

HILL FORT INVESTMENT MANAGERS INDIA PRIVATE LIMITED

10, Ground floor, Plot no. 311, Mehta Bhavan, Raja Ram Mohan Roy
Tel: 9773340013/ 933949399

NOTICE

NOTICE is hereby given that the 1st Annual General Meeting of the Members of **HILL FORT INVESTMENT MANAGERS INDIA PRIVATE LIMITED (“Company”)** will be held on Monday, December 19, 2022 at 10 am through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider, approve, and adopt the audited financial statements for the financial year ended 31st March, 2022:**

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2022, including the statement of profit and loss and cash flow for the year ended on 31st March, 2022, the balance sheet as on that date together with schedules and notes to accounts, be and are hereby approved”.

“RESOLVED FURTHER THAT any director of the Company be and are hereby severally authorized to do all such acts, deeds as may be necessary in this regard”.

- 2. To receive, consider and approve the reports of the board of directors of the Company (“Directors’ Report”) and report of the auditors of the Company (“Auditors’ Report”):**

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

“RESOLVED THAT pursuant to Section 134 of the Companies Act, 2013 the Directors’ Report and Auditors’ Report for the financial year ended 31st March, 2022 together with all the schedules and attachments thereto be and are hereby approved”.

- 3. To consider the appointment of M/s. S.R Batliboi and Co. LLP as Statutory Auditors of the Company**

To consider, and if thought fit, to pass, the following Resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the Board of Directors of the Company,

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M/s S.R Batliboi and Co. LLP bearing Firm Registration Number: 301003E/E300005, be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 years commencing from the conclusion of the First Annual General Meeting till the conclusion of the Sixth Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

Registered office: By order of Board of director
10, Ground Floor, Plot no. 311, Mehta **Hill Fort Investment Managers India Private**
Bhavan, Raja Ram Mohan Roy, Charni **Limited**
Road, Mumbai- 400004

Date: 23rd November 2022

SD/-
Puneet Saraogi
Director
DIN: 03531769

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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the Members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 02/2022 dated May 05, 2022 in continuation to its earlier General Circulars, i.e. Circular No. 19/2021 dated December 08, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM.
2. In view of the MCA Circulars, no proxy shall be appointed by the Members. However, Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.
3. All documents referred to in the notice and the explanatory statements annexed hereto are open for inspection at the Registered Office of the Company on all working days except Saturdays and Sundays.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to Members on their email addresses registered with the Company.
5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since, the AGM will be held through VC/ OAVM, the Route Map and Attendance Slip is not annexed in this Notice.

Registered office:

Premise Number 2, Ground Floor
Girikunj Building, 71 N.S Road,
Marine Drive Mumbai -400020

By order of Board of director

Hill Fort Investment Managers India Private Limited

Date: 23rd November 2022

SD/-

Puneet Saraogi

Director

DIN: 03531769

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EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

As required by Section 102(1) of the Companies Act, 2013 (“Act”), the following statement sets out all material facts relating to the business mentioned in the accompanying notice.

ITEM NO. 3:

TO CONSIDER THE APPOINTMENT OF M/S. S.R BATLIBOI AND CO. LLP, AS STATUTORY AUDITORS OF THE COMPANY:

The Board of Directors at its meeting held on 23rd November 2022, recommended the appointment of <name of the new auditor> for a term of five years from the conclusion of the First Annual General Meeting upto the conclusion of the Sixth Annual General Meeting.

M/s. **S.R Batliboi and Co. LLP** have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. **S.R Batliboi and Co. LLP** have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Accordingly, the Board of Directors recommends the passing of resolution at item No. 3 as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution.