

NOTICE OF 17th (SEVENTEENTH) ANNUAL GENERAL MEETING

Notice is hereby given that 17th (Seventeenth) Annual General Meeting of the Members of “**NATWEST INDIA FOUNDATION**” is scheduled to be held on Friday, 27th Day of September 2024 at 03:00 PM. (IST) through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility at the registered office of the Company at 2nd Floor, Fleet House, Near Marol Naka Metro Station, Andheri Kurla Road, Marol, Andheri East, Mumbai 400059 to transact following business(es):

ORDINARY BUSINESS (ES):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2024 including Balance Sheet as at March 31, 2024, the Income and Expenditure Statement for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS (ES):

2. To appoint Anil Puttegowda (DIN: 09352298) as Director of the Company and 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, Anil Puttegowda (DIN: 09352298), be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to digitally sign e-form/ return as may be required to be filed before the Registrar of Companies, Maharashtra and any other Government authority(ies) and further authorised to do all such acts, deeds and things as may be necessary in this regard.”

- 3 To consider and approve adoption of new set of Articles of Association (AOA) of the company and if thought fit, to pass, with or without modification (s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 8, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to adopt new set of Articles of Association (AOA) in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to sign and file e-forms and other documents to the Registrar of Companies, Maharashtra for obtaining approval to adopt new Articles of Association and are further authorised to do all such acts, deeds and things as may be necessary in this regard.”

By Order of the Board of Directors of

NatWest India Foundation

Regd Office: 2nd Floor, Fleet House, Near Marol Naka Metro Station, Andheri Kurla Road, Marol, Andheri East, Mumbai 400059, Telephone: +91 9899998853. Email: foundation@natwest.com

www.natwestgroup.com CIN No: U45200MH2007NPL167933

Tania Chatterjee

Director

DIN :10221513

Address: Candor Techspace,
Building No 1,
Tower A, Sector 21,
Gurugram- 122002

Place: Gurugram

Date: 11 September 2024

NOTES:

1. The present AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with Circular No. 10/2022 dated December 28, 2022, Circular No. 2/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020, Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 ("MCA Circulars").
2. Pursuant to the MCA Circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at Kanchan.gambhir@natwest.com. Further, in case poll is required to be taken on any agenda item, the members can convey their vote at Kanchan.gambhir@natwest.com
6. Request for inspection of the Statutory Registers of the Company along with all the documents referred to in the accompanying Notice and explanatory statement shall be sent to foundation@natwest.com.
7. Notice of the 17th AGM, financial statements, auditor's report and boards' report etc. are being sent in electronic mode to members whose email address is registered with the Company.

8. Since the AGM will be held through VC/OAVM Facility, the Route Map and attendance slip is not annexed to this Notice.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

Zoom Dial-in details:

- +91 80 71 279 440; or
- +91 22 48 798 004; or
- +91 224 879 8012; or
- +91 22 62 192 563; or
- +91 22 71 279 525

Toll-free numbers:

- 000 800 050 5050; or
- 000 800 040 1530;

Kanchan Gambhir's Zoom Meeting id: 9312908172/ passcode: 03120105

<https://rbs.zoom.us/j/9312908172>

In case of any difficulty in joining the meeting, the members may call Kanchan Gambhir on 9312908172 for assistance.

**By Order of the Board of Directors of
NATWEST INDIA FOUNDATION**

Tania Chatterjee

Director

DIN :10221513

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Building No 1,
Tower A, Sector 21,
Gurugram- 122002

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102:

Item No. 2:

Anil Puttegowda (DIN: 09352298) was appointed as an Additional Director w.e.f. 19 December, 2023 at the Board Meeting held on 18 December, 2023 to hold office upto the date of this Annual General Meeting pursuant to the provision of section 161 of the Companies Act, 2013. His term is going to expire at this Annual General Meeting, and therefore, the Board hereby recommends his appointment as Director of the Company by passing Ordinary Resolution.

No Director except Anil Puttegowda (DIN: 09352298), and his relatives is/are concerned or interested in the resolution.

Item No. 3:

Sub-Rule (1) of Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, provides as under:

Every private company including Section 8 Company, other than a small company, shall within the period referred to in sub-rule (2) facilitate dematerialisation of its existing securities, in accordance with provisions of the Depositories Act, 1996 and regulations made thereunder.

Further, Sub-Rule (2) of Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, provides as under:

A private company, which as on last day of a financial year, ending on or after 31st March, 2023, is not a small company as per audited financial statements for such financial year, shall, within eighteen months of closure of such financial year, comply with the provisions of this rule.

Further, though current Articles of the Company do have enabling provisions to issue shares in demat form, however, there are no provisions to transfer shares in demat form. Considering current Articles of Association (AOA) of the Company are in line with the Companies Act 1956, the Board proposed to alter and adopt complete new set of Articles of the Company. Further, alteration of Articles of Association of Section 8 Company requires ROC's (Registrar of Companies) approval post Board approval and prior to Shareholders' approval which is an additional requirement.

Accordingly, after obtaining consent of Directors, the Company had filed form GNL-1 for approval from Registrar of Companies. Hence proposed agenda item is subject to approval from ROC.

The Board recommends the adoption of the resolution as Special Resolution.

A copy of all the documents mentioned in the notice of AGM including altered AOA will be available for inspection during the course of general meeting.

None of the Directors and their relatives is/are concerned or interested in the resolution.



By Order of the Board of Directors of
NATWEST INDIA FOUNDATION

Tania Chatterjee
Director

DIN :10221513

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Tower A, Sector 21,
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