Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

Form language

(●) English ( ) Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN): U65923HR1980PTC069400

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY): 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY): 31/03/2025

(c) *Type of Annual filing: (●) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years:

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	INDIFI CAPITAL PRIVATE LIMITED	INDIFI CAPITAL PRIVATE LIMITED
Registered office address	Plot 19 Ground Floor Block C Sewa,Tower Sector 18 Phase 4 Udyog Vihar,Palam Road,Palam Road,Gurgaon,Haryana,India,122015	Plot 19 Ground Floor Block C Sewa,Tower Sector 18 Phase 4 Udyog Vihar,Palam Road,Palam Road,Gurgaon,Haryana,India,122015
Latitude details	28.492021	28.492021
Longitude details	77.077745	77.077745

(a) *Photograph of the registered office of the Company showing external building and name prominently visible: Photographs_Indifi Capital.pdf

(b) *Permanent Account Number (PAN) of the company: AA******7M

(c) *e-mail ID of the company: *****tarial@indifi.com

(d) *Telephone number with STD code: 91********70

(e) Website | www.indificapital.com

iv *Date of Incorporation (DD/MM/YYYY) | 27/10/1980

v (a) *Class of Company (as on the financial year end date) | Private company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

vi *Whether company is having share capital (as on the financial year end date) ◉ Yes ○ No

vii (a) Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held ◉ Yes ○ No

(b) If yes, date of AGM (DD/MM/YYYY) | 13/08/2025

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2025

(d) Whether any extension for AGM granted ○ Yes ◉ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities: 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	66	Other financial activities	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given: 1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	U74140HR2015PTC055588		INDIFI TECHNOLOGIES PRIVATE LIMITED	Holding	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	25605086.00	18552408.00	18552408.00	18552408.00
Total amount of equity shares (in rupees)	256050860.00	185524080.00	185524080.00	185524080.00

Number of classes: 1

Class of shares Equity Shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	25605086	18552408	18552408	18552408
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	256050860.00	185524080.00	185524080	185524080

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes: 0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) **Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	16839803	16839803.00	168398030	168398030	
Increase during the year	0.00	1712605.00	1712605.00	17126050.00	17126050.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	1712605	1712605.00	17126050	17126050	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00		0	
At the end of the year	0.00	18552408.00	18552408.00	185524080.00	185524080.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify NA	0	0	0.00		0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☑ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes: 1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Secured, Rated, Unlisted, Redeemable, Non-Converti	4060	496223	2014665380.00
Total	4060.00	496223.00	2014665380.00

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Secured, Rated, Unlisted, Redeemable, Non-Converti	515000000	1960000000	460333334	2014666666.00
Total	515000000.00	1960000000.00	460333334.00	2014666666.00

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	515000000.00	1960000000.00	460333334.00	2014666666.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	515000000.00	1960000000.00	460333334.00	2014666666.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover | 3322578715.99

ii * Net worth of the Company | 3614543297

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	1	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	18552407	100.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	18552408.00	100	0.00	0

Total number of shareholders (promoters) 2

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters) 0

Total number of shareholders (Promoters + Public/Other than promoters) 2.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	**Category**	
1	Individual - Female	0
2	Individual - Male	1
3	Individual - Transgender	0
4	Other than individuals	1
	Total	2.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	**Address**	**Date of Incorporation**	**Country of Incorporation**	**Number of shares held**	**% of shares held**

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of Promoters, Members (other than promoters), Debenture holders]

Details	**At the beginning of the year**	**At the end of the year**
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	6	27

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	2	0	1	1	0	0
B Non-Promoter	0	1	0	3	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	1	0	3	0	0
C Nominee Directors representing	0	3	0	3	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	3	0	3	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	2	4	1	7	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 11

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ALOK MITTAL	01290103	Managing Director	1	
SIDDHARTH MAHANOT	07182888	Director	0	
BADRI PILLAPAKKAM BAHUKUTUMBI	00272372	Nominee Director	0	
GAURAV MALHOTRA	07640504	Nominee Director	0	14/07/2025
NIKHIL MOHTA	00932030	Nominee Director	0	

VINAY BAIJAL .	07516339	Director	0	
VIKRAMADITYA SINGH KHICHI	08317894	Director	0	
TABASSUM ABDULLA INAMDAR	07637013	Director	0	
PRIYANKA SETH WADHERA	ANIPS3863J	CFO	0	30/04/2025
KESHAV LAHOTI	AIOPL2723K	Company Secretary	0	26/08/2025
SANGRAM SINGH	AUWPS3613D	CEO	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
VIKRAMADITYA SINGH KHICHI	08317894	Director	19/07/2024	Appointment
SIDDHARTH MAHANOT	07182888	Director	01/10/2024	Change in designation
SANGRAM SINGH	AUWPS3613D	CEO	01/10/2024	Appointment
VINAY BAIJAL .	07516339	Director	02/04/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held 2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	26/09/2024	2	2	100
Annual General Meetingg	29/08/2024	2	2	100

B BOARD MEETINGS

*Number of meetings held 9

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/06/2024	7	7	100
2	19/07/2024	7	4	57.14
3	06/08/2024	8	7	87.5
4	23/09/2024	8	7	87.5
5	21/11/2024	8	7	87.5
6	05/02/2025	8	8	100
7	20/02/2025	8	5	62.5
8	19/03/2025	8	5	62.5
9	28/03/2025	8	8	100

C COMMITTEE MEETINGS

Number of meetings held 15

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	04/06/2024	4	4	100
2	Audit Committee	05/08/2024	4	3	75
3	Audit Committee	20/11/2024	6	6	100
4	Audit Committee	04/02/2025	6	6	100
5	Nomination and Remuneration Committee	19/07/2024	4	2	50
6	Nomination and Remuneration Committee	28/10/2024	4	4	100

7	Credit and Risk Committee	04/06/2024	6	4	66.67
8	Credit and Risk Committee	05/08/2024	6	5	83.33
9	Credit and Risk Committee	20/11/2024	8	8	100
10	Credit and Risk Committee	04/02/2025	8	7	87.5
11	IT Strategy Committee	25/06/2024	4	4	100
12	IT Strategy Committee	19/09/2024	4	4	100
13	IT Strategy Committee	18/12/2024	4	4	100
14	IT Strategy Committee	03/02/2025	4	4	100
15	IT Strategy Committee	27/03/2025	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	**Name of the Director**	**Board Meetings**			**Committee Meetings**			**Whether attended AGM held on**
		Number of Meetings which director was entitled to attend	**Number of Meetings attended**	**% of attendance**	**Number of Meetings which director was entitled to attend**	**Number of Meetings attended**	**% of attendance**	13/08/2025 (Y/N/NA)
1	ALOK MITTAL	9	8	88	13	13	100	Yes
2	SIDDHARTH MAHANOT	9	7	77	6	5	83	No
3	BADRI PILLAPAKKAM BAHUKUTUMBI	9	6	66	13	9	69	No
4	GAURAV MALHOTRA	9	8	88	4	3	75	No
5	NIKHIL MOHTA	9	8	88	8	8	100	No
6	VINAY BAIJAL .	9	7	77	11	11	100	No
7	VIKRAMADITYA SINGH KHICHI	7	6	85	0	0	0	No
8	TABASSUM ABDULLA INAMDAR	9	8	88	8	8	100	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Alok Mittal	Managing Director	8220616	0	0	0	8220616.00
2	Siddharth Mahanot	Whole-time director	5785410	0	0	0	5785410.00
	Total		14006026.00	0.00	0.00	0.00	14006026.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

C *Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Siddharth Mahanot	Director	0	0	0	600000	600000.00
	Total		0.00	0.00	0.00	600000.00	600000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

◉ Yes ○ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☑ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder: 2

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any: MGT-8 Indifi Capital 2025 (1).pdf
List of shareholders as on March 31, 2025_Signed.pdf
Clarification Letter_MGT-7_Indifi Capital.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of INDIFI CAPITAL PRIVATE LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

NITIN GUPTA Digitally signed by NITIN GUPTA Date: 2025.10.10 15:50:51 +05'30'

Name	NITIN GUPTA
Date (DD/MM/YYYY)	10/10/2025
Place	DELHI

Whether associate or fellow:

○ Associate ◉ Fellow

Certificate of practice number	1*0*7

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person	APJPG7510D
*(b) Name of the Designated Person	SAKSHI GOEL SINGLA

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 10 dated* (DD/MM/YYYY) 23/09/2024 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:
1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

Alok Mittal Digitally signed by Alok Mittal Date: 2025.10.10 14:55:56 +05'30'

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*2*0*0*

***To be digitally signed by**

SAKSHI GOEL SINGLA
Digitally signed by SAKSHI GOEL SINGLA
Date: 2025.10.10 15:07:36 +05'30'

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

○ Associate ◉ Fellow

Membership number	1*4*5
Certificate of practice number	

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)	AB8063053
eForm filing date (DD/MM/YYYY)	10/10/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company


indifi
indifi
GPS Map Camera
Gurugram, Haryana, India
19, Phase-4, Maruti Udyog, Sector 18, Ground Floor, Gurugram,
Haryana 122015, India
Lat 28.491997° Long 77.078045°
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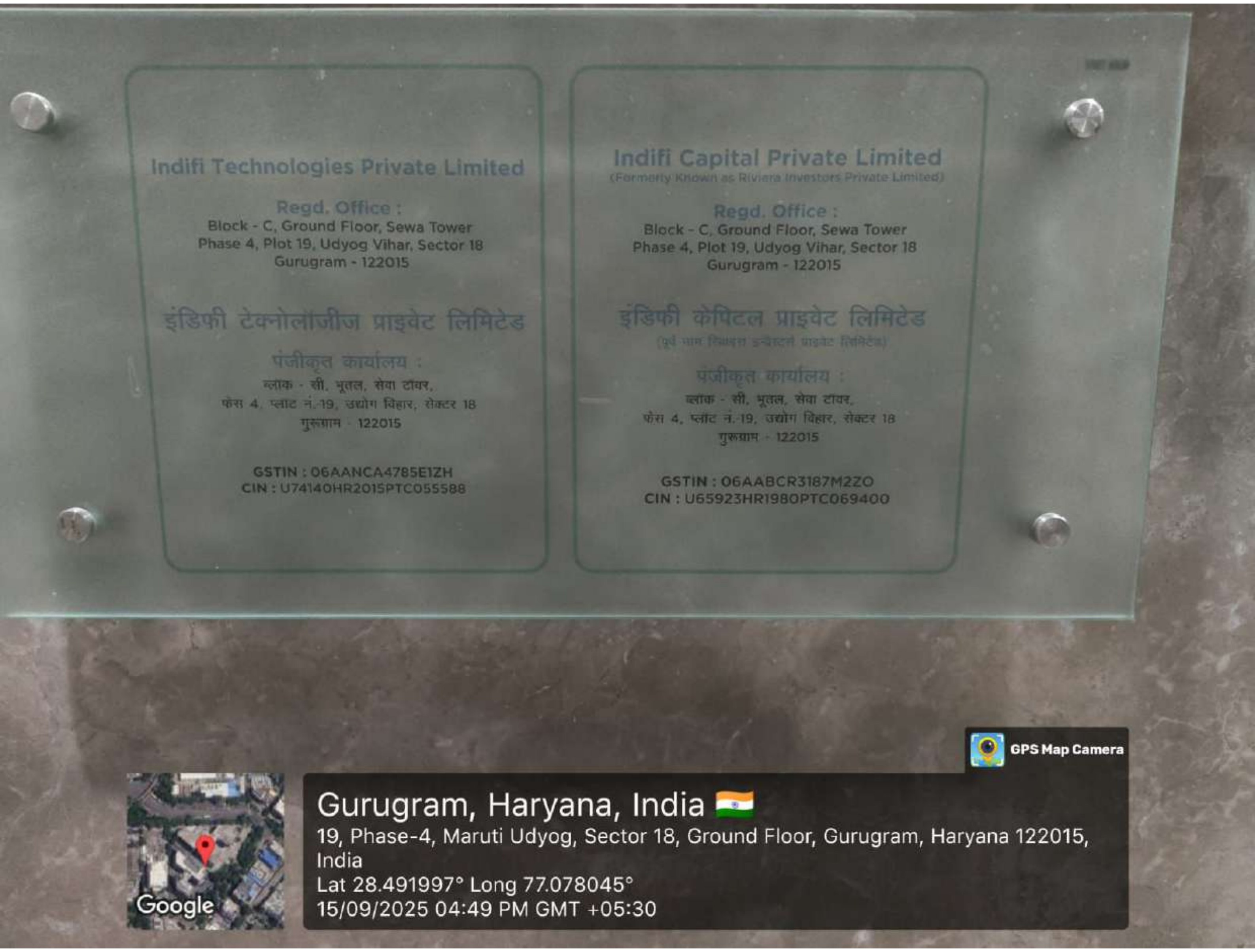
Indifi Technologies Private Limited
Regd. Office :
Block - C, Ground Floor, Sewa Tower
Phase 4, Plot 19, Udyog Vihar, Sector 18
Gurugram - 122015
इंडिफी टेक्नोलॉजीज प्राइवेट लिमिटेड
पंजीकृत कार्यालय :
ब्लॉक - सी, भूतल, सेवा टॉवर,
फेस 4, प्लॉट नं.-19, उद्योग विहार, सेक्टर 18
गुरुग्राम - 122015
GSTIN : 06AANCA4785E1ZH
CIN : U74140HR2015PTC055588
Indifi Capital Private Limited
(Formerly Known as Riviera Investors Private Limited)
Regd. Office :
Block - C, Ground Floor, Sewa Tower
Phase 4, Plot 19, Udyog Vihar, Sector 18
Gurugram - 122015
इंडिफी केपिटल प्राइवेट लिमिटेड
पंजीकृत कार्यालय :
ब्लॉक - सी, भूतल, सेवा टॉवर,
फेस 4, प्लॉट नं.-19, उद्योग विहार, सेक्टर 18
गुरुग्राम - 122015
GSTIN : 06AABCR3187M2ZO
CIN : U65923HR1980PTC069400
GPS Map Camera
Google
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Payments Bank
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SREI
TRAVEL UNRAVEL
Dedha India
HR Solutions Pvt. Ltd.
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12/09/2025 04:21 PM GMT +05:30

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **INDIFI CAPITAL PRIVATE LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act: the Company was a Private Limited Company as per its Articles of Association during the period under review.

2. maintenance of registers/records & making entries therein within the time prescribed therefor: Complied

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time: Complied

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed: Complied

5. closure of Register of Members / Security holders, as the case may be: NA

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act: None

7. contracts/arrangements with related parties as specified in section 188 of the Act: As per notes to the Balance Sheet

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances: Complied

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act: None

NITIN GUPTA
C.P. No.
14087
New Delhi
COMPANY SECRETARY

Address: A-177, Ground Floor, A Block, Sector-15, Noida, Uttar Pradesh-201301
Mobile: +91 783 883 6544, Email: csguptanitin@gmail.com

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act: None

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof: Duly Complied

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them: Complied

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act: Complied

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act: None

15. acceptance/ renewal/ repayment of deposits: None

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable: As per notes to the Balance Sheet

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act : As per notes to the Balance Sheet

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company: None

NITIN GUPTA
C.P. No.
14087
New Delhi
COMPANY SECRETARY

Place: New Delhi
Date: 15-09-2025
UDIN: F012404G001248751

NITIN GUPTA
Company Secretary in practice
Mem. No.: F12404 C.P. No.: 14087
Peer review certificate no.: 2293/2022

October 09, 2025

To,
The Registrar of Companies
NCT of Delhi & Haryana,
4th Floor, IFCI Tower,
61, Nehru Place,
New Delhi-110019, India

Subject: Clarification with regard to form MGT-7 of Indifi Capital Private Limited for the Financial Year 2024-25.

Respected Sir/Madam,

In reference to the captioned subject, we would like to clarify that:

1) For Field IV (iv) –Debentures (Outstanding as at the end of financial year)

The non-convertible debentures of the Company have different face values. However, in the said field of the form only single face value is allowed to be entered. Accordingly, in order to fill the information in the said filed, total figure of the issuance of debentures are mentioned. The details of non-convertible debentures of the Company as on 31st March 2025 are mentioned below for clarification:

Classes of Non-Convertible Debentures	No of units	Nominal value per unit (Rs.)	Total value (Rs.)
Secured, Rated, Unlisted, Redeemable, Non-Convertible Debentures	1900	70,000	13,30,00,000
	200	5,00,000	10,00,00,000
	350	8,00,000	28,00,00,000
	150	7,77,778	11,66,66,666
	300	7,50,000	22,50,00,000
	1160	10,00,000	1,16,00,00,000
TOTAL	**4,060**	**38,97,778**	**2,01,46,66,666**

2) Designated person responsible for furnishing and extending Co-operation for providing information to the Registrar or any other officer with respect to beneficial interest in the shares of the Company.

Ms. Sakshi Goel Singla, Company Secretary of the Company with effect from 25th September 2025, has been authorized as Designated Person pursuant to Companies (Management and Administration) Second Amendment Rules, 2023.

3) With respect to transfer of Debentures during FY 2024-25

The debentures of the Company are in dematerialised mode and accordingly, demat transfer details have not been attached herewith.

4) For Field X- **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Siddharth was whole time Director till 30.09.2024 and his designation was changed from whole time Director to Non-Executive Director w.e.f. 01.10.2024. Therefore, remuneration paid to him till 30.09.2024 have been accordingly disclosed in X(A) and professional fee paid to him is shown under X(C).

5. **In reference to Point IX (B) of the Board Meeting, held on July 19, 2024**-We would like to clarify that the total number of directors as of that date was 7 Directors. It has come to our attention that a typographical error occurred in the Board Report, which misstated the figure as 8 Directors. We sincerely apologize for the oversight and confirm that the correct number of directors on July 19, 2024 meeting was 7 Directors.

We request your good office to take the same on record.

Yours faithfully,
For Indifi Capital Private Limited (formerly known as Riviera Investors Private Limited)

Sakshi Goel Singla
Company Secretary

INDIFI CAPITAL PRIVATE LIMITED

LIST OF SHAREHOLDERS AS ON MARCH 31, 2025

S. No.	Name, Father's / Husband's Name & Address of the Shareholder	No. of Shares	Shareholding in Percentage (%)
1.	Indifi Technologies Private Limited N.A. Add: Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015	18,55,24,07	99.999
2.	Mr. Alok Mittal (Nominee Shareholder) S/O- Mr. Satish Chander Mittal Add: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon, Haryana-122001	1	0.001
Total		**18,55,24,08**	**100**

Certified True Copy

For Indifi Capital Private Limited
(Formerly known as *Riviera Investors Private Limited*)

Sangram Singh
Digitally signed by Sangram Singh
Date: 2025.04.04 12:41:14 +05'30'

Sangram Singh
Chief Executive Officer