

**NOTICE OF THE FORTY FIFTH (45<sup>th</sup>) ANNUAL GENERAL MEETING**

Notice is hereby given that the forty fifth (45<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 at a shorter notice on Wednesday, 13<sup>th</sup> day of August 2025 at 11:30 A.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 2025, 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 2025 and the Reports of the Board of Directors and Auditors thereon as laid before this meeting, be and are hereby considered and adopted.”

2. **To approve the re-appointment of M/s Agiwal and Associates, Chartered Accountants, as the Statutory Auditors 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 applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, as amended from time to time (including any statutory modifications, amendments thereto or re-enactment thereof for the time being in force), and applicable regulations issued by the Reserve Bank of India and pursuant to the recommendation made by the Audit Committee and the Board of Directors of the Company, M/s Agiwal & Associates, Chartered Accountants, (Firm Registration Number: 000181N) be and are hereby re-appointed as the Statutory Auditor of the Company to hold office for a period of two years from the conclusion of 45<sup>th</sup> Annual General Meeting until the conclusion of 47<sup>th</sup> Annual General Meeting to be held for FY 2026-27 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors..

**RESOLVED FURTHER THAT** any of the Executive Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and is hereby severally authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution including issuance of certified true copy of the above resolution to all concerned.”

*By Order of the Board of Directors*

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

**Keshav Lahoti**  
Company Secretary

**Date: August 01, 2025**

**Place: Gurugram**

**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 45<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.
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=RExFAQXNRTm5XVlhVSUR0bWxlQWIIUT09>  
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) Members are required to keep video ON.
  - g) Please ensure that no person other than the invited participants has access to this e-meeting.
  - h) 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).

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

**Item No. 2: To approve the re-appointment of M/s Agiwal and Associates, Chartered Accountants, as the Statutory Auditors of the Company.**

Pursuant to the applicable provisions of the Companies Act, 2013 and Reserve Bank of India ("RBI") Notification RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 ('Notification') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("Statutory Auditors") of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines"), M/s Agiwal & Associates, Chartered Accountants, (Firm Registration Number: 000181N), the Statutory Auditor of the Company was appointed with effect from September 24, 2024 for the FY 2024-25 to fill up the casual vacancy caused due to resignation of M/s Mercurius & Associates LLP and shall hold office until the conclusion of the ensuing Annual General Meeting (AGM).

The Board of Directors at its meeting held on June 24, 2025, had recommended the re-appointment of M/s Agiwal & Associates, Chartered Accountants, (Firm Registration Number: 000181N) as the Statutory Auditor of the Company for approval of the members. The proposed Statutory Auditors shall hold office for a period of two years from the conclusion of the 45<sup>th</sup> Annual General Meeting till the conclusion of 47<sup>th</sup> Annual General Meeting of the Company.

M/s Agiwal & Associates, Chartered Accountants, has given their consent to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the Sections 139 and 141 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

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 of Directors recommend the Ordinary resolution as set out in Item No. 2 of the Notice for approval of the shareholders.

***By Order of the Board of Directors***

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

**Keshav Lahoti**  
**Company Secretary**

**Date: August 01, 2025**

**Place: Gurugram**