



Thirdwave Financial Intermediaries Limited

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act 2013 and read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021 read with other relevant circulars including General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (the "MCA Circulars") and any other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s) or reenactment(s) thereof for the time being in force), to transact the item of special business as set out in the Postal Ballot Notice proposed to be passed by the Members of M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED ("the Company") through remote e-voting i.e. voting through electronics means.

The Board of Directors (the "Board") have Mr. Hemang Satra, Proprietor of M/s. Hemang Satra & Associates, Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2"), the Company has engaged Central Depository Services (India) Limited ('CDSL'), an authorized agency, to provide remote e-voting facility to its Members. The procedure for remote e-voting is provided in the Notes to this Postal Ballot Notice.

In compliance with the requirements of MCA Circulars, the Company will send Postal Ballot Notice by email, only to those members who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members. Further, the Company has made necessary arrangements for the Members to register their email address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to the Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00



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p.m. (IST) on Sunday, March 10, 2024. Remote e-Voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) along with Scrutinizer's Report will be announced by Scrutinizer of the Company on or before Friday, 12th March, 2024 at any time before 5 p.m. The same will be displayed on the website of the Company: www.twfil.com, the website of CDSL: www.evotingindia.com and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

The Board of Directors of the Company propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Special Resolution appended below.

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed. You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.



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RESOLUTION

SPECIAL BUSINESSES

1. SWAP OF SHARES FOR AN ACQUISITION OF 100% STAKE IN of M/S. UVS INVESTMENT MANAGEMENT PTY LTD (FOREIGN COMPANY HAVING AUSTRALIAN COMPANY REGISTRATION NUMBER (ACN): 642793173), BY WAY OF SWAP OF EQUITY SHARES THROUGH PREFERENTIAL ALLOTMENT TO PROMOTERS AND NON PROMOTERS:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, 2,50,00,000 (Two Crore Fifty Lakh Equity Shares of the Company of face value of Re. 10/- (Rupee Ten) per Equity Share at an issue price of Rs. 17/- (Rupees Seventeen Only) each including a premium of Rs. 7/- (Rupees Seven Only) per share, amounting to Rs. 42,50,00,000/- (Rupees Forty Two Crore Fifty Lakh only) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. swap of Equity shares to the below mentioned



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persons being the shareholders of M/S. UVS INVESTMENT MANAGEMENT PTY LTD (foreign company having Australian Company Number (ACN): 642793173), 'Target company' and its Registered Office at 2/3, Helene Street, Ardeer, Victoria, 3022, Australia and these shares shall rank pari-passu with the existing equity shares of the Company based on the valuation report obtained by the company in accordance with applicable laws, at such price determined in accordance with Chapter V of Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 or any other provisions of the law as may be prevailing at the time."

Sr. No.	Name of Proposed Allottee(s) being the Shareholders of M/S. UVS INVESTMENT MANAGEMENT PTY LTD (A)	Nature of person who are ultimate beneficial owner	Category (B)	No. of Shares in M/S. UVS INVESTMENT MANAGEMENT PTY LTD (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 17/- per shares (Share exchange ratio 1:25000)=C*25000
1	UTKARSH VARTAK	NA	Promoter / Promoter Group	550	55	1,37,50,000.00
2	KIRAN HURKADLI	NA	Non-Promoter	200	20	50,00,000.00
3	SACHIN NANCHE	NA	Non-Promoter	250	25	62,50,000.00
	Total			1000	100	2,50,00,000.00

*The Promoter of UVS INVESTMENT MANAGEMENT PTY LTD also the Promoter/Promoter Group of the Company.

** Valuation of UVS INVESTMENT MANAGEMENT PTY LTD is Rs. 42.50 Crore consist of 1000 equity shares of Face value of Rs. 1 Each. The company propose to acquire each share valued at Rs. 4,25,000/-. Under swap the company shall issue 25,000 shares of Company for each share held in TARGET Company at the Ratio of 1:25000, one Share of UVS INVESTMENT MANAGEMENT PTY LTD entitle for 25000 Shares of the Company.



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RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is Friday, 09th February, 2024, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., Sunday, March 10, 2024.

“RESOLVED FURTHER THAT:

- (i) The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- (ii) The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- (iii) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- (iv) The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for consideration other than cash; and
- (v) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.”

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to create, offer, issue and allot up to 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of the Company of face value of Re. 10/- (Rupee Ten) per Equity Share at an issue price of Rs. 17/- (Rupees Seventeen Only) each including a premium of Rs. 7/- (Rupees Seven Only) per share, amounting to Rs. 42,50,00,000/- (Rupees Forty Two Crores Fifty Lakh only) fully paid up on a preferential basis to the above mentioned persons and



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that upon receipt of such non-cash consideration by the Company from the shareholders of target company (i.e. swap of existing shares) based on the valuation report obtained by the Company in accordance with applicable laws including section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the full consideration payable in relation to the 2,50,00,000 (Two Crore Fifty Lakh Only) equity shares of Re. 10/- (Rupee Ten) each at an issue price of Rs. 17/- each (including a premium of Rs. 7/- per Equity share) amounting to Rs. 42,50,00,000/- (Rupees Fourty Two Crore Fifty Lakh only) shall be deemed to be received by the Company in accordance with all the applicable laws.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorized for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorized all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental, SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies.”



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2. PREFERENTIAL ISSUE AND ALLOTMENT OF 89,05,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF THE COMPANY TO PROMOTER AND NON-PROMOTER(S):

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, in one or more tranches 89,05,000 (Eighty Nine lakh five thousand) Equity shares for cash at a price of Rs. 17/- per equity share (including a premium of Rs. 7/- per Equity share) on preferential basis to the Promoter and Non-Promoter Group at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the following Investor (the “Allottee”) by way of Preferential Allotment on a Private Placement basis (“Preferential Allotment”), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws.

The details of the proposed allottees and the maximum number of Equity Shares of the Company proposed to be allotted is set forth in the below table:



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Sr. No.	Name of Proposed Allotment	Ultimate Beneficial Owner	Category	No. of Proposed Equity Shares	At Price	Total Amount
1	N SATISH KUMAR	INDIVIDUAL	Non Promoter	150000	17	25,50,000
2	ALLURI REDDY DODDA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
3	SRIBHASYAM SRINIVAS	INDIVIDUAL	Non Promoter	150000	17	25,50,000
4	SWATI DODA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
5	RITESH RATHI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
6	DEEPAK JAGTIANI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
7	LINGUTLA VENKATA RAMANA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
8	V MOHAN RAO ADHIKARI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
9	GANNAMANENI MURALI KRISHNA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
10	KODE GOPALA KRISHNAIAH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
11	ANUSHA SHETTY	INDIVIDUAL	Non Promoter	150000	17	25,50,000
12	DIPANSHU SINGHAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
13	SOMISETTY MALATHI LATHA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
14	RAKESH PRAKASH SHARMA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
15	RANI SINGH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
16	SANDEEP BABULAL RATHOD	INDIVIDUAL	Non Promoter	150000	17	25,50,000



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17	RAVIPATI VENKATESWARA RAO	INDIVIDUAL	Non Promoter	150000	17	25,50,000
18	SHRIDHAR DASARI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
19	AVIJIT NANDA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
20	MADINENI VENKATA SATHYA VIJAY	INDIVIDUAL	Non Promoter	150000	17	25,50,000
21	DODDALA VIJA YALAKSHMI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
22	SANTAN INVESTMENT ADVISORY LLP	LLP THROUGH ITS PARTNER MALLINATH MADINENI	Non Promoter	150000	17	25,50,000
23	AJAY AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
24	SURENDRA NANDLAL SHAH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
25	RAMESH CHAND AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
26	HARISH J KANWARJANI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
27	VAISHALI K GUPTA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
28	ABHISHEK K AGRAWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
29	SANGITA SANJAY AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
30	VIJAY ATMARAM AGARWAL HUF	VIJAY ATMARAM AGARWAL KARTA OF HUF	Non Promoter	150000	17	25,50,000
31	SACHIN MOOLCHAND JAIN	INDIVIDUAL	Non Promoter	150000	17	25,50,000
32	SAURABH VIJAY JAIN	INDIVIDUAL	Non Promoter	150000	17	25,50,000
33	SWETA JAIN	INDIVIDUAL	Non Promoter	150000	17	25,50,000



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34	BHAVESH DHIRAJLAL TANNA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
35	LENUS FINVEST PVT LTD	SIDDHANT LAXMIKANT KABRA DIRECTOR OF COMPANY	Non Promoter	300000	17	51,00,000
36	AMIT BABULAL AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
37	GUNJAN AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
38	MOHAN CHANDAVARKAR	INDIVIDUAL	Non Promoter	150000	17	25,50,000
39	ALPANA CHANDAVARKAR	INDIVIDUAL	Non Promoter	80000	17	13,60,000
40	NANDAN CHANDAVARKAR	INDIVIDUAL	Non Promoter	125000	17	21,25,000
41	VISHNU AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
42	VISHNU AGARWAL HUF	VISHNU AGARWAL KARTA OF HUF	Non Promoter	150000	17	25,50,000
43	PRIYANKA AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
44	THRIFTY INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER DEEPAK KHARWAD	Non Promoter	300000	17	51,00,000
45	MEHUL NAGAWAT	INDIVIDUAL	Non Promoter	150000	17	25,50,000
46	UMANG VORA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
47	SAMIR KATARUKA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
48	BHAMINI SHAH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
49	MUKTI SUDHIR GOSAR	INDIVIDUAL	Non Promoter	150000	17	25,50,000
50	AJAY YADAV	INDIVIDUAL	Non Promoter	150000	17	25,50,000



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51	TVISHA CORPORATE ADVISORS LLP	LLP THROUGH ITS PARTNER DEEPAK KHARWAD	Non Promoter	150000	17	25,50,000
52	INGENIUS INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER BABULAL KHARWAD	Non Promoter	150000	17	25,50,000
53	UMESH SAHAY	INDIVIDUAL	Non Promoter	150000	17	25,50,000
54	ABHISHEK NARBARIA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
55	PARESH GIRI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
56	D D Master HUF	DEVANG MASTER KARTA OF HUF	Non Promoter	150000	17	25,50,000
57	DEEN DAYAL RATHI	INDIVIDUAL	Non-promoters	150000	17	25,50,000
58	VIJAY BHOSALE	INDIVIDUAL	Non-promoters	150000	17	25,50,000
Total				8905000		15,13,85,000

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is Friday, 09th February, 2024, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., March 10, 2024.

3. PREFERENTIAL ISSUE AND ALLOTMENT OF 23,20,000 CONVERTIBLE WARRANTS INTO 23,20,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH THE COMPANY TO PROMOTER AND NON-PROMOTER(S):

To consider 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 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“Companies Act”) read Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, as amended from time to time, and



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various rules, regulations, circulars, press notes, clarification issued by the Securities and Exchange Board of India, including but not restricted to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto and all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI") ("SEBI Regulations"), the Reserve Bank of India ("RBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate statutory authorities, if any, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot 23,20,000, convertible warrants into equity shares of face value of Rs. 10/- each and on conversion to be fully paid up, for cash, at a price 17/- per convertible warrants (at premium of Rs. 7/-) the price as determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 on a preferential basis to the promoter(s) and non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 the "Relevant Date" for the purpose of calculating the floor price for the issue of 23,20,000 convertible warrants into 23,20,000 equity shares of face value of Rs 10/- would February 09, 2024 which would be the date falling 30 days prior to last date of E-voting through this postal ballot and the floor price as calculated as per SEBI (ICDR) Regulations, 2018 is of Rs. 17/- (Rupees Seventeen only) per convertible warrants into equity shares of face value of Rs 10/- each."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 23,20,000 convertible warrants into 23,20,000 equity shares of face value of Rs 10/- each, fully paid up, for cash, at a price 17/- per share (including premium of Rs. 7/-) as recomputed under the said Regulation to the person belongs to both Promoter and non-promoter group:



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DETAILS OF ISSUE OF 23,20,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO PROMOTER GROUP AND NON PROMOTOR GROUP:

Sr. No.	Name of Proposed Allotment	Ultimate Beneficial Owner	Category	No of Proposed Convertible warrants into shares	At Price	Total Amount
1	UTKARSH VARTAK	INDIVIDUAL	Promoters	150000	17	25,50,000
2	DEEPAK KHARWAD	INDIVIDUAL	Non-promoters	250000	17	42,50,000
3	ANJU SHAH	INDIVIDUAL	Non-promoters	250000	17	42,50,000
4	SUSHILA KHARWAD	INDIVIDUAL	Non-promoters	250000	17	42,50,000
5	BABULAL AGARWAL	INDIVIDUAL	Non-promoters	260000	17	44,20,000
6	SANJANA MADINENI	INDIVIDUAL	Non-promoters	200000	17	34,00,000
7	PRATHIMA MALLINATH MADINENI	INDIVIDUAL	Non-promoters	240000	17	40,80,000
8	MALLINATH MADINENI	INDIVIDUAL	Non-promoters	300000	17	51,00,000
9	DEEPA HURKADLI	INDIVIDUAL	Non-promoters	120000	17	20,40,000
11	DEEPAK KUMBHAR	INDIVIDUAL	Non-promoters	300000	17	51,00,000
Total				2320000		3,94,40,000

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is Friday, 09th February, 2024, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., Sunday, March 10, 2024.

RESOLVED FURTHER THAT the Convertible Equity Warrants shall be fully paid-up and listed on the Stock Exchanges and rank pari passu with the then existing Equity Shares of the Company in all



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aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT (on the conversion of warrants into Equity Shares):

- (i) The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank paripassu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- (ii) The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- (iii) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- (iv) The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for cash; and
- (v) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.”

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned Convertible warrant in to equity share and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

- a) Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board or the share allotment committee constituted there under shall allot not more than 23,20,000 convertible warrants into equity share of face value Rs. 10/- each at a issue price of 17/- each (including premium of Rs. 7);



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- b) the Convertible warrant into equity share to be issued and allotted by the Company to the person mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the in- principle approval from the Stock Exchanges or any other statutory permission, whichever is later.
- c) Where the issue and allotment of the said Convertible warrant into Equity Shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted there under be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid convertible warrants into equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Convertible warrant into Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the above convertible warrants into equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any



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merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

4. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 40,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 40,00,00,000 (Fourty Crore Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V :

V. The Authorised Share Capital of the Company is Rs. 40,00,00,000 (Fourty Crore Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10/- (Rupees Ten only) each with power to increase or reduce the same in accordance with the provisions of the companies act, 2013 and to classify and reclassify the same.

“**RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013

To consider and if thought fit pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), for the time being in force and consent of the members of the company be and is hereby accorded to substitute



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the existing Article of Association of the Company with a new set of Article of Association as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”

6. ADOPTION OF NEW SET OF MEMORANDUM OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

To consider and if thought fit pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 4 and 13 of Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Memorandum of Association pursuant to the Act be and is hereby approved and adopted as new set of Memorandum of Association in the place of existing Memorandum of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”

7. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate



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authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and are hereby accorded for alteration of the Main Objects Clause of the Memorandum of Association ("MOA") of the Company such that the existing Clause III. (A), of the MOA of the Company be altered by replacing the following new clause III. (A) And accordingly all the number in the clauses will be renumbered:

III. (A)

1. To carry on in India or elsewhere the business of trading, managing and distribution in hospitality products.
2. To carry on in India or elsewhere the business of hotel, restaurant, café, tavern, refreshment room and boarding and lodging house keepers, wine beers and aerated mineral and artificial water and other drinks, purveyors, dresses, clubs, baths, dressing room, laundries grounds and places of amusement.
3. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences.
4. To construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain building, structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements and to do other similar construction, levelling or paving work, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure description wherever situate, or rights or interests therein or connected therewith.

"RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company."

8. TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013



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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 100 Crores;
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 100 Crores; and
- (c) Make investment and acquire by way of subscription, purchase or otherwise securities of M/s. UVS INVESTMENT MANAGEMENT PTY LTD (having ACN): 642793173) a body corporate wherein the promoter group has substantial interest by swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 100 Crores;

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint ant professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies, Kolkata, West Bengal.”



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9. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to 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 entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.100 Crores (Rupees Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

“RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary E-forms, if any, with the Registrar of Companies, Kolkata, West Bengal.”

10. APPROVAL FOR RELATED PARTY TRANSACTIONS.

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, subject to applicable provisions of Regulation 2(1)(zb) and Regulation 23(4) of SEBI (LODR), Regulations, 2015 and the Company’s policy on



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Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. UVS INVESTMENT MANAGEMENT PTY LTD, (having ACN: 642793173) a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for purchase of its entire businesses as a going concern by purchase of its entire issued capital consisting of 1000 equity shares of face value of Rs.10/- each from their respective shareholders by issue of shares (swap of Shares), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 42,50,00,000 (Rupees Forty Two Crore Fifty Lakh Only) by and between the Company and the Promoter Group of the company on the terms as agreed between Board of Directors and based on the valuation report of M/s. UVS INVESTMENT MANAGEMENT PTY LTD, (having ACN): 642793173) provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and as per provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

By the Order of the Board

SD/-

Mr. Utkarsh Vartak

Chairman & Managing Director

DIN: 09306253

Place: Mumbai

Date: 27.01.2024

Registered Office:

Plot No. 62, Tower - II, 12th Floor,

Salt Lake, Millennium City Information Technology Park,

Sector- V, Block DN, Bidhannagar,

Kolkata, West Bengal, 700064

Tel.: 033-22150034 / 4603-9630,

E-mail: investor.thirdwave@gmail.com



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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions mentioned in the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Wednesday, 02nd February, 2024 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Niche Technologies Pvt. Ltd ("RTA").
3. The remote e-voting period will commence on Saturday, 10th February, 2024 (9:00 hours IST) and will end on Sunday, 10th March, 2024 (17:00 hours IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e., Wednesday, 02nd February, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.
4. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the Listing Regulations, the Company can serve notices and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on nichetechpl@nichetechpl.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
6. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on Sunday, 10th March, 2024 i.e., the last date specified by the Company for receipt of votes through the Remote e-Voting process.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout



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India (in English language) and one regional daily newspaper circulating in West Bengal (in vernacular language, i.e. Bengali).

9. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL at www.evotingindia.com or Company at investor.thirdwave@gmail.com
10. The Postal Ballot Notice is also placed on the website of the Company www.twfil.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and website of CDSL at www.evotingindia.com.
11. All documents referred to in the Postal Ballot Notice will be available on the Company's website at www.twfil.com for perusal by the Members. A copy of the revised set of MOA and AOA of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day during the e-voting period. The revised set of MOA and AOA will also be available electronically for inspection, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting period.

Members desirous of inspecting the documents referred to in the Notice may send their requests to investor.thirdwave@gmail.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

12. The results of the postal ballot will be placed on the Company's website at www.twfil.com and on the website of CDSL at www.evotingindia.com and will also be intimated to the Stock Exchanges where the shares of the Company is listed i.e. BSE Limited in accordance with the provisions of Listing Regulations. The Company will also display the results of the postal ballot at its registered office.

NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, concerned shareholders are requested to furnish the requisite documents/information at the earliest. Non availability of the same on or after February 02, 2024 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. The Company has sent communications to the concerned shareholders explaining the aforesaid requirements. The necessary forms for updation of the aforementioned information are available on the website of the Company at www.twfil.com. Members may contact the Company's RTA for assistance in this regard.



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THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 10th February, 2024 (9:00 hours IST) and will end on Sunday, 10th March, 2024 (17:00 hours IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off Friday 09th February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to



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update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is



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<p>holding securities in demat mode with NSDL Depository</p>	<p>launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at.: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through NSDL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company> on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



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- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the



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Scrutinizer and to the Company at the email address viz; investor.thirdwave@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.



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EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

ITEM NO. 1, 2 & 3:

ITEM NO. 1: SWAP OF SHARES FOR AN ACQUISITION OF 100% STAKE IN M/S. UVS INVESTMENT MANAGEMENT PTY LTD (HAVING ACN 642793173) BY WAY OF SWAP OF SHARES THROUGH PREFERENTIAL ALLOTMENT

Your Company will acquire 1000 Equity shares of Rs. 10/- i.e. 100% equity shares of of M/S. UVS INVESTMENT MANAGEMENT PTY LTD (foreign company having Australian Company Number (ACN): 642793173), based on the approval of the members passed through postal ballot starting from February 10, 2024 to March 10th, 2024 for consideration other than cash for Rs. 42,50,00,000/- (Rupees Forty Two Crore Fifty Lakh) i.e., by way of swap of its Equity shares and in accordance with applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company will allot 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Re. 10/- each of M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED to respective shareholders of M/S. UVS INVESTMENT MANAGEMENT PTY LTD (foreign company having Australian Company Number (ACN): 642793173) through Preferential allotment in proportionate to their shareholding as on the date of allotment.

M/S. UVS INVESTMENT MANAGEMENT PTY LTD (ACN): 642793173) is engaged in the business of investment into hospitality sector.

The Board of Directors of your Company has passed Board Resolution on January 27, 2024 to issue and allot 2,50,00,000 (Two Crore Fifty Lakh Only) Equity shares of Rs. 10/- each at an issue price of Rs. 17 each (at a premium of Rs. 7/- per share) amounting to Rs. 42,50,00,000/- (Rupees Forty Two Crore Fifty Lakh Only) on preferential basis to the shareholders of M/S. UVS INVESTMENT MANAGEMENT PTY LTD (ACN): 642793173) in proportion to their respective shareholding in the M/S. UVS INVESTMENT MANAGEMENT PTY LTD having (ACN): 642793173) for consideration other than cash i.e., swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company. The company is in receipt of letters from the proposed allottees undertaking to contribute to their respective shares after appropriate procedural aspects are completed. M/S. UVS INVESTMENT MANAGEMENT PTY LTD is a foreign company incorporated in Australia having Australian Company Number (ACN): 642793173) having its Registered Office at 2/3, Helene street, Ardeer, Victoria, 3022, Australia engaged in the business activity as stated above since last more than 4 years. The Company is having remarkable growth in past years. The Promoter of our company is holding 55 % equity shares of M/S. UVS INVESTMENT MANAGEMENT PTY LTD. Accordingly, consent of the shareholders is being sought in terms of Section



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42 & 62 of the Companies Act 2013. The details of the issue and other particulars as required in terms of the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under is required to obtain approval from Board of Directors of the Company (the same was approved by the Board of Directors of your Company on January 27, 2024 and it is required to obtain the prior approval of the Shareholders by way of a Special Resolution. As per the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, a company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to offer, issue and allot up to 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of face value of Rs. 10 (Rupees Ten Only) each at an issue price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- per share (Rupees Seven Only) on preferential basis for other than cash aggregating to Rs. 42,50,00,000/- (Rupees Fourty Two Crore Fifty Lakh Only).

The Company proposes to allot equity shares on preferential basis by way of Swap to shareholder of target company M/s UVS Investment Management PTY Ltd as specified below:

Sr. No.	Name	Category	No of Proposed equity shares	At Price	Total Amount
1	UTKARSH VARTAK	Promoter/Promoter group	1,37,50,000.00	17	23,37,50,000
2	KIRAN HURKADLI	Non -promoter	50,00,000.00	17	8,50,00,000
3	SACHIN NANCHE	Non -promoter	62,50,000.00	17	10,62,50,000
Total			2,50,00,000.00		42,50,00,000

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as Special resolutions

ITEM NO. 2: PREFERENTIAL ISSUE AND ALLOTMENT OF 89.05.000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH OF THE COMPANY TO PROMOTER AND NON-PROMOTER(S)

Your Company proposes to issue Equity Shares through preferential allotment for expansion and development of business operations of the Company including acquisition and development properties and creating infrastructure and for the purpose of meeting its working capital and long term capital requirements, the Company proposes to allot equity shares to selected group of Persons as specified below:



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Sr. No.	Name of Proposed Allotment	Ultimate Beneficial Owner	Category	No. of Proposed Equity Shares	At Price	Total Amount
1	N SATISH KUMAR	INDIVIDUAL	Non Promoter	150000	17	25,50,000
2	ALLURI REDDY DODDA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
3	SRIBHASYAM SRINIVAS	INDIVIDUAL	Non Promoter	150000	17	25,50,000
4	SWATI DODA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
5	RITESH RATHI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
6	DEEPAK JAGTIANI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
7	LINGUTLA VENKATA RAMANA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
8	V MOHAN RAO ADHIKARI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
9	GANNAMANENI MURALI KRISHNA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
10	KODE GOPALA KRISHNAIAH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
11	ANUSHA SHETTY	INDIVIDUAL	Non Promoter	150000	17	25,50,000
12	DIPANSHU SINGHAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
13	SOMISETTY MALATHI LATHA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
14	RAKESH PRAKASH SHARMA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
15	RANI SINGH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
16	SANDEEP BABULAL RATHOD	INDIVIDUAL	Non Promoter	150000	17	25,50,000
17	RAVIPATI VENKATESWARA RAO	INDIVIDUAL	Non Promoter	150000	17	25,50,000



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18	SHRIDHAR DASARI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
19	AVIJIT NANDA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
20	MADINENI VENKATA SATHYA VIJAY	INDIVIDUAL	Non Promoter	150000	17	25,50,000
21	DODDALA VIJAYALAKSHMI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
22	SANTAN INVESTMENT ADVISORY LLP	LLP THROUGH ITS PARTNER MALLINATH MADINENI	Non Promoter	150000	17	25,50,000
23	AJAY AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
24	SURENDRA NANDLAL SHAH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
25	RAMESH CHAND AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
26	HARISH J KANWARJANI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
27	VAISHALI K GUPTA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
28	ABHISHEK K AGRAWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
29	SANGITA SANJAY AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
30	VIJAY ATMARAM AGARWAL HUF	INDIVIDUAL	Non Promoter	150000	17	25,50,000
31	SACHIN MOOLCHAND JAIN	INDIVIDUAL	Non Promoter	150000	17	25,50,000
32	SAURABH VIJAY JAIN	INDIVIDUAL	Non Promoter	150000	17	25,50,000
33	SWETA JAIN	INDIVIDUAL	Non Promoter	150000	17	25,50,000
34	BHAVESH DHIRAJLAL TANNA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
35	LENUS FINVEST PVT LTD	SIDDHANT LAXMIKANT KABRA	Non Promoter	300000	17	51,00,000



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		DIRECTOR OF THE COMPANY				
36	AMIT BABULAL AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
37	GUNJAN AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
38	MOHAN CHANDAVARKAR	INDIVIDUAL	Non Promoter	150000	17	25,50,000
39	ALPANA CHANDAVARKAR	INDIVIDUAL	Non Promoter	80000	17	13,60,000
40	NANDAN CHANDAVARKAR	INDIVIDUAL	Non Promoter	125000	17	21,25,000
41	VISHNU AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
42	VISHNU AGARWAL HUF	VISHNU AGARWAL KARTA OF HUF	Non Promoter	150000	17	25,50,000
43	PRIYANKA AGARWAL	INDIVIDUAL	Non Promoter	150000	17	25,50,000
44	THRIFTY INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER DEEPAK KHARWAD	Non Promoter	300000	17	51,00,000
45	MEHUL NAGAWAT	INDIVIDUAL	Non Promoter	150000	17	25,50,000
46	UMANG VORA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
47	SAMIR KATARUKA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
48	BHAMINI SHAH	INDIVIDUAL	Non Promoter	150000	17	25,50,000
49	MUKTI SUDHIR GOSAR	INDIVIDUAL	Non Promoter	150000	17	25,50,000
50	AJAY YADAV	INDIVIDUAL	Non Promoter	150000	17	25,50,000
51	TVISHA CORPORATE ADVISORS LLP	LLP THROUGH ITS PARTNER DEEPAK KHARWAD	Non Promoter	150000	17	25,50,000



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52	INGENIUS INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER BABULAL KHARWAD	Non Promoter	150000	17	25,50,000
53	UMESH SAHAY	INDIVIDUAL	Non Promoter	150000	17	25,50,000
54	ABHISHEK NARBARIA	INDIVIDUAL	Non Promoter	150000	17	25,50,000
55	PARESH GIRI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
56	D D MASTER HUF	DEVANG MASTER KARTA OF HUF	Non Promoter	150000	17	25,50,000
57	DEEN DAYAL RATHI	INDIVIDUAL	Non Promoter	150000	17	25,50,000
58	VIJAY BHOSALE	INDIVIDUAL	Non Promoter	150000	17	25,50,000
Total				8905000		15,13,85,000

As per the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Equity Shares on preferential basis is required to obtain approval from Board of Directors of the Company (the same was approved by the Board of Directors of your Company on January 27, 2024 and it is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

As per the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 a company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to offering, issue and allot up to 89,05,000 (Eighty Nine Lakh Five Thousand) equity share of face value of Rs. 10 (Rupee Ten Only) each at an issue price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- per share (Rupees Seven Only) on preferential basis for cash aggregating to Rs. 15,13,85,000 /- (Rupees Fifteen Crore Thirteen Lakh eighty five thousand Only).

None of the Promoters or Promoters Group, other than M/s UVS Hospitality Investment Private Limited (including their relatives) Directors and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions except as mentioned above. The Promoters are common between M/s. UVS INVESTMENT MANAGEMENT PTY LTD and M/s. THIRDWAVE FINANCIAL INTERMEDIARIES PTY LTD. They hold 55 % of voting rights in M/S. UVS INVESTMENT MANAGEMENT PTY LTD and 66.85 % in M/s. THIRDWAVE FINANCIAL INTERMEDIARIES PTY LTD. The Promoters are interested to the extent of their shareholdings.



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The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as Special resolutions.

ITEM NO. 3: Preferential issue and allotment of 23,20,000 convertible warrants into 23,20,000 equity shares of face value of Rs. 10/- each of the company to Promoter and Non-promoter(s)

Your Company proposes to issue Equity Shares through preferential allotment of convertible warrants into equity shares for expansion and development of business operations of the Company including acquisition and development properties and creating infrastructure and for the purpose of meeting its working capital and long term capital requirements, the Company proposes to allot Convertible Warrants to selected group of Persons as specified below:

Sr. No.	Name of Proposed Allotment	Ultimate Beneficial Owner	Category	No of Proposed Convertible warrants into shares	At Price	Total Amount
1	UTKARSH VARTAK	INDIVIDUAL	Promoters	150000	17	25,50,000
2	DEEPAK KHARWAD	INDIVIDUAL	Non-promoters	250000	17	42,50,000
3	ANJU SHAH	INDIVIDUAL	Non-promoters	250000	17	42,50,000
4	SUSHILA KHARWAD	INDIVIDUAL	Non-promoters	250000	17	42,50,000
5	BABULAL AGARWAL	INDIVIDUAL	Non-promoters	260000	17	44,20,000
6	SANJANA MADINENI	INDIVIDUAL	Non-promoters	200000	17	34,00,000
7	PRATHIMA MALLINATH MADINENI	INDIVIDUAL	Non-promoters	240000	17	40,80,000
8	MALLINATH MADINENI	INDIVIDUAL	Non-promoters	300000	17	51,00,000
9	DEEPA HURKADLI	INDIVIDUAL	Non-promoters	120000	17	20,40,000
10	DEEPAK KUMBHAR	INDIVIDUAL	Non-promoters	300000	17	51,00,000
Total				2320000		3,94,40,000



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As per the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Equity Shares on preferential basis is required to obtain approval from Board of Directors of the Company (the same was approved by the Board of Directors of your Company on January 27, 2024 and it is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

As per the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 a company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to offering, issue and allot up to 23,20,000 (Twenty three Lakh Twenty Thousand) convertible warrants of face Rs. 10 (Rupee Ten Only) each at an issue price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- per share (Rupees Seven Only) on preferential basis for cash aggregating to Rs. 3,94,40,000 /- (Rupees Three Crore Ninety Four Lakh Forty Thousand Only).

None of the Promoters or Promoters Group, other than M/s UVS Hospitality Investment Private Limited (including their relatives) Directors and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions except as mentioned above. The Promoters are common between M/s. UVS INVESTMENT MANAGEMENT PTY LTD and M/s. THIRDWAVE FINANCIAL INTERMEDIARIES PTY LTD. They hold 55 % of voting rights in M/S. UVS INVESTMENT MANAGEMENT PTY LTD and 66.85 % in M/s. THIRDWAVE FINANCIAL INTERMEDIARIES PTY LTD. The Promoters are interested to the extent of their shareholdings

The Board of Directors recommends the resolution as set out at Item No. 3 for approval of the members as Special resolutions.

DISCLOSERS AS PER REGULATION 163(1) OF THE CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, READ WITH THE EXPLANATIONS UNDER SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NO 1, 2 & 3:

1. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

2. Objects of the issue:

(i) Preferential allotment for Other than Cash: Swap of Equity Share on preferential basis

a. To acquire whole business and management control of M/S. UVS INVESTMENT MANAGEMENT PTY LTD having Australian Company Number (ACN): 642793173) and to expand the Business operations of the Company as both the Companies are having same line of financial and



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investment related business activities. M/S. UVS INVESTMENT MANAGEMENT PTY LTD is presently carrying out the businesses of and have a valuation of Rs. 42.50 Cr.

- b. The Promoters of M/s, THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED has took over the management control and substantial acquisition of shares recently in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and this takeover of of M/s. UVS INVESTMENT MANAGEMENT PTY LTD is in the best interest of the minority shareholders of M/s. THRIDWAVE FINANCIAL INTERMEDIARIES LIMITED.
- c. The takeover of the management control and entire stake of M/s. UVS INVESTMENT MANAGEMENT PTY LTD on a going concern basis will result in growth in turnover of M/s, THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED which in-turn will yield higher return on net worth.
- d. With this arrangement the promoter and directors of the Company will be able to concentrate on single line of business activity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity:
 - Strengthen the Net worth of the Company
 - Exploring more business in single streamline business activity
 - Overall reduction in fixed overhead and maintenance cost
 - Increasing in Turnover Sales and profit
 - Yielding in Higher return on Capital Employed
- e. The company M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED will not cash out for this takeover, as they will be issuing shares by swap basis to the shareholders of M/s. UVS INVESTMENT MANAGEMENT PTY LTD and the valuation is advantageous to the listed company and its public shareholders.

(ii) **Preferential allotment for cash: Issue of Equity Share and Warrant on preferential basis**

- a) For expansion and development of business operations of the Company/subsidiaries/associates/joint ventures and for the purpose of meeting its working capital requirements and any other purpose related to the business expansion.
- b) Enlarge its proposed core businesses in the hospitality sector, take on lease properties of all descriptions for businesses set ups Business centers such as hotels, restaurant, café, tavern, boarding and lodging, development of Infra projects to fit to move office premises, guest houses and to meet with that requirements mainly needs short term requirements, tax obligations, settlement dues, working capital, Bank Guarantee, return of Loan and advances to the Promoter and other lenders and general Corporate purposes ; and



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- c) Invest in infrastructure, human resources and other technology or working capital to support the Businesses of the Company.
- d) Purchase of computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries.
- e) This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase

3. Maximum number of specified securities to be issued and price of the equity share:

(i) Preferential allotment for consideration other than cash:

The resolution set out in the accompanying notice authorizes the Board to issue up to 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- (Rupees Seven Only) per share on preferential basis for consideration other than cash i.e., swap of Equity shares of both the companies at swap ratio of 1:25000 (i.e., For one share of shares of M/s. UVS INVESTMENT MANAGEMENT PTY LTD, the Listed company will issue 25000 shares.)

(ii) Preferential allotment for cash:

The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot up to 89,05,000 (Eighty Nine Lakh Five Thousand) convertible warrants into Equity shares and 23,20,000 Equity share of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- (Rupees Seven only) per share of face value of Rs.10/- each of M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED on preferential basis amounting to Rs. 19,08,25,000/- (Rupees Nineteen Crore Eight Lakhs Twenty Five Thousand Only).

- (iii) The Warrants will be converted into equity shares within 18-months of its subscription. The Promoters of the company and all stake holders cum investors agreed to this ratio after due deliberation. The part of Investors of the convertible warrants belongs to the public category.

4. As per Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the relevant date is Friday, February 09, 2024.

- a. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:



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(i) The Proposed resolution to be passed as a special resolution;

b. The Company confirms the compliance of regulation 72 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

(i) The proposed resolution to be passed as a special resolution;

(ii) As on date the acquirer /allottees has the following pre-holdings.*

SWAP OF EQUITY SHARES: - PRE-HOLDING

Sr. No.	Name	Beneficial owner	Category	No. of shares	Lock in details
1	UTKARSH VARTAK	INDIVIDUAL	Promotor	-	-
2	KIRAN HURKADLI	INDIVIDUAL	Non-Promotor	-	-
3	SACHIN NANCHE	INDIVIDUAL	Non-Promotor	-	-
Total				NA	NA

EQUITY SHARES: - PRE-HOLDING

Sr. No.	Name of Proposed Allottee	Ultimate Beneficial owner	Category	No of Shares (Pre-Holding)	Lock-in Details
1	N SATISH KUMAR	INDIVIDUAL	Non Promoter	-	NA
2	ALLURI REDDY DODDA	INDIVIDUAL	Non Promoter	-	NA
3	SRIBHASYAM SRINIVAS	INDIVIDUAL	Non Promoter	-	NA
4	SWATI DODA	INDIVIDUAL	Non Promoter	-	NA
5	RITESH RATHI	INDIVIDUAL	Non Promoter	-	NA
6	DEEPAK JAGTIANI	INDIVIDUAL	Non Promoter	-	NA
7	LINGUTLA VENKATA RAMANA	INDIVIDUAL	Non Promoter	-	NA
8	V MOHAN RAO ADHIKARI	INDIVIDUAL	Non Promoter	-	NA
9	GANNAMANENI MURALI KRISHNA	INDIVIDUAL	Non Promoter	-	NA



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10	KODE GOPALA KRISHNAIAH	INDIVIDUAL	Non Promoter	-	NA
11	ANUSHA SHETTY	INDIVIDUAL	Non Promoter	-	NA
12	DIPANSHU SINGHAL	INDIVIDUAL	Non Promoter	-	NA
13	SOMISETTY MALATHI LATHA	INDIVIDUAL	Non Promoter	295	For 6 Month Up to 31 st July, 2024
14	RAKESH PRAKASH SHARMA	INDIVIDUAL	Non Promoter	-	NA
15	RANI SINGH	INDIVIDUAL	Non Promoter	-	NA
16	SANDEEP BABULAL RATHOD	INDIVIDUAL	Non Promoter	-	NA
17	RAVIPATI VENKATESWARA RAO	INDIVIDUAL	Non Promoter	-	NA
18	SHRIDHAR DASARI	INDIVIDUAL	Non Promoter	-	NA
19	AVIJIT NANDA	INDIVIDUAL	Non Promoter	-	NA
20	MADINENI VENKATA SATHYA VIJAY	INDIVIDUAL	Non Promoter	-	NA
21	DODDALA VIJAYALAKSHMI	INDIVIDUAL	Non Promoter	-	NA
22	SANTAN INVESTMENT ADVISORY LLP	LLP THROUGH ITS PARTNER MALLINATH MADINENI	Non Promoter	25,770	For 6 Month Up to 31 st July, 2024
23	AJAY AGARWAL	INDIVIDUAL	Non Promoter	-	NA
24	SURENDRA NANDLAL SHAH	INDIVIDUAL	Non Promoter	-	NA
25	RAMESH CHAND AGARWAL	INDIVIDUAL	Non Promoter	-	NA
26	HARISH J KANWARJANI	INDIVIDUAL	Non Promoter	-	NA
27	VAISHALI K GUPTA	INDIVIDUAL	Non Promoter	-	NA
28	ABHISHEK K AGRAWAL	INDIVIDUAL	Non Promoter	-	NA
29	SANGITA SANJAY AGARWAL	INDIVIDUAL	Non Promoter	-	NA
30	VIJAY ATMARAM AGARWAL HUF	VIJAY ATMARAM AGARWAL KARTA OF HUF	Non Promoter	-	NA



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31	SACHIN MOOLCHAND JAIN	INDIVIDUAL	Non Promoter	-	NA
32	SAURABH VIJAY JAIN	INDIVIDUAL	Non Promoter	-	NA
33	SWETA JAIN	INDIVIDUAL	Non Promoter	-	NA
34	BHAVESH DHIRAJLAL TANNA	INDIVIDUAL	Non Promoter	-	NA
35	LENUS FINVEST PVT LTD	SIDDHANT LAXMIKANT KABRA DIRECTOR OF THE COMPANY.	Non Promoter	-	NA
36	AMIT BABULAL AGARWAL	INDIVIDUAL	Non Promoter	20,000	For 6 Month Up to 31 st July, 2024
37	GUNJAN AGARWAL	INDIVIDUAL	Non Promoter	-	NA
38	MOHAN CHANDAVARKAR	INDIVIDUAL	Non Promoter	-	NA
39	ALPANA CHANDAVARKAR	INDIVIDUAL	Non Promoter	-	NA
40	NANDAN CHANDAVARKAR	INDIVIDUAL	Non Promoter	-	NA
41	VISHNU AGARWAL	INDIVIDUAL	Non Promoter	-	NA
42	VISHNU AGARWAL HUF	VISHNU AGARWAL KARTA OF HUF	Non Promoter	-	NA
43	PRIYANKA AGARWAD	INDIVIDUAL	Non Promoter	-	NA
44	THRIFTY INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER DEEPAK KHARWAD	Non Promoter	-	NA
45	MEHUL NAGAWAT	INDIVIDUAL	Non Promoter	-	NA
46	UMANG VORA	INDIVIDUAL	Non Promoter	-	NA
47	SAMIR KATARUKA	INDIVIDUAL	Non Promoter	-	NA
48	BHAMINI SHAH	INDIVIDUAL	Non Promoter	-	NA
49	MUKTI SUDHIR GOSAR	INDIVIDUAL	Non Promoter	-	NA
50	AJAY YADAV	INDIVIDUAL	Non Promoter	-	NA
51	TVISHA CORPORATE ADVISORS LLP	LLP THROUGH ITS PARTNER	Non Promoter	550	For 6 Month Up to 31 st July, 2024



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		DEEPAK KHARWAD			
52	INGENIUS INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER BABULAL KHARWAD	Non Promoter	-	NA
53	UMESH SAHAY	INDIVIDUAL	Non Promoter	-	NA
54	ABHISHEK NARBARIA	INDIVIDUAL	Non Promoter	-	NA
55	PARESH GIRI	INDIVIDUAL	Non Promoter	-	NA
56	D D MASTER HUF	DEVANG MASTER KARTA OF HUF	Non Promoter	-	NA
57	DEEN DAYAL RATHI	INDIVIDUAL	Non Promoter	-	NA
58	VIJAY BHOSALE	INDIVIDUAL	Non Promoter	-	NA
TOTAL				46,615	

CONVERTIBLE WARRANT: - PRE-HOLDING

Sr. No.	Name of Proposed Allottee	Ultimate Beneficial owner	Category	No of Shares	Lock-in Details
1	UTKARSH VARTAK	INDIVIDUAL	Promoters	-	NA
2	DEEPAK KHARWAD	INDIVIDUAL	Non-promoters	-	NA
3	ANJU SHAH	INDIVIDUAL	Non-promoters	-	NA
4	SUSHILA KHARWAD	INDIVIDUAL	Non-promoters	-	NA
5	BABULAL AGARWAL	INDIVIDUAL	Non-promoters	-	NA
6	SANJANA MADINENI	INDIVIDUAL	Non-promoters	40,000	For 6 Month Up to 31 st July, 2024
7	PRATHIMA MALLINATH MADINENI	INDIVIDUAL	Non-promoters	20,000	For 6 Month Up to 31 st July, 2024
8	MALLINATH MADINENI	INDIVIDUAL	Non-promoters	19,999	For 6 Month Up to 31 st July, 2024
9	DEEPA HURKADLI	INDIVIDUAL	Non-promoters	-	NA
10	DEEPAK KUMBHAR	INDIVIDUAL	Non-promoters	-	NA
Total				79,999	



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*The pre-holdings of the above shareholders shall be put under lock-in up to 31-01-2024 to 31-07-2024.

- c. The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).
- d. The company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts only.
- e. The Company has obtained a declaration from the proposed allottees that they have not sold any shares during the six months preceding the relevant date and also not willful defaulters or there is any prohibition order from any regulatory authority including SEBI to subscribe the shares.

5. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF THE REGISTERED VALUER:

Pricing:

As the shares of the company are in not- frequently traded. The Valuation of per share was determined by the company taking into account the valuation parameters prescribed under Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(i) Independent Registered valuer's Certificate:

The Valuation Certificate under regulation 165 issued by Independent Registered valuer's Mr. Bhavesh Rathod (Reg. No:IBBI/RV/06/2019/10708) certifying that the proposed Preferential Issue price per share of face value of Rs.10/- each should not be less than Rs. 17.

(ii) According to the Valuation Reports of M/S. UVS INVESTMENT MANAGEMENT PTY LTD:

(a) Registered Independent Valuer – Mr. Bhavesh Rathod (Reg. No:IBBI/RV/06/2019/10708) having office at 120, White Spring, A Wing, Rivali Park Complex, Western express highway, Borivali East, Mumbai-400060 has issued Valuation Report on February 09, 2024;

based on the Valuations provided by the above said valuer, the Board has decided the price of equity shares to be issued at Rs. 17/- including a premium of Rs. 7/- per equity share of Face



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Value of Re.10/- each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

- (iii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:

The Company is issuing Equity shares to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Considering the valuation reports and mutual consultation with the promoter of the Company and potential investors, the Board of directors of the Company has approved and passed the resolution for issue of 2,50,00,000 (Two Crore Fifty Lakh) Equity shares valued at Rs. 17/- (Rupees Seventeen Only) each for issue of one equity shares of face value of Rs.10/- each of the company for other than cash and by way of swap to promoter and promoter group at Rs. 17/- (Rupees Seventeen forty Only) for issue of one equity shares of face value of Rs.10/- each of the company.

6. Relevant date with reference to which the price has been arrived at:

The relevant date in terms of Regulation 161(a) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determining the price of Equity share with reference to the proposed allotment is February 09, 2024 30-days prior to the last date of postal ballot as the shares of the company are infrequently traded.

7. The class or classes of persons to whom the allotment is proposed to be made:

The Company is offering existing class of Equity Shares of face value Rs. 10/- each to subscribe through preferential allotment to promoter & promoter group and non-promoters by way of swap of shares, convertible warrant and equity shares.

8. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

In Preferential allotment for other than cash none of the Directors, Key Managerial Personnel or Promoters of the Company except UVS Hospitality Private Limited, being promoter Directors intend to subscribe through this preferential allotment along with their relatives.

- (a) The present promoter holding consist 1475689 (66.85 %) equity shares of Rs.10/- each. Post allotment the promoters holding will be consists of 15375689 shares of face value of Rs.10/- each aggregating to 40.01%. The promoter and Promoter Group to the extent of their present shareholding interested with the Resolution.

- (b) Save and except stated herein above, the Proposed non-promoters allottees/acquirer has/have not holding any shares in the Company.



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9. Shareholding pattern before and after preferential issue (including shares issued under swap- issued for consideration other than cash and for equity share as well as convertible warrant for cash assuming conversion into equity share would be as follows:

Sr. No.	Category	Pre issue holding details		Post issue holding details	
		Total No shares	% of Shares	Total No shares	% of Shares
A	Promoters and Promoters Group	1475689	66.85	15375689	40.01
B	Public	731911	33.15	23056911	59.99
	Total (A+B)	2207600	100.00	38432600	100.00
C	Custodian	-	-	-	-
	GRAND TOTAL (A+B+C)	2207600	100.00	38432600	100.00

10) The change in control if any in the company that would occur consequent to the preferential offer:

- a) There shall be no change in the board of directors and control of the company pursuant to these preferential allotments.
- b) However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to these preferential allotments.
- c) The management control of the Company recently took place through mode of open offer under regulation 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations").

11) The Proposed time within which the allotment shall be completed:

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment of Shares by way of swap of shares or in the event of Allotment of Shares by way of swap of shares would require any approval(s) from any regulatory authority including Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities as the case may be.



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12) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

- a) As per regulation 162 of the SEBI ICDR Regulations, 2018, the tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment.
- b) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.
- c) The Company propose to issue of equity shares by way of swap, other than by way of swap and Convertible warrant are as follows:
 - i. For this issue, there is a subscribers from the promoter category: (issue of equity shares by way of swap, issue of equity share and Convertible Warrant for cash)

Sr. no	Identity of Proposed allottee	Ultimate Beneficial Owner	PAN/Passport in case of NRI OR Foreign national of ultimate beneficial owner	Category	Pre-Issue Holding & (%)		*No of equity shares on conversion to be allotted			Post Issue Holdings	Post-issue holding %
					Shareholding	% of Holding	Swap	Equity	Warrant		
1	UTKARSH VARTAK	INDIVIDUAL	ADVPV9556E	Promoters	-	-	1,37,50,000	-	1,50,000	1,39,00,000	36.17%
2	KIRAN HURKADLI	INDIVIDUAL	ACAPH2243J	Non-Promoters	-	-	50,00,000	-	-	50,00,000	13.01%
3	SACHIN NANCHE	INDIVIDUAL	ACDPN6245M	Non-Promoters	-	-	62,50,000	-	-	62,50,000	16.26%
4	N SATISH KUMAR	INDIVIDUAL	ANRPK5746K	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
5	ALLURI REDDY DODDA	INDIVIDUAL	ABYPD3607P	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
6	SRIBHASYAM SRINIVAS	INDIVIDUAL	BEMPS3432R	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
7	SWATI DODA	INDIVIDUAL	BDTPD8417M	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
8	RITESH RATHI	INDIVIDUAL	ABTPR9748J	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
9	DEEPAK JAGTIANI	INDIVIDUAL	ABJPJ7601G	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
10	LINGUTLA VENKATA RAMANA	INDIVIDUAL	ACBPR9148R	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%



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11	V MOHAN RAO ADHIKARI	INDIVIDUAL	AHUPA8149D	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
12	GANNAMANEN I MURALI KRISHNA	INDIVIDUAL	ACJPG0527F	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
13	KODE GOPALA KRISHNAIAH	INDIVIDUAL	APSPK5576Q	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
14	ANUSHA SHETTY	INDIVIDUAL	EDRPS6531Q	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
15	DIPANSHU SINGHAL	INDIVIDUAL	CIPPS6600B	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
16	SOMISETTY MALATHI LATHA	INDIVIDUAL	ACQPL7814H	Non-Promoters	295	0.01%	-	1,50,000	-	1,50,295	0.39%
17	RAKESH PRAKASH SHARMA	INDIVIDUAL	AGZPS8586N	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
18	RANI SINGH	INDIVIDUAL	BKZPR0940Q	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
19	SANDEEP BABULAL RATHOD	INDIVIDUAL	AFDPB9404P	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
20	RAVIPATI VENKATESWARA RAO	INDIVIDUAL	ACIPR2957H	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
21	SHRIDHAR DASARI	INDIVIDUAL	AEKPD4001J	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
22	AVIJIT NANDA	INDIVIDUAL	AAGPN4916N	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
23	MADINENI VENKATA SATHYA VIJAY	INDIVIDUAL	AFZPM3148K	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
24	DODDALA VIJAYALAKSHMI	INDIVIDUAL	ATYPV0234E	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
25	SANTAN INVESTMENT ADVISORY LLP	PARTNER OF FIRM	AETFS9608F	Non-Promoters	25,770	1.17	-	1,50,000	-	1,75,770	0.46%
26	AJAY AGARWAL	INDIVIDUAL	AWSPA6020G	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
27	SURENDRA NANDLAL SHAH	INDIVIDUAL	ABYPS9464R	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
28	RAMESH CHAND AGARWAL	INDIVIDUAL	AAAPA8877D	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
29	HARISH J KANWARJANI	INDIVIDUAL	AABPK8175B	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
30	VAISHALI K GUPTA	INDIVIDUAL	ATSPM2510Q	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
31	ABHISHEK K AGRAWAL	INDIVIDUAL	AVTPA7442G	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
32	SANGITA SANJAY AGARWAL	INDIVIDUAL	BCGPA5943P	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
33	VIJAY ATMARAM AGARWAL HUF	VIJAY ATMARAM AGARWAL KARTA OF HUF	AAIHV2692D	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%



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34	SACHIN MOOLCHAND JAIN	INDIVIDUAL	AHBPJ7311H	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
35	SAURABH VIJAY JAIN	INDIVIDUAL	AGNPJ6669B	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
36	SWETA JAIN	INDIVIDUAL	AFDPJ0765K	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
37	BHAVESH DHIRAJLAL TANNA	INDIVIDUAL	AEQPT8780E	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
38	LENUS FINVEST PVT LTD	SIDDHANT LAXMIKANT KABRA DIRECTOR OF COMPANY	AACCL9703E	Non-Promoters	-	-	-	3,00,000	-	3,00,000	0.78%
39	AMIT BABULAL AGARWAL	INDIVIDUAL	AHIPA1942J	Non-Promoters	20,000	0.91%	-	1,50,000	-	1,70,000	0.44%
40	GUNJAN AGARWAL	INDIVIDUAL	AIVPG0141M	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
41	MOHAN CHANDAVARK AR	INDIVIDUAL	AABPC4418P	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
42	ALPANA CHANDAVARK AR	INDIVIDUAL	ALEPS4424R	Non-Promoters	-	-	-	80,000	-	80,000	0.21%
43	NANDAN CHANDAVARK AR	INDIVIDUAL	AABPC4417C	Non-Promoters	-	-	-	1,25,000	-	1,25,000	0.33%
44	VISHNU AGARWAL	INDIVIDUAL	AGQPK5354F	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
45	VISHNU AGARWAL HUF	VISHNU AGARWAL KARTA OF HUF	AAGHV3144N	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
46	PRIYANKA AGARWAL	INDIVIDUAL	AESPA6948M	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
47	THRIFTY INVESTMENT ADVISORS LLP	DIRECTOR OF COMPANY	AAVFT1588R	Non-Promoters	-	-	-	3,00,000	-	3,00,000	0.78%
48	MEHUL NAGAWAT	INDIVIDUAL	AFUPN8705J	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
49	UMANG VORA	INDIVIDUAL	AGAPV5970C	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
50	SAMIR KATARUKA	INDIVIDUAL	AAEPK1122D	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
51	BHAMINI SHAH	INDIVIDUAL	AMIPS6408A	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
52	MUKTI SUDHIR GOSAR	INDIVIDUAL	AXGPG2683L	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
53	AJAY YADAV	INDIVIDUAL	ADAPY2594A	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
54	TVISHA CORPORATE ADVISORS LLP	PARTNER OF FIRM	AAQFT6124L	Non-Promoters	550	0.02%	-	1,50,000	-	1,50,550	0.39%
55	INGENIUS INVESTMENT ADVISORS LLP	LLP THROUGH ITS PARTNER BABULAL KHARWAD	AAJFI5710N	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%



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56	UMESH SAHAY	INDIVIDUAL	BOIPS8195D	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
57	ABHISHEK NARBARIA	INDIVIDUAL	AFXPN5866M	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
58	PARESH GIRI	INDIVIDUAL	AFVPG8769C	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
59	D D MASTER HUF	DEVANG MASTER KARTA OF HUF	AAEHD3182N	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
60	DEEN DAYAL RATHI	INDIVIDUAL	ADSPR4617F	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
61	VIJAY BHOSALE	INDIVIDUAL	ALAPB0198H	Non-Promoters	-	-	-	1,50,000	-	1,50,000	0.39%
61	DEEPAK KHARWAD	INDIVIDUAL	ALKPK1351M	Non-Promoters	-	-	-	-	2,50,000	2,50,000	0.65%
62	ANJU SHAH	INDIVIDUAL	AGZPJ2319J	Non-Promoters	-	-	-	-	2,50,000	2,50,000	0.65%
63	SUSHILA KHARWAD	INDIVIDUAL	ANIPK9660M	Non-Promoters	-	-	-	-	2,50,000	2,50,000	0.65%
64	BABULAL AGARWAL	INDIVIDUAL	AABPA9144J	Non-Promoters	-	-	-	-	2,60,000	2,60,000	0.68%
65	SANJANA MADINENI	INDIVIDUAL	GMCPM3620L	Non-Promoters	40,000	1.18%	-	-	2,00,000	2,40,000	0.62%
66	PRATHIMA MALLINATH MADINENI	INDIVIDUAL	AMEPD5989P	Non-Promoters	20,000	0.91%	-	-	2,40,000	2,60,000	0.68%
67	MALLINATH MADINENI	INDIVIDUAL	AIAPM2242G	Non-Promoters	19,999	0.91%	-	-	3,00,000	3,19,999	0.83%
68	DEEPA HURKADLI	INDIVIDUAL	AAEPH1587M	Non-Promoters	-	-	-	-	1,20,000	1,20,000	0.31%
69	DEEPAK KUMBHAR	INDIVIDUAL	AVHPK6173E	Non-Promoters	-	-	-	-	3,00,000	3,00,000	0.78%
					1,26,614	5.74%	2,50,000	89,05,000	23,20,000	3,63,51,614	94.59%

(4) The name, Category, Ultimate Beneficiary and PAN no of the allottees are:

SWAP OF SHARES:

Sr.No.	Name	Category	Ultimate Beneficiary	PAN
1	UTKARSH VARTAK	Promoter	INDIVIDUAL	ADVPV9556E
2	KIRAN HURKADLI	Non- promotor	INDIVIDUAL	ACAPH2243J
3	SACHIN NANCHE	Non- promotor	INDIVIDUAL	ACDPN6245M



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EQUITY SHARES:

Sr. No.	Name	Category	Ultimate Beneficiary	PAN
1	N SATISH KUMAR	Non-Promoter	INDIVIDUAL	ANRPK5746K
2	ALLURI REDDY DODDA	Non-Promoter	INDIVIDUAL	ABYPD3607P
3	SRIBHASYAM SRINIVAS	Non-Promoter	INDIVIDUAL	BEMPS3432R
4	SWATI DODA	Non-Promoter	INDIVIDUAL	BDTPD8417M
5	RITESH RATHI	Non-Promoter	INDIVIDUAL	ABTPR9748J
6	DEEPAK JAGTIANI	Non-Promoter	INDIVIDUAL	ABJPJ7601G
7	LINGUTLA VENKATA RAMANA	Non-Promoter	INDIVIDUAL	ACBPR9148R
8	V MOHAN RAO ADHIKARI	Non-Promoter	INDIVIDUAL	AHUPA8149D
9	GANNAMANENI MURALI KRISHNA	Non-Promoter	INDIVIDUAL	ACJPG0527F
10	KODE GOPALA KRISHNAIAH	Non-Promoter	INDIVIDUAL	APSPK5576Q
11	ANUSHA SHETTY	Non-Promoter	INDIVIDUAL	EDRPS6531Q
12	DIPANSHU SINGHAL	Non-Promoter	INDIVIDUAL	CIPPS6600B
13	SOMISETTY MALATHI LATHA	Non-Promoter	INDIVIDUAL	ACQPL7814H
14	RAKESH PRAKASH SHARMA	Non-Promoter	INDIVIDUAL	AGZPS8586N
15	RANI SINGH	Non-Promoter	INDIVIDUAL	BKZPR0940Q
16	SANDEEP BABULAL RATHOD	Non-Promoter	INDIVIDUAL	AFDPB9404P
17	RAVIPATI VENKATESWARA RAO	Non-Promoter	INDIVIDUAL	ACIPR2957H
18	SHRIDHAR DASARI	Non-Promoter	INDIVIDUAL	AEKPD4001J
19	AVIJIT NANDA	Non-Promoter	INDIVIDUAL	AAGPN4916N
20	MADINENI VENKATA SATHYA VIJAY	Non-Promoter	INDIVIDUAL	AFZPM3148K
21	DODDALA VIJAYALAKSHMI	Non-Promoter	INDIVIDUAL	ATYPV0234E
22	SANTAN INVESTMENT ADVISORY LLP	Non-Promoter	LLP THROUGH ITS PARTNER	AETFS9608F
23	AJAY AGARWAL	Non-Promoter	INDIVIDUAL	AWSPA6020G
24	SURENDRA NANDLAL SHAH	Non-Promoter	INDIVIDUAL	ABYPS9464R
25	RAMESH CHAND AGARWAL	Non-Promoter	INDIVIDUAL	AAAPA8877D
26	HARISH J KANWARJANI	Non-Promoter	INDIVIDUAL	AABPK8175B
27	VAISHALI K GUPTA	Non-Promoter	INDIVIDUAL	ATSPM2510Q
28	ABHISHEK K AGRAWAL	Non-Promoter	INDIVIDUAL	AVTPA7442G
29	SANGITA SANJAY AGARWAL	Non-Promoter	INDIVIDUAL	BCGPA5943P



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30	VIJAY ATMARAM AGARWAL HUF	Non-Promoter	VIJAY ATMARAM AGARWAL KARTA OF HUF	AAIHV2692D
31	SACHIN MOOLCHAND JAIN	Non-Promoter	INDIVIDUAL	AHBPJ7311H
32	SAURABH VIJAY JAIN	Non-Promoter	INDIVIDUAL	AGNPJ6669B
33	SWETA JAIN	Non-Promoter	INDIVIDUAL	AFDPJ0765K
34	BHAVESH DHIRAJLAL TANNA	Non-Promoter	INDIVIDUAL	AEQPT8780E
35	LENUS FINVEST PVT LTD	Non-Promoter	COMPANY THROUGH ITS DIRECTOR	AACCL9703E
36	AMIT BABULAL AGARWAL	Non-Promoter	INDIVIDUAL	AHIPA1942J
37	GUNJAN AGARWAL	Non-Promoter	INDIVIDUAL	AIVPG0141M
38	MOHAN CHANDAVARKAR	Non-Promoter	INDIVIDUAL	AABPC4418P
39	ALPANA CHANDAVARKAR	Non-Promoter	INDIVIDUAL	ALEPS4424R
40	NANDAN CHANDAVARKAR	Non-Promoter	INDIVIDUAL	AABPC4417C
41	VISHNU AGARWAL	Non-Promoter	INDIVIDUAL	AGQPK5354F
42	VISHNU AGARWAL HUF	Non-Promoter	VISHNU AGARWAL KARTA OF HUF	AAGHV3144N
43	PRIYANKA AGARWAL	Non-Promoter	INDIVIDUAL	AESPA6984M
44	THRIFTY INVESTMENT ADVISORS LLP	Non-Promoter	LLP THROUGH ITS PARTNER	AAVFT1588R
45	MEHUL NAGAWAT	Non-Promoter	INDIVIDUAL	AFUPN8706J
46	UMANG VORA	Non-Promoter	INDIVIDUAL	AGAPV5970C
47	SAMIR KATARUKA	Non-Promoter	INDIVIDUAL	AAEPK1122D
48	BHAMINI SHAH	Non-Promoter	INDIVIDUAL	AMIPS6408A
49	MUKTI SUDHIR GOSAR	Non-Promoter	INDIVIDUAL	AXGPG2683L
50	AJAY YADAV	Non-Promoter	INDIVIDUAL	ADAPY2594A
51	TVISHA CORPORATE ADVISORS LLP	Non-Promoter	LLP THROUGH ITS PARTNERS	AAEFT4538Q
52	INGENIUS INVESTMENT ADVISORS LLP	Non-Promoter	LLP THROUGH ITS PARTNERS	AAJFI5710N
53	UMESH SAHAY	Non-Promoter	INDIVIDUAL	BOIPS8195D
54	ABHISHEK NARBARIA	Non-Promoter	INDIVIDUAL	AFXPN5866M
55	PARESH GIRI	Non-Promoter	INDIVIDUAL	AFVPG8769C
56	D D MASTER HUF	Non-Promoter	DEVANG MASTER KARTA OF HUF	AAEHD3182N
57	DEEN DAYAL RATHI	Non-Promoter	INDIVIDUAL	ADSPR4617F
58	VIJAY BHOSALE	Non-Promoter	INDIVIDUAL	ALAPB0198H



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CONVERTIBLE WARRANT:

Sr. No.	Name	Category	Ultimate Beneficial owner	PAN
1	UTKARSH VARTAK	Promoter	INDIVIDUAL	ADVPV9556E
2	DEEPAK KHARWAD	Non-Promoter	INDIVIDUAL	ALKPK1351M
3	ANJU SHAH	Non-Promoter	INDIVIDUAL	AGZPJ2319J
4	SUSHILA KHARWAD	Non-Promoter	INDIVIDUAL	ANIPK9660M
5	BABULAL AGARWAL	Non-Promoter	INDIVIDUAL	AABPA9144J
6	SANJANA MADINENI	Non-Promoter	INDIVIDUAL	GMCPM3620L
7	PRATHIMA MALLINATH MADINENI	Non-Promoter	INDIVIDUAL	AMEPD5989P
8	MALLINATH MADINENI	Non-Promoter	INDIVIDUAL	AIAPM2242G
9	DEEPA HURKADLI	Non-Promoter	INDIVIDUAL	AAEPH1587M
10	DEEPAK KUMBHAR	Non-Promoter	INDIVIDUAL	AVHPK6173E

13. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price: Not Applicable.

The Company has not made any preferential issue of securities during the current year. There were no pending warrants for conversion into any equity shares.

14. Disclosure as specified under Regulation 163(1)(i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Disclosure is not applicable in the present case as neither the company nor its promoters / directors are wilful defaulters.
15. Pari Passu terms of Issue of the Equity Shares if any: The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
16. **Lock-in period and restrictions on transferability Regulation 167 of SEBI (ICDR) Regulation, 2018:**

The Equity shares of the company allotted to promoters / promoter group to the extent of Twenty percent shall be locked-in for Eighteen Months from the date of trading approval granted by Stock exchange. Equity shares allotted in excess of the Twenty percent shall be locked-in for six months from the date of trading approval. The Equity shares allotted on a preferential basis to persons other



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than the promoters and promoter group and the equity shares allotted issued on preferential basis to such persons shall be locked-in for a period of Six Months from the date of trading approval. As per Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

17. Particulars of the offer including date of passing of Board resolution and Kinds of securities offered and the price at which security is being offered:

- i. Date of passing of board resolution is January 27, 2024.
- ii. Preferential allotment for consideration other than cash:

The resolution set out in the accompanying notice authorizes the Board to issue up to 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- (Rupees Seven Only) per share on preferential basis for consideration other than cash i.e., swap of Equity shares of both the companies at swap ratio of 1:25000 (i.e., For one share of M/s. UVS INVESTMENT MANAGEMENT PTY LTD, the Listed Company M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED will issue 25000 shares) to the shareholders of M/s. UVS INVESTMENT MANAGEMENT PTY LTD.

- iii. Preferential allotment for cash:

The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot up to 23,20,000 (Twenty four lakh seventy Thousand) convertible warrants into Equity shares and 89,05,000 (Eighty Nine Lakh Five Thousand) Equity shares of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 17/- (Rupees Seventeen Only) each including premium of Rs. 7/- (Rupees Seven Only) per share of face value of Rs.10/- each of M/s. THIRDWAVE FINANCIAL INTERMEDIARIES PRIVATE LIMITED on preferential basis amounting to Rs. 19,08,25,000/- (Rupees Nineteen Crore eight lakh twenty Five thousand Only) to the identified promoter & non-promoter group.

The Company will issue equity shares of face value Re.10/- each identical with the existing issued share capital.

18. The Company further confirms that even after this allotment the Company is in compliance with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).



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19. The company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts. The Pre-holdings of all the proposed allottees are in demat mode.
20. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the six months preceding the relevant date and also not willful defaulters or their any prohibition to subscribe the shares.
21. After acquisition of 100% stake of M/s. UVS INVESTMENT MANAGEMENT PTY LTD, M/s. UVS INVESTMENT MANAGEMENT PTY LTD will become wholly owned subsidiary of the Company.

The Board of Directors recommends the resolution as set out at Item No.1,2 & 3 for approval of the members as Special resolutions.

The following documents would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members:

1. Valuation Report of Mr. Bhavesh Rathod dated February 09, 2024 under regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Balance Sheet/Annual report of M/s UVS INVESTMENT MANAGEMENT PTY LTD for the financial year ended 31st December, 2023.
3. Practicing Company Secretary's Certificate As per Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
4. Consent Letter of Subscribers.
5. Extracts of Minutes of Board Meeting dated January 27, 2024 of M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED approving the Swap of Shares and Valuation.
6. Extracts of Minutes of Board Meeting of dated January 27, 2024 of M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED.

ITEM NO. 4: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 40,00,00,000/- UNDER SECTION 61 OF COMPANIES ACT, 2013.

The present Authorised Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crore Only) comprising of 60,00,000 (Sixty Lakh) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company and above stated plan in item No. 2 and 3, the Board at its Meeting held



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on January 27, 2024, had accorded its approval for increasing the Authorised Share Capital from Rs. 6,00,00,000 (Rupees Six Crore Only) to Rs. 40,00,00,000 (Fourty Crore Only) divided into 4,00,00,000 (Rupees Four Crore) equity shares of Rs. 10/- (Rupees Ten Only) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 6,00,00,000 (Rupees Six Crore Only) to Rs. 40,00,00,000 (Fourty Crore Only) divided into 4,00,00,000 (Rupees Four Crore Only) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

ITEM NO. 5 ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013

To consider and if thought fit pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), for the time being in force and consent of the members of the company be and is hereby accorded to substitute the existing Article of Association of the Company with a new set of Article of Association as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”



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ITEM NO 6. ADOPTION OF NEW SET OF MEMORANDUM OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013

To consider and if thought fit pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 4 and 13 of Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Memorandum of Association pursuant to the Act be and is hereby approved and adopted as new set of Memorandum of Association in the place of existing Memorandum of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Mumbai.”

ITEM NO. 7: ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Considering completion of present takeover of management and acquisition of shares of the Company, your new Board has to consider to change object of the Company. For this purpose, the object Clause in MOA of the Company, which is presently restricted in scope, requires to be alter so as to cover a new activities to enable your Company to consider embarking upon new projects and activities.

The new object of the Company is as stated under:

- i. To carry on in India or elsewhere the business of trading, managing and distribution in hospitality products.
- ii. To carry on in India or elsewhere the business of hotel, restaurant, café, tavern, refreshment room and boarding and lodging house keepers, wine beers and aerated mineral and artificial water and other drinks, purveyors, dresses, clubs, baths, dressing room, laundries grounds and places of amusement.
- iii. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, Building, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial



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Or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences.

- iv. To construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain building, structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys, pavements and to do other similar construction, levelling or paving work, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure description wherever situate, or rights or interests therein or connected therewith
- The Board at its meeting held on January 27, 2024 has approved alteration of main object clause of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EOGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members

ITEM NO. 8: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

As a part of its business strategy, the company may be required to invest the funds of the Company or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.



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Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 100 Crores;

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 100 Crores; and

(c) Make investment and acquire by way of subscription, purchase or otherwise securities of M/S. UVS INVESTMENT MANAGEMENT PTY LTD a body corporate wherein the promoter group has substantial interest by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs.100 Crores;

Which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

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

The Board of Directors recommends the resolution as set out at Item No. 9 for approval of the members as Special resolution.

ITEM NO. 9: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group including M/S. UVS INVESTMENT MANAGEMENT PTY LTD or any other companies/Body Corporates.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the M/S. UVS INVESTMENT MANAGEMENT PTY LTD or any group up to an aggregate sum of Rs. 100 Crores (Rupees One Hundred Crores Only).



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Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

ITEM NO. 10: APPROVAL FOR RELATED PARTY TRANSACTIONS:

To strategically place your company with a revenue model wherein the promoters have core competency, your Company proposes to enter into transaction(s) with M/S. UVS INVESTMENT MANAGEMENT PTY LTD (UVS), which is the group Company of your Company to purchase the entire issued share capital of the M/S. UVS INVESTMENT MANAGEMENT PTY LTD from the existing shareholders who are also the promoter shareholders of the Company. After this acquisition of stake of M/S. UVS INVESTMENT MANAGEMENT PTY LTD, M/S. UVS INVESTMENT MANAGEMENT PTY LTD become wholly owned subsidiary of the Company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into M/S. UVS INVESTMENT MANAGEMENT PTY LTD and the shareholders of M/S. UVS INVESTMENT MANAGEMENT PTY LTD comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the shareholders of UVS in the financial year 2023-2024. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with M/S. UVS INVESTMENT MANAGEMENT PTY LTD are as follows:

Sr. No	Particular	Remark
1	Name of the Related Party	UVS INVESTMENT MANAGEMENT PTY LTD.
2	Name of Director/Promoter or KMP	Mr. UVS Hospitality Private Limited- Promoter
3	Nature of Relationship	Promoter Of Both Company Are Common
4	The nature, duration of the contract and particulars of the contract or arrangement	Nature of Contract: Acquisition of 100 % stake of UVS Investment Management Pty Ltd and make it wholly owned subsidiary of the Company



Thirdwave Financial Intermediaries Limited

		Duration of Contract: 12-months Particulars of the contract or arrangement: 1. After obtaining the necessary approvals the company will allot the shares by way of swap to the shareholders of UVS Investment Management Pty Ltd. 2. Issue of Convertible warrant for cash.
5	The material terms of the contract or arrangement including the value, if any;	Swap of shares in exchange of consideration based on the valuation carried by the registered valuer.
6	Monetary value of proposed aggregate transaction(s) during financial year 2023-24 is expected to be	42,50,00,000/-
7	any advance paid or received for the contract or arrangement, if any;	Nil
8	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Based on valuation of both Company, Promoters have determine value of contract.
9	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
10	Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

None of the promoter, Directors other than M/s. UVS INVESTMENT MANAGEMENT PTY LTD (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions. The Promoters/Promoters group are common between M/s. UVS INVESTMENT MANAGEMENT PTY LTD and M/s. THIRDWAVE FINANCIAL INTERRMEDIARIES LIMITED. They hold 55 % of voting rights in M/S. UVS



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INVESTMENT MANAGEMENT PTY LTD and 66.85 % in M/s. THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED. The Promoters are interested to the extent of their shareholdings.

The Board of Directors Recommend the Special Resolution for approval by the members.

ITEM NO. 11: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT UNDER SECTION 180 OF THE COMPANIES ACT, 2013

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross anytime limit of borrowing as specified under Section 180 (1) (c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 100 Crores.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.



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Accordingly, the Board recommends the Special Resolution set forth in Item No. 18 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

By the Order of the Board

SD/-

Mr. Utkarsh Vartak
Chairman & Managing Director

DIN: 09306253

Place: Mumbai

Date: 27.01.2024

Registered Office:

Plot No. 62, Tower - II, 12th Floor,
Salt Lake, Millennium City Information Technology Park,
Sector- V, Block DN, Bidhannagar,
Kolkata, West Bengal, 700064
Tel.: 033-22150034 / 4603-9630