

RIVIERA INVESTORS PRIVATE LIMITED

Regd. Office: C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon- 122001

CIN : U65923HR1980PTC069400, Email ID : smahanot@indifi.com

NOTICE OF THE FORTY SECOND (42ND) ANNUAL GENERAL MEETING

NOTICE is hereby given that the forty Second (42nd) Annual General Meeting of the Members of Riviera Investors Private Limited will be held on July 9, 2022 at 12:00 PM IST Registered office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon- 122001.

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors & Auditors thereon.**

SPECIAL BUSINESS:

- 2. To approve the appointment of Ms. Tabassum Inamdar as an Non-Executive & Independent Director on the Board of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to the provisions of the Articles of Association of the Company (including any statutory modifications or re-enactment thereof for the time being in force) who was appointed as an additional non-executive independent director of the Company with effect from 24th May, 2022 by the Board of Directors (“Board”) to hold office up to the date of this annual general meeting and who has submitted a declaration that she meets the criteria of Independence as provided in the Act, and rules made thereunder, the consent of the members be and is hereby accorded for the appointment of Ms. Tabassum Inamdar having DIN: 07637013 as an Non-executive & Independent Director of the Company to hold office for five consecutive years w.e.f. 24th May, 2022 to 23rd May, 2027 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, Mr. Alok Mittal, Director, Mr. Siddharth Mahanot, Whole time Director and Ms. Vinita Udhani, Company Secretary of the Company be and are hereby jointly and/ or severally authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company, including, but not limited to, filing of the necessary forms, returns and documents with the competent authorities including the Registrar of Companies as may be required and to do such other acts, deeds, things and matters as may be required, necessary, expedient or desirable in connection with or incidental or ancillary to the above matter on behalf of the Company.”

- 3. To approve issuance of non-convertible debentures (“NCDs”), on a private placement basis, upto a limit of INR 200 crores (Indian Rupees Two Hundred Crores only).**

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

"**RESOLVED THAT** in suppression of earlier resolution passed by the Members of the Company at the Extraordinary General Meeting held on August 28, 2021 and pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any modification, amendment, substitution or re-enactment thereof, for the time being in force and the provisions of the memorandum of association and the articles of association of the Company, the approval and consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company ("**Board**") to issue, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (as may be determined)) ("**NCDs**"), on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution and on such terms and conditions as may be decided by the Board, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed **INR 200 Crores** (Indian Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such NCDs, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

For Riviera Investors Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Date: June 17, 2022
Place: Gurgaon

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NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him \ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. The Proxy Form for the AGM is enclosed.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the AGM.
5. The register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
6. All documents referred to in the accompanying Notice and the Statement annexed to Notice will be available for inspection at the Company’s Corporate office during normal business hours on all working days up to the date of AGM.
7. The route map showing directions to reach the venue of the AGM is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

The Board of Directors (“Board”) approved the appointment of Ms. Tabassum Abdulla Inamdar as an Additional Director (Non-Executive & Independent) on the Board of the Company on 24th May, 2022 to hold the office till the conclusion of this Annual General Meeting (“AGM”) and pursuant to the terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act, Ms. Tabassum Abdulla Inamdar, being eligible for appointment as an Independent Director and offering herself for appointment, it is proposed to be appointed as an Independent Director for a term of five consecutive years w.e.f. 24th May, 2022 to 23rd May, 2027. The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

Brief particulars about Ms. Tabassum Abdulla Inamdar are mentioned below:

Date of Birth & Age	18 th August, 1966 & 55 years
Qualification	Chartered Accountant
Experience	More than 25 years of experience. Ms. Tabassum Abdulla Inamdar is a long-time analyst of the banking and financial sector in India and Asia, and a more recent researcher of the impact sector.
Date of first appointment on the Board	24 th May, 2022
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company	No relationship with other Directors, Manager and Other Key Managerial Personnel (“KMP”).
The number of Meetings of the Board attended during the year	Not Applicable
Other Directorships, Membership /Chairmanship of Committees of other Boards	Other Directorships: a. Franklin Templeton Asset Management (India) Private Limited b. Indifi Technologies Private Limited Membership /Chairmanship of Committees of Franklin Templeton Asset Management (India) Private Limited: a. Audit Committee b. Risk Management Committee
Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Ms. Tabassum Abdulla Inamdar shall perform its duties in line with the Code for Independent Director in Schedule IV of the Companies Act, 2013 and as agreed between Ms.

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	Tabassum Abdulla and the Board.
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

Ms. Tabassum Abdulla Inamdar is not related to any other Director and KMP of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail of her expertise as an Independent Director of the Company and recommends the ordinary resolution as set out in Item No.2 of the Notice for approval of the shareholders.

None of the Directors, Manager, KMP or their respective relatives, are in any way concerned or interested financially or otherwise in said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for approval of the shareholders as an ordinary resolution.

Item No. 3

The members are hereby informed that Company proposes to pass this resolution in suppression of earlier resolution passed by the Members of the Company at the Extraordinary General Meeting held on August 28, 2021. Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a Company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

In order to augment resources for on-lending by the Company, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc. the Company may invite subscription for secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board of Directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the
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	<p>offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	<p>Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).</p>
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.</p>
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.</p>
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART	<p>The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.</p>

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OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	
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Accordingly, consent of the Members is sought in connection with the issuance of NCDs by the Company from time to time and they are requested to authorise the Board to issue such NCDs during the year on private placement basis up to INR 200 Crores (Indian Rupees Two Hundred Crores) as stipulated above, in one or more tranches.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

The Board recommends the passing of the resolution as special resolution.

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ATTENDANCE SLIP

Name of Shareholder:

Address of Shareholder:

Regd. Folio No:

No. of shares held:

I hereby record my presence at the 42nd Annual General Meeting of the Company on July 9, 2022 at 12:00 PM IST Registered office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon- 122001.

Member's/Proxy's name & Signature

Note

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.

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Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U65923HR1980PTC069400
Name of the company:	Riviera Investors Private Limited
Registered office:	C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) holder of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him/her

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

or failing him/her

3.	Name:	
	Address:	

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E-mail Id:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held July 9, 2022 at 12:00 PM IST Registered office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022, the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Board of Directors & Auditors thereon.		
2.	To approve the appointment of Ms. Tabassum Inamdar as an Non-Executive & Independent Director on the Board of the Company.		
3.	To approve issuance of non-convertible debentures ("NCDs"), on a private placement basis, upto a limit of INR 200 crores (Indian Rupees Two Hundred Crores only).		

Signed this..... day of..... 2022

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note:

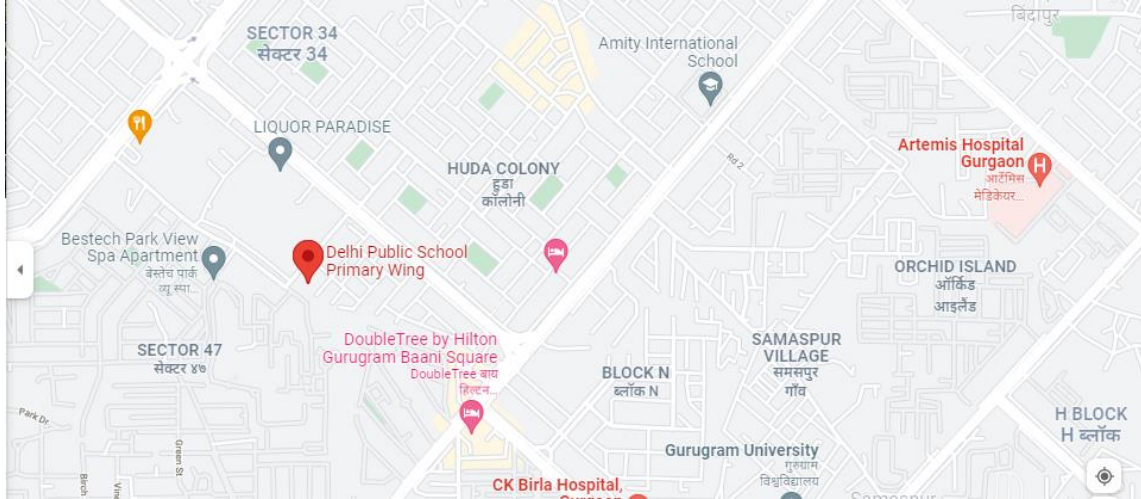
1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more 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 a proxy. However, such person shall not act as proxy for any other shareholders.

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Route Map



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