of appointment	As decided by the Board of Directors
Details of remuneration	NA
Date of first appointment	July 17. 2026
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	Spouse of Ms. Soumya Rajan, Director
Number of meetings attended during the financial year 2022-23 and till the date of the notice of this AGM	1
Directorships of other Board	9
Membership/Chairmanship of Committees of other Board	Nil

WATERFIELD

ATTENDANCE SLIP

14TH ANNUAL GENERAL MEETING

DPID	Client ID	Folio No.	No. of Shares

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 **Monday**, August 31, 2026, at **11:30 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.

Signed this ________ day of ________2026

....
....
(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.

WATERFIELD

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 Monday, August 31, 2026, at 11:30 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, 2026 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To regularize appointment of Mr. Mukund Rajan as Director of the Company.		

Signed this .... day of .... 2026.

Affix Re. 1/- Revenue Stamp

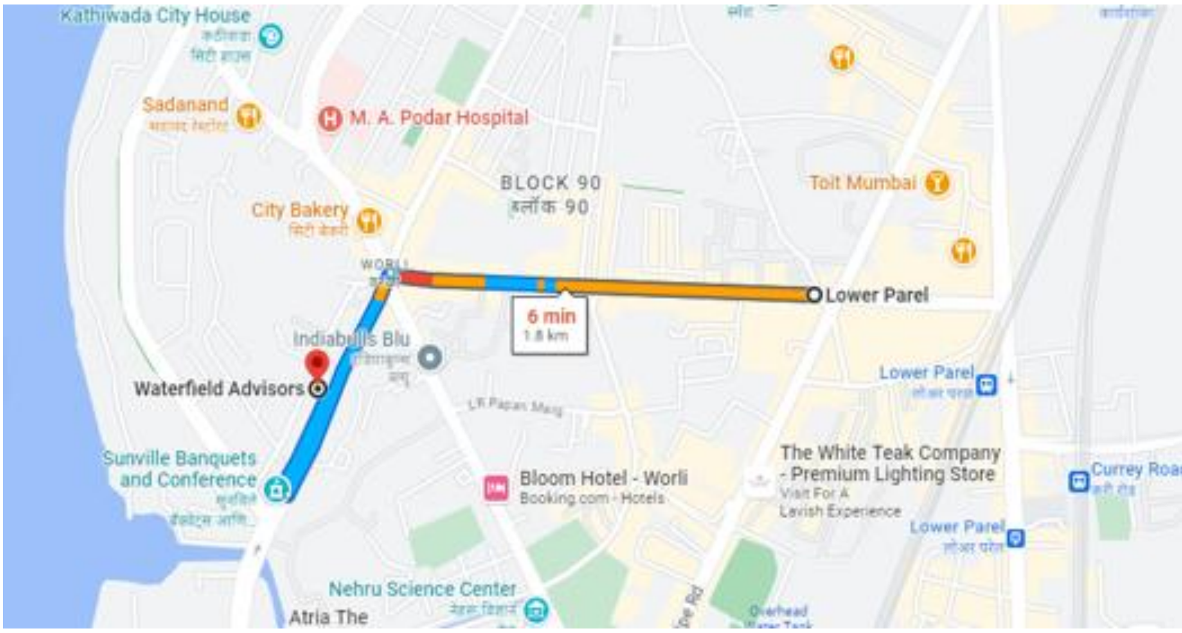
....
Signature of shareholder

....
....
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.

WATERFIELD

ROUTE MAP



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