

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

Regd. Office : 601 Ambuja Neotia Ecocentre, EM-4, EM Block, Sector V, Kolkata – 700 091

Tel : 033-46039630, Email : investor.thirdwave@gmail.com

Website : www.twfil.com

CIN : L72300WB1989PLC046886

NOTICE

Notice is hereby given that the 28th Annual General Meeting of members of Thirdwave Financial Intermediaries Limited will be held on Thursday, the 20th September, 2018 at 3:00 P.M at 601 Ambuja Neotia Ecocentre, EM-4, EM Block, Sector V, Kolkata – 700 091 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, the Audited Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a director in place of Mrs Suman Agarwal, Director (DIN-06955583), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution :

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies(Audit and Auditors) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force the appointment of M/s. M. L. Kansal & Co., Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI) vide Registration Number FRN: 312185E, who have been appointed as statutory auditors of the company to hold office for a term of 5(five) years commencing from the financial year ending 31st March, 2018 to hold office from the conclusion of the 27th Annual General Meeting until conclusion of 32nd Annual General Meeting and who have confirmed their eligibility for continuing with their appointment as statutory auditors of the company, be and is hereby ratified as such remuneration as may be mutually decided by the Board of Directors and Auditors.

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

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby given for the appointment of Sri Vinay Kumar Agarwal (DIN: [00149999](#)) as Managing Director of the Company for a period of 5(five) years w.e.f. 01st June, 2018 on the remuneration and other terms and conditions as set out in the draft agreement placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby specifically authorised to alter and vary the terms and conditions of the said appointment and/ or agreement so as not to exceed the limit specified in Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as may be agreed to between the Board of Directors and Sri Vinay Kumar Agarwal.”

Place : Kolkata

Date : 2nd day of August, 2018

By Order of the Board
for, Thirdwave Financial Intermediaries Ltd.
Suman Agarwal
Director &
Compliance Officer
(DIN-06955583)

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NOTES :

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member. Proxies, in order to be valid must be received by the company not less than 48 hours before the meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and share Transfer Books of the Company will remain closed from 14th September 2018 to 20th September 2018 (both days inclusive) for AGM.
3. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
4. Members, who hold the shares in de-materialized form, are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting.
5. Members who hold shares in physical form are requested to notify any change in their address to the Registrar and Share Transfer Agents of the Company and always quote their Folio Number in all correspondence with the Company.
6. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
7. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. **VOTING THROUGH ELECTRONIC MEANS**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 17th September 2018 (10:00 am) and ends on 19th September 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form as on the cut-off date of 13th September 2018 and in dematerialized form, as on the cut-off date of 13th September 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. THIRDWAVE FINANCIAL INTERMEDIARIES LTD on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- 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 they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

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9. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at shawmanoj2003@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 19th September, 2018 upto 5:00 pm without which the vote shall not be treated as valid.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th September 2018.
11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 3rd August 2018.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of 13th September 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September 2018 and those not casting their vote electronically, may only cast their vote at the Annual General Meeting.
14. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
15. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 13th September 2018 are requested to send the written / email communication to the Company at investors.thirdwave@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
16. Manoj Prasad Shaw, Practicing Company Secretary (C P No 4194) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.twfil.com and on the website of CDSL. The same will be communicated to the stock exchanges where the shares of the company are listed viz. BSE Ltd, Calcutta Stock Exchange Ltd.

Place : Kolkata
Date : 2nd day of August, 2018

By Order of the Board
for, Thirdwave Financial Intermediaries Ltd.
Suman Agarwal
Director &
Compliance Officer
(DIN-06955583)

ANNEXURE TO NOTICE:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 4

Keeping in view that Sri Vinay Kumar Agarwal has rich and varied experience in the investment & finance Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to appoint Shri Vinay Kumar Agarwal as Managing Director.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on 24th May, 2018 approving appointment of Sri Vinay Kumar Agarwal, as Managing Director of the Company for a further period of 5 (Five) years with effect from 1st June, 2018 on the fresh terms and conditions. This is subject to the approval of the Shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Sri Vinay Kumar Agarwal and the terms and conditions of the appointment are given below:

- I) Salary: 75,000/- (Rupees Seventy Five Thousand only) per month including perquisites and allowances and other benefits subject to periodical increments as may be approved from time to time within the limits prescribed under the Companies Act, 2013 or any statutory modification thereof.
- II) Other payments and provisions which shall not be included in the computation of the ceiling on remuneration:
 - a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of Service, subject to maximum amount permissible as per the Payment of Gratuity Act, 1972.
 - c) Car: Provision of Car for use of Company's business.
 - d) Telephone: Provision of Telephone at Residence for Company's business.

III) Reimbursement of Expenses:

Entertainment Expenses:

Reimbursement of Entertainment Expenses actually and properly incurred for the business of the Company will not be considered as perquisite.

Travelling Expenses:

Reimbursement of Travelling Expenses actually and properly incurred for the business of the Company will not be considered as perquisite.

IV) Minimum Remuneration:

The Salary, perquisites and allowances as above shall be paid to Sri Vinay Kumar Agarwal as minimum remuneration notwithstanding absence or inadequacy of profits in any financial year.

- V) The Board of Directors be and is hereby specifically authorized to alter and vary the terms and conditions of the aforesaid appointment including remuneration of Sri Vinay Kumar Agarwal so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force or any amendment and/or modification that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendment thereto as may be agreed to between the Board and Sri Vinay Kumar Agarwal.

- VI) Sri Vinay Kumar Agarwal agreed to devote his best attention to the business of the Company and to further safeguard the interest of the Company, including security of its trade secrets and the processes etc.

The terms and conditions of the said appointment and/or agreement may be altered or varied from time to time mutually by the Company and the Managing Director subject to the provisions of the Companies Act, 2013 or any amendment thereof and with the approval of the Shareholders and/or Central Government, whenever required.

Except Sri Vinay Kumar Agarwal & Smt Suman Agarwal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

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Website : www.twfil.com

CIN : L72300WB1989PLC046886

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip at the venue of the meeting

Registered Folio No./DP ID/Client ID :

No. of Shares held :

I certify that I am a Member/Proxy for the Member of the Company.

I hereby record my presence at the 28th Annual General Meeting of the company held on Thursday, 20th September 2018 at 03:00 PM at 601 Ambuja Neotia Ecocentre, EM-4, EM Block, Sector V, Kolkata – 700 091

Name of the Member/Proxy
(in BLOCK letters)

Signature of the Member/Proxy

Tear Here

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PROXY FORM

Name of Member(s).....Folio No/Client Id*.....

Registered address :..... DP ID*.....

E-mail Id:.....

*Applicable for Members holding shares in electronic form.

I/We, being the Member(s) of Shares of the above named, hereby appoint:

Name :

Address :

E-mail ID:..... Signature:..... or falling him/her

Name :

Address :

E-mail ID:..... Signature:..... or falling him/her

Name :

Address :

E-mail ID:..... Signature:..... or falling him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company held on Thursday, 20th September 2018 at 03:00 PM at 601 Ambuja Neotia Ecocentre, EM-4, EM Block, Sector V, Kolkata – 700 091 and at any adjournment thereof in respect of such resolutions as indicated below :-

ORDINARY BUSINESS

Adoption of Statement of Profit & Loss, Balance sheet, Report of Directors and Auditors for the year ended March 31, 2018.

Re-appointment of Mrs. Suman Agarwal as director of the company

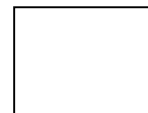
Ratify appointment of M/s M L Kansal & Co, Chartered Accountants as Statutory Auditors

Ratify appointment of Vinay Kumar Agarwal as Managing Director of the Company

.....day of2018

Member

Signature of Proxy Holders



(ANNEXURE TO THE NOTICE FOR THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 20TH SEPTEMBER 2018)

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on 20th September 2018 at 3.00 PM at 601 Ambuja Neotia Ecocentre, EM-4 EM Block, Sector V, Kolkata – 700 091 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
180820045		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
17 th September 2018 at 10:00 A.M. (IST)	19 th September 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned Notice of the AGM before exercising your vote.

Place : Kolkata
Date : 2nd day of August, 2018

By Order of the Board
for, Thirdwave Financial Intermediaries Ltd.
Suman Agarwal
Director &
Compliance Officer
(DIN-06955583)

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report