

**NOTICE OF THE FORTY FORTH (44<sup>th</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the forty forth (44<sup>th</sup>) Annual General Meeting of the Members of Indifi Capital Private Limited (formerly known as *Riviera Investors Private Limited*) (“**the Company**”) will be held on Thursday, 29<sup>th</sup> day of August 2024 at 03:00 P.M. (IST) through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”) to transact the following matters:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2024, and the Reports of the Board of Directors & Auditors thereon.**

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

“**RESOLVED THAT** the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

**SPECIAL BUSINESS:**

- 2. Appointment of Mr. Vikramaditya Singh Khichi (DIN: 08317894) as a 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 a **Special 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, and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Vikramaditya Singh Khichi (DIN: 08317894), who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from July 19, 2024, and who holds office till the conclusion of this Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term 5 (five) consecutive years commencing from the date of Board’s approval i.e. July 19, 2024.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole-time Director, Ms. Priyanka Seth Wadhwa, Chief Financial Officer or Mr. Keshav Lahoti, 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. Approval of payment of remuneration to Mr. Alok Mittal, Managing Director (“MD”) of the Company.**

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

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“**RESOLVED THAT** pursuant to the applicable of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of resolution passed in this regard maintaining all other existing terms and conditions of appointment remain unchanged, and based on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded to approve the remuneration of Mr. Alok Mittal, Managing Director (MD) of the Company with effect from August 01, 2024, amounting to Rs. 1,31,18,000/- (Indian Rupees One Crore Thirty-One Lakh Eighteen Thousand only) per annum as fixed salary apart from performance linked variable pay of INR 26,87,000/- (Indian Rupees Twenty-Six Lakh Eighty-Seven Thousand only) which may vary based on evaluation parameters or performance assessments conducted by the Nomination and Remuneration Committee or the Board.”

**RESOLVED FURTHER THAT** the Executive Directors, Chief Financial Officer and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and necessary to carry out the aforesaid resolution.”

*By Order of the Board of Directors*

**Indifi Capital Private Limited (Formerly Riviera Investors Private Limited)**

**Keshav Lahoti**  
Company Secretary

**Date: August 07, 2024**

**Place: Gurugram**

**Indifi Capital Private Limited**

(formerly known as Riviera Investors Private Limited)

Regd. Off.: Block C, Ground Floor, Sewa Tower, Plot 19, Phase 4, Sector 18, Udyog Vihar,  
Gurugram, Haryana-122015, India

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CIN: U65923HR1980PTC069400

**NOTES:**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (‘MCA Circulars’) has permitted holding of the annual general meeting (‘AGM’) through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the ‘Act’) and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as ‘e-AGM’.
2. The deemed venue for 44<sup>th</sup> AGM shall be the registered office of the Company at Plot-19, Ground Floor, Block C, Sewa Tower, Sector-18, Phase-4, Udyog Vihar, Gurugram, Haryana-122015, India.
3. ***A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll on his/her behalf and the proxy need not be a member of the Company.*** Since this AGM is being held through VC / OAVM in line with MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 2 of the Notice is annexed hereto.
6. A Corporate member intending its authorized representatives to attend the Meeting in term of Section 113 of the Companies Act, 2013 is requested to send a certified copy of the Board resolution / authorization letter at [secretarial@indifi.com](mailto:secretarial@indifi.com).
7. All the records, registers and documents which are required to be made available for inspection at the meeting will be available for inspection in electronic mode. Further, all documents referred to in the accompanying notice shall be available for inspection in electronic form during normal business hours on all working days (Monday to Friday) up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to [secretarial@indifi.com](mailto:secretarial@indifi.com).
8. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP).
9. The resolutions in the meeting will be passed by show of hands. Members who are present in a meeting through video conferencing facility can cast their vote at the AGM. Members are requested to keep their Video ON at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a Poll is demanded on any item, Members shall convey their Vote by sending e- mail through their registered email addresses to [secretarial@indifi.com](mailto:secretarial@indifi.com).
10. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. Additionally, please note that the vote cast through email shall be considered invalid if:
  - a) it is not possible to determine without any doubt the assent or dissent of the member; and/or
  - b) a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
  - c) the member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.

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11. Members can raise questions during the meeting or in advance by sending email to [secretarial@indifi.com](mailto:secretarial@indifi.com). However, it is requested to raise the queries precisely at the time of the meeting to enable the answer same. The same will be replied by the Company suitably.
12. In compliance with the MCA Circular, Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
13. Members who have not registered their email addresses so far are requested to register their email addresses for receiving all communication including Notices and circulars etc. from the Company electronically by sending email to [secretarial@indifi.com](mailto:secretarial@indifi.com).
14. The members are requested to give their consent to hold the Annual General Meeting at shorter notice.
15. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. **Instructions for Members for attending the AGM through VC/ OAVM are as follows:**
  - a) Members may access directly through the browser by clicking on the following link:  
Meeting URL-<https://zoom.us/j/4532151729?pwd=RExFAQXNRTm5XVlhVSUR0bWxIQWIUT09>  
Meeting ID: 453 215 1729  
Passcode: 346780
  - b) Facility of joining the AGM through VC/OAVM shall be open 10 (Ten) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 10 (Ten) minutes after the scheduled time.
  - c) Participants/ members are requested to join the meeting at least 15 minutes in advance to complete all testing and logistic issues.
  - d) Please ensure the WIFI is up and running with good speed during the whole duration of the meeting for enable you to participate efficiently.
  - e) In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest. (For e.g. Amber joined)
  - f) At the start of the Meeting, Members are required to keep video ON so that the Company Secretary can complete the roll call.
  - g) Please ensure that no person other than the invited participants has access to this e-meeting.
  - h) The Company Secretary will undertake a roll call to seek a confirmation on the presence of all the Members/ Invitees/ Directors.
  - i) The entire proceedings of the meeting will be recorded.
18. If you need any assistance before or during the meeting, you can send email at [secretarial@indifi.com](mailto:secretarial@indifi.com).

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**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 2: Appointment of Mr. Vikramaditya Singh Khichi (DIN: 08317894) as a Non-Executive Independent Director on the Board of the Company.**

Based on the recommendation of the Nomination and Remuneration Committee dated July 19, 2024 and approval of the Board of Directors (“Board”) dated July 19, 2024 and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act, 2024, Mr. Vikramaditya Singh Khichi, who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors with effect from July 19, 2024, and who holds office till the conclusion of this Annual General Meeting (AGM) in terms of Section 161 of the Companies Act, 2013, is proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term 5 (five) consecutive years commencing from date of Board’s approval i.e. July 19, 2024.

In terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act, the appointment of Independent Directors requires the approval of shareholders.

The Company has received a declaration from him stating that he 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, he fulfils the conditions specified in the Companies Act, 2013 for his appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The proposed Independent Director has significant professional expertise and rich experience across a wide spectrum of functional areas and hence the Board considered that his association with the Company would be of immense benefit to the Company.

Brief particulars about Mr. Vikramaditya Singh Khichi are mentioned below:

<b>Date of Birth</b>	July 24, 1962
<b>Qualification</b>	B.Sc, MBA (Finance & Marketing)
<b>Experience</b>	He is well known figure in the Banking industry, having served as an Executive Director at Bank of Baroda, one of the largest Banks in India. As a Whole time Director, he was involved in all policy decisions and helmed several key portfolios in the Bank.  He regularly interacted with concerned Ministries, Govt. of India, regulators & the media on various banking issues.
<b>Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	He shall perform his duties in line with the Code for Independent Director in Schedule IV of the Companies Act, 2013 and as agreed between him and the Board.
<b>Date of first appointment on the Board</b>	From the conclusion of the 44 <sup>th</sup> AGM
<b>Shareholding in the company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company</b>	No relationship with other Directors, Manager and Other Key Managerial Personnel (“KMP”).
<b>The number of Meetings of the Board attended during the year</b>	Not Applicable
<b>Other Directorships, Membership /Chairmanship of Committees of other Boards</b>	Following are the memberships of other Boards:  1.Gujarat State Financial Services Limited

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Mr. Vikramaditya Singh Khichi is not related to any other Director or KMP of the Company.

The Board of Directors recommend the Special 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.

### **Item No. 3: Approval of payment of remuneration to Mr. Alok Mittal, Managing Director (“MD”) of the Company.**

The Board of Directors vide resolution passed by the Board dated 27<sup>th</sup> July 2022 approved the appointment of Mr. Alok Mittal as Managing Director of the Company for a period of three years w.e.f. July 27, 2022, on remuneration and terms of employment of Indifi Technologies Private Limited, holding Company.

The proposal is hereby placed before the members to approve the payment of remuneration from the Company.

Based on the recommendation of the Board of the Directors at the meeting held on August 06, 2024, members are requested to approval remuneration payable to Mr. Alok Mittal as Managing Director of the Company effective from August 1, 2024.

Brief particulars about Mr. Alok Mittal are mentioned below:

<b>Date of Birth</b>	May 16, 1972
<b>Qualification</b>	Computer science graduate from IIT Delhi and completed his MS and Management of Technology Programs from UC Berkeley.
<b>Experience</b>	Mr. Alok Mittal is a successful first-generation entrepreneur based in India. He is also a founding member of Indian Angel Network, which is a forum for making angel investments.  He last led Indian Operations of Canaan Partners, a premier US based venture capital firm. Earlier, he co-founded JobsAhead.com in 1999. JobsAhead.com is the leading e-recruitment business focused on the Indian Market and was acquired by Monster.com.  Before founding JobsAhead.com, he worked at Hughes software in Telecom and internet technologies.
<b>Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	<b>Remuneration last drawn:</b> Not Applicable <b>Remuneration sought to be paid:</b> Rs. 1,31,18,000/- (Indian Rupees One Crore Thirty-One Lakh Eighteen Thousand only) per annum as fixed salary apart from performance linked variable pay of INR 26,87,000/- (Indian Rupees Twenty-Six Lakh Eighty-Seven Thousand only) which may vary based on evaluation parameters or performance assessments conducted by the Nomination and Remuneration Committee or the Board.
<b>Date of first appointment on the Board</b>	September 07, 2016
<b>Shareholding in the company</b>	1 (one) equity share held as a nominee of Indifi Technologies Private Limited
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company</b>	No relationship with other Directors, Manager and Other Key Managerial Personnel (“KMP”).
<b>The number of Meetings of the Board attended during the year</b>	2 (Two) board meetings.

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<b>Other Directorships, Membership /Chairmanship of Committees of other Boards</b>	Following are the memberships of other Boards: 1. Indifi Technologies Private Limited 2. Indian Angel Network Services Private Limited 3. Digital Lenders Association of India 4. Intellifi Technologies Private Limited 5. IIT Delhi Endowment Management Foundation
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Mr. Alok Mittal is not related to any other Director or KMP of the Company.

The Board of Directors recommend the Special resolution as set out in Item No. 3 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.

*By Order of the Board of Directors*

**Indifi Capital Private Limited (Formerly Riviera Investors Private Limited)**

**Keshav Lahoti**  
Company Secretary

**Date: August 07, 2024**

**Place: Gurugram**

**Indifi Capital Private Limited**

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