

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") of the members of Indifi Capital Private Limited (Formerly known as Riviera Investors Private Limited) ("Company") will be held on Monday, April 21, 2025 at 02:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following matters:

**SPECIAL BUSINESS:**


**ITEM NO. 01: TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT**

To consider and if thought fit to pass, the following resolution as an Special Resolution:

**"RESOLVED THAT** subject to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Memorandum and Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to the Board of Directors to raise funds to meet the funding requirements of the Company by way of issuance, 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 ("**Debt issue**"), 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, up to an aggregate maximum limit of Rs. 500 Crores (Indian Rupees Five Hundred Crores only).

**RESOLVED FURTHER THAT** any of the Executive Director(s), Chief Executive Officer, Chief Financial Officer or Company Secretary of the company be and are hereby authorized to do all such acts, deeds, matters and things as may arise for the implementation of the aforesaid resolution including filing of relevant forms with regulators and for all matters connected herewith and to further execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties, or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or officers of the Company, to give effect to this resolution."

By Order of the Board  
For Indifi Capital Private Limited  
(Formerly known as Riviera Investors Private Limited)

  
Keshav Lahoti  
Company Secretary

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has allowed conducting General Meeting (the "Meeting") through Video Conferencing or Other Audio-Visual Means ("OAVM") vide the MCA General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, latest being Circular No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted convening the General Meetings ("Meeting") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), 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 EGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-EGM'.
2. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the EGM of the Company is being held through VC / OAVM. The deemed venue for this EGM 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 meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the 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 EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Participation of members through VC will be reckoned for the purpose of quorum for the EGM 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. 01 of the Notice is annexed hereto.
6. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend this EGM, pursuant to Section 113 of the Act, through e-mail 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 EGM. 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 EGM. 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 EGM. 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 the same. The same will be replied by the Company suitably.
12. In compliance with the MCA Circular, Notice of the EGM 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. In the case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The members are requested to give their consent to hold the EGM at shorter notice.
16. Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
17. **Instructions for Members for attending the EGM 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=RExFAQXNRTm5XVlhVSUR0bWxlQWlUT09>  
Meeting ID: 453 215 1729  
Passcode: 346780
  - b) Facility of joining the EGM 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 at good speed during the whole duration of the meeting to 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).

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1: TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT.**

The members are hereby informed that 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:

<b>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</b>	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 offers or invitations for such NCDs during the year. 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.
<b>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</b>	Non-convertible debt securities/NCDs. 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.
<b>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE</b>	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).
<b>NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION</b>	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
<b>AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES</b>	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

**Indifi Capital Private Limited**

formerly known as Riviera Investors Private Limited)

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Gurugram, Haryana-122015, India

[info@indificapital.com](mailto:info@indificapital.com)

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CIN: U65923HR1980PTC069400




	passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013.
<b>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 OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES</b>	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.

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 authorize the Board to issue such NCDs, within one year from the date of aforementioned resolution, on private placement basis up to INR 500 Crores (Indian Rupees Five Hundred Crores) as stipulated above, in one or more tranches.

Your Board recommends passing of the resolution as set out in the accompanying notice as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the Notice.

By Order of the Board  
For Indifi Capital Private Limited  
(Formerly known as *Riviera Investors Private Limited*)

  
Keshav Lahoti  
Company Secretary