



## Notice of the 15<sup>th</sup> Annual General Meeting

**Notice** is hereby given that the 15<sup>th</sup> Annual General Meeting of **NATWEST INDIA FOUNDATION** will be held on WEDNESDAY, 28<sup>TH</sup> September, 2022 at 15:30 HRS THROUGH Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### Ordinary business:

1. **To consider and adopt the audited financial statements of the Foundation for the financial year ended 31<sup>st</sup> March, 2022, along with the Report of the Directors and Auditors thereon:**

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 Foundation for the financial year ended 31<sup>st</sup> March, 2022 together with the Report of the Director’s and Auditor’s thereon, be and are hereby received, considered and adopted.”

2. **To Appoint Mr. Harshvardhan Vinayak Nawathe (DIN: 07715829) as a Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 & 161 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules,2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and as provided under Articles of Association of the Foundation, Mr. Harshvardhan Vinayak Nawathe (DIN: 07715829), who was appointed as an Additional Director of the Company via circular resolution passed by the Board of Directors dated 27<sup>th</sup> July, 2022 with effect from 01<sup>st</sup> August, 2022 whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.”

### **NatWest India Foundation Regd Office:**

1st Floor, Office 1A, C Wing, Time Square Building, Marol Naka, Andheri Kurla Road, Andheri East, Mumbai MH400059 IN Telephone: +91 22 4043 7225

Email: [foundation@natwest.com](mailto:foundation@natwest.com) [www.natwestgroup.com](http://www.natwestgroup.com) CIN No: U45200MH2007NPL167933



**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. **To Appoint Mr. Maneesh Arjun Menda (DIN: 08840178) as a Director of the company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,152 & 161 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules,2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and as provided under Articles of Association of the Foundation, Mr. Maneesh Arjun Menda (DIN: 08840178), who was appointed as an Additional Director of the Company via circular resolution passed by the Board of Directors dated 27<sup>th</sup> July, 2022 with effect from 01<sup>st</sup> August, 2022 whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board**

**NatWest India Foundation**

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**Name:** Harshvardhan Vinayak Nawathe

**Director**

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**DIN:** 07715829

**Place:** Mumbai

**Date:**

**Registered Office:**

1st Flr, Office 1A C Wing, Time Square Bldg,  
Marol Naka, Andheri Kurla Road, Andheri East,  
Mumbai 400059.

**Notes:**

In a wake of Coronavirus (COVID-19) outbreak and as directed, guided by State and Central Governments and General Circular No. 02/2022 issued by the Ministry of Corporate Affairs, the meeting will be held through video conference. The members shall participate through video conference mode only and shall contact the following person for co-ordination in this regard.

Name: Soujanya Shrivastava

Designation: Manager

Contact no.: 9644579979

E-mail:

To attend the Meeting, members are requested to access via zoom Id: \_ 88 280 11804

1. In view of existing Covid-19 pandemic and in accordance with General Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 read with General Circular no. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020 issued by Ministry of Corporate Affairs read with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020; the Annual General Meeting ("AGM") is being held through video conferencing without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the company situated at 1<sup>st</sup> Flr, Office 1A C Wing, Time Square Bldg, Marol Naka, Andheri Kurla Road, Andheri East Mumbai 400059. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing.

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2. The members are requested to note that the facility for attending the Meeting through Video Conference shall be kept open at least 15 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conference portal during this time shall be considered for the purpose of quorum at the Meeting.
3. The members are requested to note that since the Meeting is being held through Video Conference, the facility for appointment of proxies shall not be available for the 15<sup>th</sup> Annual General Meeting of the Company. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder along with all the documents referred to in the Notice, may please be sent to [harshvardhanvinayak.nawathe@natwest.com](mailto:harshvardhanvinayak.nawathe@natwest.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013:**

**ITEM NO: 2:**

Mr. Harshvardhan Vinayak Nawathe (DIN: 07715829) was appointed by the Board as an Additional Director of the Company via circular resolution passed by the Board of Directors dated 27th July, 2022 with effect from 01st August, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

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Mr. Harshvardhan Vinayak Nawathe (DIN: 07715829) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Harshvardhan Vinayak Nawathe (DIN: 07715829) himself is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the said resolution to be passed as an ordinary resolution.

**By order of the Board**

**NatWest India Foundation**

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**Name:** Harshvardhan Vinayak Nawathe

**Director**

**DIN:** 07715829

**Place:** Mumbai

**Date:**

**ITEM NO: 3:**

Mr. Maneesh Arjun Menda (DIN: 08840178) was appointed by the Board as an Additional Director of the Company via circular resolution passed by the Board of Directors dated 27th July, 2022 with effect from 01st August, 2022, in accordance with the provisions of Section

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161 of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Maneesh Arjun Menda (DIN: 08840178) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Maneesh Arjun Menda (DIN: 08840178) himself is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the said resolution to be passed as an ordinary resolution.

**By order of the Board**

**NatWest India Foundation**

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**Name:** Harshvardhan Vinayak Nawathe

**Director**

**DIN:** 07715829

**Place:** Mumbai

**Date:**

**NatWest India Foundation Regd Office:**

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