

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2nd Annual General Meeting of the Members of Waterfield Foundation ("the Company") will be held on Friday, August 22, 2025 at 9:30 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, 2025, together with the Reports of the Board of Directors and Auditors thereon:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder, audited Balance Sheet as at March 31, 2025 and the Profit and Loss Account of the Company for the financial year ended March 31, 2025 together with Schedules and Notes attached thereto and Cash Flow Statement for the financial year ended March 31, 2025 along with the Director's Report and Auditor's report received from M/s ZADN & Associates (ICAI Firm Registration No. 112306W) for the financial year ended on March 31, 2025 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 as may be required to be filed with the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT any of the directors 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."

SPECIAL BUSINESS:

Item no. 2:

To appoint M/s M S K C & Associates LLP (ICAI Firm Registration No. 001595S/S000168), as the Statutory Auditors of the Company to fill casual vacancy.

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

"RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s M S K C & Associates LLP (ICAI Firm Registration No. 001595S/S000168), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s ZADN & Associates (Firm Registration No.:

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112306W) and they shall hold the office from the conclusion of second Annual General Meeting till the conclusion of the seventh Annual General Meeting of the Company.

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.”

Item No. 3:

To exempt the Auditors of the Company to attend the General Meetings.

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

“**RESOLVED THAT** pursuant to the provisions of section 146 of the Companies Act, 2013 and other applicable provisions, if any, consent of members of the Company be and is hereby accorded to exempt the Auditors of the Company to attend the General Meetings of the Company.

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 FOUNDATION**

Place: Mumbai

Date: July 15, 2025

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

Sd/-
Soumya Rajan
Director
DIN: 03579199

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, 2025, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2025, Directors' Report for the Year ended March 31, 2025, and the Auditors Report for the year ended March 31, 2025 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

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at the meeting, then 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out, as required under Section 102(1) of the Companies Act, 2013, the material facts relating to Special Business item in the accompanying Notice:

ITEM NO. 2

The members are hereby informed that the Members had approved appointment of M/s ZADN & Associates (Firm Registration No.: 112306W), as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of First (1st) AGM to the conclusion of Sixth (6th) Annual General Meeting of the Company.

Further, the Company had received a resignation letter from M/s. ZADN & Associates (Firm Registration No.: 112306W), Chartered Accountants, in accordance with the Shareholders' Agreement dated February 6, 2025, of Waterfield Advisors Private Limited, the Holding Company, which mandates the appointment of a Big Six firm as the Statutory Auditor for all the subsidiaries including the Company.

It is hereby proposed to appoint M S K C & Associates LLP (ICAI Firm Registration No. 001595S/S000168) as the Statutory auditors of the Company from the conclusion of second Annual General Meeting till the conclusion of the seventh Annual General Meeting. The Board approved the same subject to the shareholders of the Company in its Board meeting dated July 15, 2025.

The Company has received requisite consents from M S K C & Associates LLP for their proposed appointment.

Appointment of Statutory Auditors due to casual vacancy requires the approval of shareholders. Hence, the Board recommends this resolution set out in Item No. 2 as an Ordinary Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution, as set out at Item No. 2 of the Notice.

ITEM No. 03

As per Section 146 of the Companies Act, 2013, all notices of, and other communications relating to, any general meeting shall be forwarded to the auditor of the company, and the auditor shall, unless otherwise exempted by the company, attend either by himself or through his authorised representative, who shall also be qualified to be an auditor, any general meeting and shall have right to be heard at such meeting on any part of the business which concerns him as the auditor.

In view of the above, the Board recommends resolution under Item No. 03 for the approval of the members as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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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 Foundation
Registered Office	142, Maker Chamber VI 220 Jamnalal Bajaj Marg, Nariman Point Mumbai-400021, Maharashtra, India

Annual General Meeting dated August 22, 2025

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 2nd (Second) Annual General Meeting of the Company, to be held on Friday, August 22, 2025 at 7, Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 at 9:30 am and at any adjournment thereof in respect of such resolutions as are indicated below:

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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, 2025, 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.			
Special Business				
2.	To appoint M/s M S K C & Associates LLP (ICAI Firm Registration No. 001595S/S000168), as the Statutory Auditors of the Company to fill casual vacancy.			
3.	To exempt the Auditors of the Company to attend the General Meetings.			

Signed this day of..... 2025

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 2nd (SECOND) ANNUAL GENERAL MEETING

At Avighna House, 82, Dr. Annie Besant Road, Worli Naka, Siddharth Nagar, Worli, Mumbai, Maharashtra 400018 on Friday, August 22, 2025, at 9:30 am.

Name of first named Shareholder/ Proxy/ Authorized 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 2nd (Second) Annual General Meeting of the Members of Waterfield Foundation held on Friday, August 22, 2025 at 9:30 am at 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

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Road Map to the Venue of AGM

