

NOTICE is hereby given that the (02/2026-27) Extra-Ordinary General Meeting of the members of the Company be convened on Friday, April 24, 2026, at shorter notice at 11:00 am at the Corporate office of the Company at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 to transact with or without modification(s) as may be permissible, the following business:

SPECIAL BUSINESS

ITEM 1: APPROVAL AND ADOPTION OF THE AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), if any, the following as a **special resolution**:

“RESOLVED THAT pursuant to (i) the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the **“Act”**); (ii) the shareholder's agreement dated April 6, 2026 entered into amongst the Company, Jungle Ventures V Investment Holding 1 Pte Ltd, Soumya Rajan and other shareholders (**“Shareholders’ Agreement”**), and (iii) the approval of the Board of directors of the Company (**“Board”**) at its meeting held on April 17, 2026, approval of the shareholders of the Company be and is hereby accorded to approve the amended and restated articles of association of the Company (**“Restated Articles”**), a copy of which was placed before the members of the Company (duly initiated by the Chairman for the purpose of identification in substitution and exclusion of all previous articles of association of the Company) and which was circulated along with the notice of this Extraordinary General Meeting, to bring it in line with the Shareholders’ Agreement, with immediate effect.

RESOLVED FURTHER THAT going forward, no copy of the Articles of Association to be issued by the Company without carrying out the alterations as aforesaid.

RESOLVED FURTHER THAT the directors on the Board, Ms. Shilpa Dadhich, Director - Legal, Compliance and Company Secretary, be and are hereby severally authorized to be and are hereby severally authorized to undertake, do, perform and execute all such acts, deeds, matters and things, give from time to time such directions as may be necessary, expedient, usual or proper, settle any question or doubt that may arise in relation thereto, and to do all acts, deeds and things in connection therewith and incidental thereto that may be required to give effect to the Restated Articles in accordance with these resolutions, take all the steps as may be necessary to give effect to the above resolution and to settle all matters arising out of and incidental thereto, sign and execute all deeds, applications, documents, writings and make all relevant filings and registrations with the Registrar of Companies (including Form MGT-14) and any other regulatory/ statutory authority(ies) as may be required, on behalf of the Company along with payment of such fees and incurring such expenses in relation thereto.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any director on the Board, may be furnished to any concerned person(s)/authority(ies) as and when required.”



WATERFIELD

For WATERFIELD ADVISORS PRIVATE LIMITED

Shilpa Dadhich

Company Secretary

Date: April 22, 2026

Place: Mumbai

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



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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 24 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.

Members/ proxies should bring duly attendance slip sent herewith to attend the meeting.

2. As per Section 102 of the Companies Act, 2013, the relevant Explanatory Statement setting out the material facts concerning the Special Business is annexed to this notice.
3. 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.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. 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.
6. All document referred to in the accompanying notice are open for inspection at the registered office of the company during office hours on all working days except Saturdays and Sundays between 11:00 a.m. and 3 p.m. up to the date of the general meeting.
7. 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 EGM 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 EGM and during the continuance of the EGM.
8. Members are requested to make their requests/correspondence in this regard at the following address: Waterfield Advisors, 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018.



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9. The Voting at the meeting shall be conducted by a poll in accordance with Companies Act, 2013 and Articles of Association of the Company. At the time of voting by poll, the shareholders shall be required to send an email to the Designated Mail ID: shilpa.dadhich@waterfieldadvisors.com.
10. Attendance slip, proxy form MGT-11, and route map giving directions to the venue of the meeting, are annexed to the Notice.



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**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(Pursuant to the provisions of section 102 of the Companies Act, 2013)**

Item No. 1:

The Company has executed a shareholders' agreement dated April 06, 2026, amongst Jungle Ventures V Investment Holding 1 Pte Ltd, Soumya Rajan and other shareholders ("**Shareholders' Agreement**"). Accordingly, clauses of existing articles of association are proposed to be amended, omitted and / or substituted in line with the Shareholders' Agreement to avoid inconsistency and contradiction in the Articles of Association.

As per the provisions of Companies Act, any amendment to Articles of Association of a Company, requires approval of the members of the Company. Accordingly, resolution under item No.1 is placed before the members for their consideration and approval. The draft of the Article of Association as amended pursuant to the Shareholders' Agreement is attached hereunder as Annexure – A. The Board had approved to alter the existing articles of association of the Company at its meeting held on April 17, 2026.

The Board recommends the adoption of the resolution for the approval of the Members of the Company as a special resolution.

The nature of concern or interest, financial or otherwise of:

Every director: No financial interest. The interest is only to the extent of shareholding because two of the directors are also the shareholders of the Company.

KMP – Not Applicable.

Relatives of the Directors: The interest is only to the extent of shareholding.

For **WATERFIELD ADVISORS PRIVATE LIMITED**

Shilpa Dadhich
Company Secretary

Date: April 22, 2026
Place: Mumbai
Address: 7, Avighna House, 82, Dr. Annie Besant Road,
Worli Naka, Siddharth Nagar, Worli, Mumbai,
Maharashtra 400018



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Annexure A

(Attached separately)



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Annexure B
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 Jammalal 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 (02/2026-27) Extra-Ordinary General Meeting of the Company to be held on Friday, April 24, 2026, at 11:00 am 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
SPECIAL BUSINESS			



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1.	Approval and adoption of the amendment of Articles of Association of the Company.		
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Signed this day of 2026.

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Signature of shareholder

Affix Re. 1/- Revenue Stamp

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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 24 hours before the commencement of the Meeting.



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Annexure C

Attendance Slip

To,
THE BOARD OF DIRECTORS,
WATERFIELD ADVISORS PRIVATE LIMITED

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Friday, April 24, 2026, at 11:00 am at the Corporate office of the Company at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018.

Member's / Proxy's Signature



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Annexure D

Route Map

