

SHORTER NOTICE IS HEREBY GIVEN THAT (1/2022-2023) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF WATERFIELD FUND MANAGERS PRIVATE LIMITED (“COMPANY”) WILL BE HELD ON TUESDAY, MARCH 28, 2023, AT 11.00 A.M. AT 142, MAKER CHAMBER VI, 220 JAMNALAL BAJAJ MARG, NARIMAN POINT, MUMBAI 400 021 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM 1: TO GRANT A LOAN OF UPTO INR 10 CRORES TO WATERFIELD FINANCIAL AND INVESTMENT ADVISORS PRIVATE LIMITED, A GROUP COMPANY

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 179, Section 185 of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to grant loan upto INR 10 Crores to Waterfield Financial and Investment Advisors Private Limited, the subsidiary of the Holding Company on such terms and conditions as agreed between the parties.

RESOLVED FURTHER THAT any of the Directors or Mr. Kartik Kini, Chief Operating Officer & Brand Custodian of the Company be and are hereby authorized to take all necessary steps required for obtaining approvals, statutory, contractual or other in relation to the above and to sign and submit such deeds, documents, agreements, undertakings and all other necessary papers as may be required to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.

RESOLVED FURTHER THAT any of the Directors or Mr. Kartik Kini, Chief Operating Officer & Brand Custodian of the Company, be and are hereby authorized to file required form and returns with the Registrar of Companies, if any or any other statutory authority and to do all such acts/deed/things as may deem fit to give effect to this resolution including necessary entries in the statutory registers of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to issue a certified true copy of this resolution to anyone concerned or interested in this matter.”

ITEM NO. 2: TO GRANT A LOAN AMOUNTING TO INR 10 CRORES TO GROUP COMPANIES FROM TIME TO TIME AS PER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 179(3)(f) and Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Power) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the Company be and is hereby accorded to grant a loan upto INR 10 Crores to Group companies from time to time on such other terms and conditions as may be mutually agreed between the both parties.

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RESOLVED FURTHER THAT any of the Directors or Mr. Kartik Kini, Chief Operating Officer & Brand Custodian of the Company be and are hereby authorized severally sign any agreements/ documents, if any, to do all such acts, deeds and things as may be required to give effect to this resolution including filing of necessary eforms, if any, with the Registrar of Companies, Mumbai.”

For Waterfield Fund Managers Private Limited,

Sd/-

Soumya Rajan

Director

DIN: 03579199

Address: Flat 22, 3rd Floor, Hill Park Building 2,

Dr A G Bell Road, Malabar Hill, Mumbai – 400 006

Date: March 24. 2023

Place: Mumbai



WATERFIELD

Notes:

- (1) **ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
- (2) The necessary Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached.
- (3) All the documents referred to in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m., on all working days from the date hereof up to the date of the Meeting.
- (4) A copy of the Memorandum of Association and Articles of Association of the Company are available for inspection at the registered office of the Company.
- (5) Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
- (6) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- (7) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the Extra-ordinary General Meeting.



WATERFIELD

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013, TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA-ORDINARY GENERAL MEETING:

ITEM 1: TO GRANT A LOAN OF UPTO INR 10 CRORES TO WATERFIELD FINANCIAL AND INVESTMENT ADVISORS PRIVATE LIMITED, A GROUP COMPANY

As per section 185 of the Companies Act 2013, a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

The loan amount to the extent of INR 10 Crores to be granted to Waterfield Financial and Investment Advisors Private Limited (“borrowing company”), which will be used by the borrowing company for the purpose of its principle business activities only.

Therefore, a Special resolution is proposed for the approval of members under Item No. 1 of the Notice.

All the relevant documents considered at the meeting can be inspected at the office on working days at the corporate office of the Company.

Ms. Soumya Rajan, common director in the Company and Waterfield Financial and Investment Advisors Private Limited (“borrowing company”).

Interest of Directors and KMP: None of the directors except the above mentioned Director, of the company or their relatives are concerned or interested, financially or otherwise, in respect of passing of the Special Resolution set out at item number

The Board commends the passing of the special resolution set out at Item No. 1 of the accompanying Notice.

ITEM NO. 2: TO GRANT A LOAN AMOUNTING TO INR 10 CRORES TO GROUP COMPANIES FROM TIME TO TIME AS PER SECTION 186 OF THE COMPANIES ACT, 2013

As per sub-section (2) and (3) of Section 186 of the Companies Act 2013, a Company is required to obtain the prior approval of members through a special resolution, in case the company wants to-

- (a) give any loan to any person or any body corporate;
- (b) give any guarantee a provide any security in connection with alone to any other corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100%, whichever is more.

The Company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of the Directors is seeking approval of the Members pursuant to section 186 provisions over and above the limit as specified in the resolution at item number

The said approval is sought keeping in mind the fund requirements of the Company’s group companies to meet urgent needs from time to time to yield and grow in business segment.



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Interest of Directors and KMP: None of the directors of the company and their respective relatives in anyway are concerned or interested financial year otherwise in the special resolution as set out at Item No. 2 of the notice except to the extent of their shareholding in the Company.

The Board commends the passing of the Special Resolution as set out at Item No. 2 of the Notice.

For Waterfield Fund Managers Private Limited

Sd/-

Ms. Soumya Rajan

Director

DIN: 03579199

Address: Flat 22, 3rd Floor, Hill Park Building 2,

Dr A G Bell Road, Malabar Hill, Mumbai – 400 006



WATERFIELD

Extra-ordinary General Meeting ADMISSION SLIP

Shareholder's Name	
Folio No	

I/We certify that I/We am/are a Member/Proxy of the Member of the Company holding _____ Shares.
I/We hereby record my presence at the (1st/2022-23) Extra Ordinary General Meeting of the company held at 142, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 on Tuesday, March 28, 2023 at 11.00 a.m.

Signature of Member/Proxy:

Name of the Proxy _____

(In BLOCK LETTERS) (In case a Proxy attends the meeting).

Note: A member of his/her duly appointed proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance.



WATERFIELD

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 the member(s):

Registered address:

E-mail Id:

Folio No/Client Id*:

DP ID*:

** Applicable to shareholders holding shares in electronic form*

I/We, being the member(s) of **Waterfield Fund Managers Private Limited**, hereby appoint:

1) _____ of _____ having e-mail id _____ or failing him

2) _____ of _____ having e-mail id _____ or failing him

3) _____ of _____ having e-mail id _____ and whose signature(s) are

appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (1st /2022-23) Extra-ordinary General Meeting of the Company, to be held at 142, Maker Chamber VI, 220 Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 on Tuesday, March 28, 2023 at 11.00 a.m. and any adjournment thereof in respect of such resolutions are indicated below:

Resolution No.	Resolution	For	Against
1	TO GRANT A LOAN OF UPTO INR 10 CRORES TO WATERFIELD FINANCIAL AND INVESTMENT ADVISORS PRIVATE LIMITED, A GROUP COMPANY		
2	TO GRANT A LOAN AMOUNTING TO INR 10 CRORES TO GROUP COMPANIES FROM TIME TO TIME AS PER SECTION 186 OF THE COMPANIES ACT, 2013		

Signed this _____ day of _____.

Signature of Shareholder: _____

Signature of Proxy holder: _____

Notes: 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

Shareholder's Meeting Venue Route Map

