

**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 Tuesday, March 12, 2024, at 04:00 P.M. (IST) at the corporate office of the Company at Plot No. 63, Second Floor, Sector-44, Institutional Area, Gurugram, Haryana-122002, India, to transact the following Special Business:

**SPECIAL BUSINESS:**

**ITEM NO. 1: APPROVAL FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES**

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

“**RESOLVED THAT** pursuant to the provisions of section 42, 71 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any amendment, statutory modification, or re-enactment thereof) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, but subject to such other applicable laws, rules, regulations and guidelines including those issued by the Reserve Bank of India (“RBI”), or any other regulatory authority, from time to time, as may be applicable, and subject to approvals, consents, sanctions, permissions as may be required from any appropriate statutory and regulatory authorities, approval of the Members be and is hereby accorded (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to 2000 (Two Thousand) Fully Paid, Senior, Secured, Rated, Unlisted, Redeemable, Taxable, Transferable Non-Convertible Debentures denominated in Indian Rupees (“INR”) each having a Face value of INR 1,00,000/- (Indian Rupees One Lakh Only) and aggregating to a face value of INR 20,00,00,000/- (Indian Rupees Twenty Crores Only) including a green shoe option of INR 5,00,00,000/- (Indian Rupees Five Crores Only) (“Debentures”), on a private placement basis to the CredAvenue Private Limited (“Investor”).

**RESOLVED FURTHER THAT** the terms and conditions of the NCDs mentioned in the term Sheet and the private placement offer cum application letter be and is hereby noted and approved and each of the Executive Director(s) or Chief Financial officer or Ms. Kanchan Raitani, VP- Treasury, Mr. Sangram Singh, Chief Executive Officer, Indifi Technologies Pvt. Ltd., or Company Secretary (“**Authorised Officials**”) of the Company be and is hereby severally authorized to sign and issue the private placement offer cum application letter and necessary annexures, to the identified investor.

**RESOLVED FURTHER THAT** to give effect to the above resolution, the aforesaid authorised officials be and are hereby authorised, severally, to agree and accept all such conditions, modifications, and alterations as may be stipulated by any relevant authorities while according consent to do all such acts, deeds and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any officer or employee of the Company.

**RESOLVED FURTHER THAT** the Company do record the name of identified investor and maintain such record of private placement offer of the NCDs in form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

**INDIFI CAPITAL PRIVATE LIMITED**

(Formerly known as Riviera Investors Private Limited)

CORPORATE OFFICE: 63, SECOND FLOOR, SECTOR 44, GURGAON - 122002 HARYANA

REGISTERED OFFICE : C-902, PARK VIEW SPA, NEAR DPS PRIMARY WING, SECTOR - 47, GURUGRAM - 122001

EMAIL: smahanot@indifi.com CIN: U65923HR1980PTC069400

**RESOLVED FURTHER THAT** the entire subscription monies from the investor at the time of application shall be received by the Company into a separate designated account opened for this purpose and shall not be utilized until the NCDs are allotted and relevant filings are made with Registrar of Companies.

**RESOLVED FURTHER THAT** any of the executive Director(s) or Chief Financial Officer or VP-Treasury, or Company Secretary of the Company, be and is hereby, severally, authorised to do all such acts, things and deeds, as may be required 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:** March 12, 2024

**Place:** Gurugram

**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 authorized 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 in 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 corporate office during normal business hours on all working days up to the date of the General Meeting.
6. The said Extra Ordinary General Meeting (EGM) is proposed to be held on shorter notice and relevant consent as required u/s 101 (1) of the Companies Act, 2013 and Articles of Association of the Company, has been obtained for holding the EGM on shorter notice.
7. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto.
8. The route map showing directions to reach the venue of the Extra General Meeting is annexed hereto.

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

**ITEM NO. 1: APPROVAL FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES**

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 2000 (Two Thousand) Fully Paid, Senior, Secured, Rated, Unlisted, Redeemable, Taxable, Transferable Non-Convertible Debentures denominated in Indian Rupees ("INR") each having a Face value of INR 1,00,000/- (Indian Rupees One Lakh Only) and aggregating to a face value of INR 20,00,00,000/- (Indian Rupees Twenty Crores Only) ), including a green shoe option of INR 5,00,00,000/- (Indian Rupees Five Crores Only), ("**Debentures**"), on private placement basis, in one or more tranches.

Further, the disclosure required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, is as below:

a) *particulars of the offer including date of passing of Board resolution:*

The Company proposes to raise 2000 (Two Thousand) Fully Paid, Senior, Secured, Rated, Unlisted, Redeemable, Taxable, Transferable Non-Convertible Debentures denominated in Indian Rupees ("INR") each having a Face value of INR 1,00,000/- (Indian Rupees One Lakh Only) and aggregating to a face value of INR 20,00,00,000/- (Indian Rupees Twenty Crores Only) inclusive of green shoe option or such other amount as may be determined. The resolution for the proposed for issue of NCDs / Bonds is passed by the Board at its meeting held on March 12, 2024.

b) *kinds of securities offered and the price at which security is being offered:*

It is proposed to issue Fully Paid, Senior, Secured, Rated, Unlisted, Redeemable, Taxable, Transferable Non-Convertible Debentures on such terms and conditions as the Board may deem fit. The issue of NCDs shall be made at par.

c) *basis or justification for the price (including premium, if any) at which the offer or invitation is being made:*

The issue of Non-convertible Debenture shall be made at par.

d) *name and address of valuer who performed valuation:*

Since the proposed issue is for NCDs being made at par, the valuation is not applicable.

e) *amount which the company intends to raise by way of such securities:*

The Company shall make issue of 2000 (Two Thousand) Fully Paid, Senior, Secured, Rated, Unlisted, Redeemable, Taxable, Transferable Non-Convertible Debentures denominated in Indian Rupees ("INR") each having a Face value of INR 1,00,000/- (Indian Rupees One Lakh Only) and aggregating to a face value of INR 20,00,00,000/- (Indian Rupees Twenty Crores Only) including a green shoe option of INR 5,00,00,000/- (Indian Rupees Five Crores Only).

f) *material terms of raising such 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:*

The Board is authorized to determine and approve by way of Resolution, the terms and conditions of the NCDs to be issued (secured/unsecured/structured/unstructured) including the class of investor to whom the NCDs are to be issued, the pricing of the issue, offer document and/or other papers and document(s) and the terms thereof and to approve all other matters relating to the issue including but not limited to appointment of intermediaries / consultants, timing, tranches of issue, mode of issuance of the NCDs, creation of debenture redemption reserve, if applicable, tenor, security, objects of issue and including without limitation, the utilization of the issue proceeds.

Accordingly, the consent of the members is sought to pass the Special Resolution as set out at Item No. 1 of the Notice.

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 at Item No. 1 of the Notice.

**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]

<b>CIN:</b>	U65923HR1980PTC069400
<b>Name of the company:</b>	Indifi Capital Private Limited (Formerly known as Riviera Investors Private Limited)
<b>Registered office:</b>	C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurugram, 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 at a shorter notice on Tuesday, March 12, 2024, at 04:00 P.M. (IST) at the corporate office of the Company at Plot No. 63, Second Floor, Sector 44, Institutional Area, Gurugram, Haryana-122002, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description of Resolutions	Assent	Dissent
<b>SPECIAL BUSINESS</b>			
1.	<b>APPROVAL FOR ISSUANCE OF NON-CONVERTIBLE DEBENTURES</b>		

Signed this \_\_\_\_\_

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

**ATTENDANCE SLIP**

Name:

Address –

Folio No. (Physical holding) -

Client ID.....

No. of shares held –

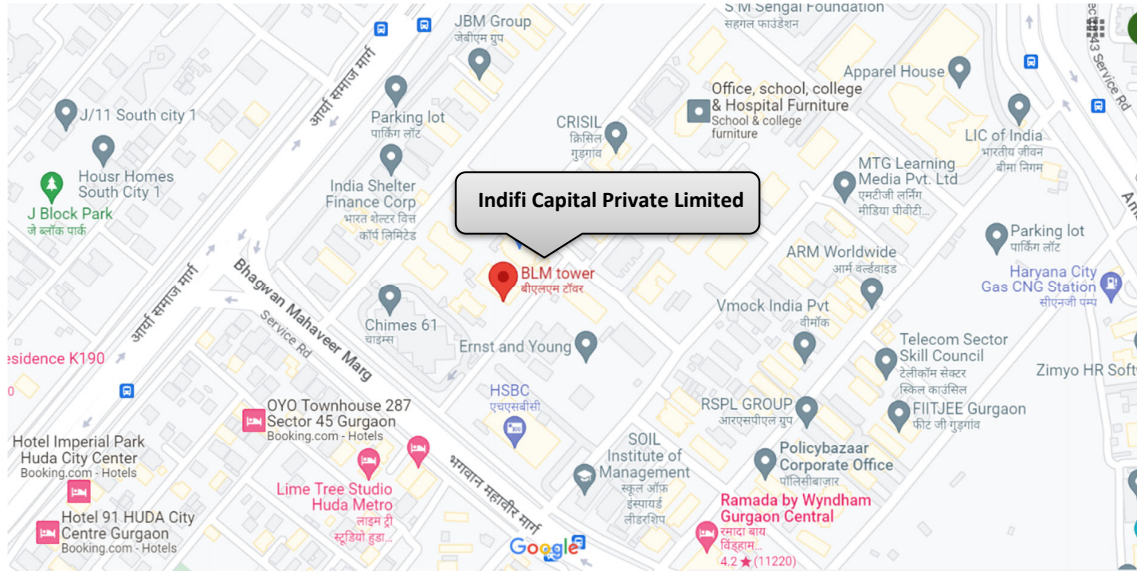
I certify that I am proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company held at a shorter notice on Tuesday, March 12, 2024, at 04:00 P.M. (IST) at the corporate office of the Company at Plot No. 63, Second Floor, Sector 44, Institutional Area Gurugram, Haryana-122002, 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.

## ROUTE MAP



**Corporate office Address:** Plot No. 63, 02<sup>nd</sup> Floor, Sector – 44, Institutional Area, Gurugram, Haryana – 122002, India