

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 at a shorter notice on Thursday, September 26, 2024, at 03:15 P.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following matters:

SPECIAL BUSINESS:

ITEM NO. 01: TO APPROVE THE APPOINTMENT OF M/S AGI WAL & ASSOCIATES, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITOR OF THE COMPANY.

To consider and if thought fit to pass, the following resolution 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 pursuant to the recommendation made by the Audit Committee and the Board of Directors, M/s Agiwal & Associates, Chartered Accountants, (Firm Registration Number: 000181N) be and are hereby appointed as the Statutory Auditor of the Company for the Financial Year 2024-25 to fill up the casual vacancy caused due to the resignation of M/s Mercurius & Associates LLP (formerly known as AJSH & Co. LLP) (Firm Registration No. 021893N/N500033), and shall hold office until the conclusion of the ensuing Annual General Meeting at such remuneration as may be agreed mutually between the Company and the Statutory 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.”

ITEM NO. 02: TO APPROVE THE RE-DESIGNATION OF MR. SIDDHARTH MAHANOT (DIN: 07182888), AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association, Mr. Siddharth Mahanot (DIN: 07182888) will cease to be the Chief Operations Officer (COO) and Whole-Time Director w.e.f. October 01, 2024 and the consent of the members be and is hereby accorded to the change in designation of Mr. Siddharth Mahanot from Whole time Director to Non-Executive Director of the Company w.e.f. October 01, 2024.

RESOLVED FURTHER THAT Mr. Siddharth Mahanot shall continue as a Promoter Nominated Director on the Board of Directors of the Company and shall continue his existing membership of Committees of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) or Chief Executive Officer shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said re-designation, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient 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

Date: September 23, 2024

Place: Gurugram

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 and 02 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
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.
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
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. 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.
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=RExFAQXNRTm5XVlhVSUR0bWxlQWIIUT09>
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.

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

ITEM NO. 1: TO APPROVE THE APPOINTMENT OF M/S AGIWAL & ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITOR OF THE COMPANY.

M/s Mercurius & Associates LLP (formerly known as AJSH & Co. LLP) having Firm Registration No. 021893N/N500033 were appointed as the Statutory Auditors of the Company for a term of 5 (Five) years i.e. to hold office from the conclusion of 41st (Forty first) Annual General Meeting till the conclusion of 46th (Forty Sixth) Annual General Meeting of the Company to be held in the year 2026.

The Reserve Bank of India ("RBI") issued a 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").

As per the requirement of the aforesaid guidelines, the Company can appoint Statutory Auditors for a continuous period of a maximum of three years, subject to the firms satisfying the eligibility norms on a continuous basis. Further, the Audit Firms completing tenure of three financial years in the NBFC are not eligible to continue to hold office as Statutory Auditors of the NBFC. However, non-deposit taking NBFCs with asset size below ₹1,000 crore have the option to continue with their extant procedure. M/s Mercurius & Associates LLP, the existing Statutory Auditors of the Company, have already completed audits for a continuous period of three years and are now ineligible to continue as Statutory Auditors of the Company in terms of the RBI Guidelines.

M/s Mercurius & Associates LLP has vide letter dated September 11, 2024 informed their ineligibility to continue as the Statutory Auditors of the Company in terms of the aforesaid RBI Guidelines and have accordingly resigned.

This has resulted in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Accordingly, the Audit Committee and the Board of Directors of the Company had recommended the appointment of M/s Agiwal & Associates, Chartered Accountants, (Firm Registration Number: 000181N), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation M/s Mercurius & Associates LLP who shall hold office until the conclusion of the ensuing Annual General Meeting.

M/s Agiwal & Associates, Chartered Accountants, (Firm Registration Number: 000181N) have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an *Ordinary Resolution*.

ITEM NO. 02: TO APPROVE THE RE-DESIGNATION OF MR. SIDDHARTH MAHANOT (DIN: 07182888), AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. Siddharth Mahanot has been appointed as the Whole Time Director on the Board of the Company on 19th December 2017 for a period of five years and then re-appointed as Whole Time Director with effect from 19th December 2022 for a further period of five years. Mr. Siddharth Mahanot expressed his intention to resign from his role as Chief Operations Officer (COO) and his position as a Whole-Time Director w.e.f. October 01, 2024, and to continue as a Non- executive Director of the Company and member of the Committees of the Board.

Therefore, the Board of Directors at their meeting held on September 23, 2024, proposed the re-designation of Mr. Siddharth Mahanot as a Non-executive Director on the Board of the Company.

Mr. Siddharth Mahanot is not related to any other Director and KMP of the Company.

None of the other Directors or Key Managerial Personnel of the Company, or their relatives, have any concern or interest, financial or otherwise, in the resolution set forth in item No. 02 of this notice, except for Mr. Siddharth Mahanot, Director/ his relatives, who is interested in the said resolution.

The Board of Directors recommends the resolution set out in Item No. 02 of the notice for approval of the Members by way of passing a *Special Resolution*.

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

Keshav Lahoti
Company Secretary

Date: September 23, 2024
Place: Gurugram