

## NOTICE OF 3<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 3<sup>rd</sup> ANNUAL GENERAL MEETING of the Members of **WATERFIELD FUND MANAGERS PRIVATE LIMITED (“the Company”)** will be held on Thursday, August 31, 2023, at 10.00 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:

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### ORDINARY BUSINESS

#### Item no. 1:

**To receive, consider and adopt the audited annual financial statements of the Company consisting of the Balance Sheet as at March 31, 2023, 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.**

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account of the Company for the financial year ended March 31, 2023 together with Schedules and Notes attached thereto and 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 S.R. Batliboi & Co LLP ( ICAI Firm Registration No. (301003E/E300005) for the financial year ended on March 31, 2023 thereon, be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the director 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.

RESOLVED FURTHER THAT any of the directors of the Company or Mr. Kartik Kini, authorised signatory of the Company be and are hereby jointly or severally authorised to issue certified true copy of the resolution as may be required from time to time.”

#### Item no. 2:

**To ratify the appointment of M/s S. R. Batliboi & Co. LLP (ICAI Firm Registration No. (301003E/E300005) Chartered Accountants, as the Statutory Auditors of the Company for FY 2023-24.**

“RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s S.R. Batliboi & Co LLP ( ICAI Firm Registration No. (301003E/E300005) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the financial year 2024 -2025.



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**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.”

By order of the Board of Directors  
For **WATERFIELD FUND MANAGERS PRIVATE LIMITED**

**Place:** Mumbai

**Date:** July 13, 2023

Sd/-  
**Shilpa Dadhich**  
Company Secretary

**Registered Office:** 142, Maker Chamber VI 220,  
Jamnalal Bajaj Marg, Nariman Point,  
Mumbai – 400051, Maharashtra, India  
CIN: U65990MH2020PTC340389



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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 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, 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](mailto:shilpa.dadhich@waterfieldadvisors.com).
8. Route map giving directions to the venue of the meeting is annexed to the Notice.



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## 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, 2023

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 3<sup>rd</sup> (Third) Annual General Meeting of the Company, to be held on Thursday, August 31, 2023, 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 10. 00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote		
		For	Against	Abstain
1.	To receive, consider and adopt the audited			



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	annual financial statements of the Company consisting of the Balance Sheet as at March 31, 2023, 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.			
2.	To ratify the appointment of M/s S. R. Batliboi & Co. LLP (ICAI Firm Registration No. 301003E/E300005) Chartered Accountants, as the Statutory Auditors of the Company for FY 2023-24.			

Signed this ..... day of..... 2023

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.**



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## ATTENDANCE SLIP 3<sup>RD</sup> (THIRD) ANNUAL GENERAL MEETING

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 on Thursday, August 31, 2023

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 3<sup>rd</sup> (Third) Annual General Meeting of the Members of Waterfield Fund Managers Private Limited held on Thursday, August 31, 2023 at 10.00 a.m. 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**



# WATERFIELD

## Road Map to the Venue of AGM

