

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 EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the members of Riviera Investors Private Limited (“Company”) will be held at shorter notice on Monday, March 27, 2023, at 05:30 P.M. (IST) at the Registered Office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon, Haryana-122001, India, to transact the following Special Business:

SPECIAL BUSINESS:

ITEM NO. 1

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** in accordance with the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder, the authorized share capital of the Company be increased from the existing 12,73,06,780 (Indian Rupees Twelve Crores Seventy Three Lakhs Six Thousand Seven Hundred And Eighty Only), divided into 1,27,30,678 (One Crore Twenty Seven Lakhs Thirty Thousand Six Hundred And Seventy Eight) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 14,23,06,780 (Indian Rupees Fourteen Crores Twenty Three Lakhs Six Thousand Seven Hundred And Eighty Only), divided into 1,42,30,678 (One Crore Forty Two Lakhs Thirty Thousand Six Hundred And Seventy Eight) Equity Shares OF INR 10/- (Indian Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act 2013, the Memorandum of Association and the Articles of Association of the Company approval of the members be and is hereby accorded such that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new clause in place of the existing Clause:

*V. * “THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS INR 14,23,06,780 (INDIAN RUPEES FOURTEEN CRORES TWENTY THREE LAKHS SIX THOUSAND SEVEN HUNDRED AND EIGHTY ONLY) , DIVIDED INTO 1,42,30,678 (ONE CRORE FORTY TWO LAKHS THIRTY THOUSAND SIX HUNDRED AND SEVENTY EIGHT) EQUITY SHARES OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH WITH THE RIGHTS, PRIVILEGES AND CONDITIONS ATTACHING THERETO AS ARE PROVIDED BY THE REGULATIONS OF THE COMPANY FOR TIME BEING WITH THE POWER TO INCREASE AND REDUCE THE CAPITAL AND TO DIVIDE THE SHARES IN THE CAPITAL FOR THE TIME BEING INTO SEVERAL RIGHTS PRIVILEGES OR CONDITIONS AS MAY BE DETERMINED BY OR IN ACCORDANCE WITH THE REGULATIONS OF THE COMPANY AND TO VARY, MODIFY OR ABROGATE ANY SUCH RIGHTS, PRIVILEGES OR CONDITIONS IN SUCH A MANNER AS MAY FOR TIME BEING BE PROVIDED BY THE REGULATIONS OF THE COMPANY.”*

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RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director and Mr. Siddharth Mahanot, Wholetime Director of the Company be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies or any other authorities) as may be required or considered necessary or incidental thereto to give effect to this resolution, including by any delegation of any powers granted to the directors pursuant to the foregoing.”

By Order of the Board

For Riviera Investors Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Place: Gurugram
Dated: March 27, 2023

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NOTES:

1. A member entitled to attend and vote at the General Meeting (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.

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 EGM is enclosed.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company in advance a certified copy of the Board Resolution/Authorization Letter authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members/proxies/authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. All documents referred to in the accompanying Notice and the Statement annexed to Notice will be available for inspection at the Company's registered office during normal business hours on all working days up to the date of General Meeting.
6. The route map showing directions to reach the venue of the Extra General Meeting is annexed hereto.

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

Item No. 1

To increase the Authorized Share Capital of the Company:

Members will note that the existing authorized share capital of the Company is 12,73,06,780 (Indian Rupees Twelve Crores Seventy-Three Lakhs Six Thousand Seven Hundred and Eighty Only), divided into 1,27,30,678 (One Crore Twenty-Seven Lakhs Thirty Thousand Six Hundred and Seventy-Eight) equity shares of INR 10/- (Indian Rupees Ten Only) each. For the proposed investment of up to INR 60,00,00,000/- (Indian Rupees Sixty Crores Only) to meet the funding requirements of the company, it is proposed to increase the authorised share capital to INR 14,23,06,780 (Indian Rupees Fourteen Crores Twenty Three Lakhs Six Thousand Seven Hundred and Eighty Only), divided into 1,42,30,678 (One Crore Forty Two Lakhs Thirty Thousand Six Hundred and Seventy Eight) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, the approval of the members is required to increase the authorized share capital of the Company by issue of new shares. Under Section 13 of the Companies Act 2013, the increase in the authorized share capital of the Company also requires relevant amendments to be made to the memorandum of association of the Company, which requires approval of the members of the Company by way of an ordinary resolution.

The Board recommends passing of the resolution set out in Item No. 1 in the Notice convening the meeting as an Ordinary Resolution.

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.

For Riviera Investors Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Place: Gurugram
Dated: March 27, 2023

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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, Haryana-122001, India

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

I/We, being the member (s) holder of _____ 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:	
	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 Extra Ordinary General Meeting of the Company, to be held on Monday, March 27, 2023 at 05:30 P.M. (IST) at the Registered Office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon, Haryana-122001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
SPECIAL BUSINESS			

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1.	To Increase the Authorized Share Capital of the Company.		
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Signed this _____

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note:

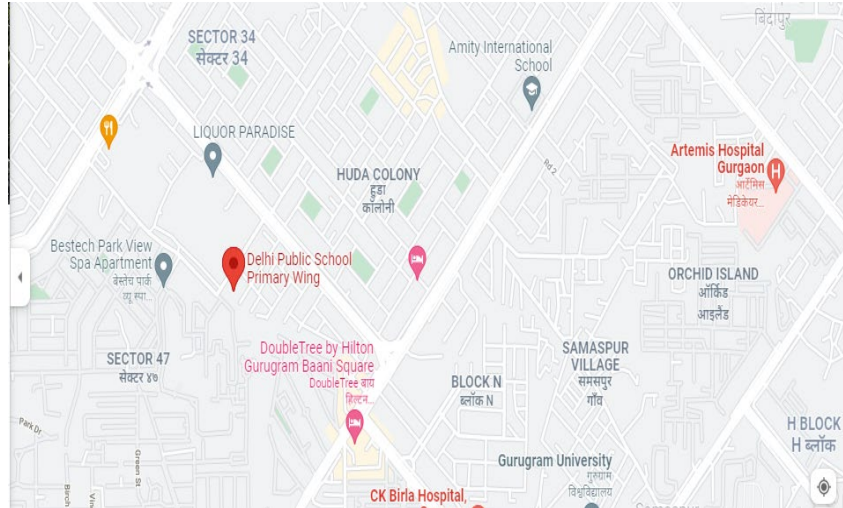
1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more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



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

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ATTENDANCE SLIP

Name:

Address -

Folio No. (Physical holding) -

Client ID.....

No. of shares held -

I certify that I am proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company on Monday, March 27, 2023 at 05:30 P.M. (IST) at the Registered Office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon, Haryana-122001, India or any adjournment thereof.

[Signature of Proxy]

Notes:

1. Shareholder/proxyholder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed.