

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 Friday, December 16, 2022 at 02:30 P.M. IST at the Registered Office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001, to transact the following Special Business:

SPECIAL BUSINESS:

ITEM NO. 1

TO RE-APPOINT MR. SIDDHARTH MAHANOT (DIN: 07182888) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to provisions of Section 196 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the members be and is hereby accorded for appointment of Mr. Siddharth Mahanot (DIN: 07182888) as Whole-Time Director of the Company for a period of five years effective from December 19, 2022 on the existing terms and conditions including remuneration of INR 1,20,00,000 (Indian Rupees One Crore Twenty Lakh) per annum as fixed and INR 25,00,000 (Indian Rupees Twenty Five Lacs) as annual performance bonus.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies (Ministry of Corporate Affairs) and to do all such acts, deeds and things as may be necessary and thereto.”

By Order of the Board

For Riviera Investors Private Limited

sd/-

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Place: Gurgaon
Dated: 16.12.2022

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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 re-appoint Mr. Siddharth Mahanot (Din: 07182888) as Whole-Time Director of the company:

In terms of the provisions of section 196 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and of Articles of Association of the Company, re-appointment of Whole-time Director requires approval of the members by way of an ordinary resolution.

The tenure of appointment of Mr. Siddharth Mahanot as a Whole-time Director of the Company would lapse on 18th December 2022. On the recommendation of Nomination & Remuneration committee, the Board of Directors in their meeting held on December 16, 2022, had approved re-appointment of Mr. Siddharth Mahanot as a Whole-time Director for another term of 5 years w.e.f December 19, 2022 at the existing terms and conditions including remuneration of INR 1,20,00,000 (Indian Rupees One Crore Twenty Lakh) per annum as fixed and INR 25,00,000 (Indian Rupees Twenty Five Lacs) as annual performance bonus.

The Board recommended the resolution under item no. 1 for approval of members as an ordinary resolution.

The information of the Director seeking appointment in accordance with the provisions of Companies Act, 2013 and secretarial standards, as on the date of notice are as follows:

| | |
|---|---|
| Name of the Director | Mr. Siddharth Mahanot |
| Date of Birth | 26 th November, 1978 |
| Date of Re-Appointment | December 19, 2022 |
| Relationship with other Directors | No relationship with other Directors. |
| Expertise in specific functional area | Mr. Siddharth Mahanot has worked for over 20 years with various renowned financial services organizations in Credit Underwriting and Risk Management Functions. Experience in underwriting across various products like Mortgages, Commercial Lending, Secured and Unsecured SME Financing, Small Ticket Housing Finance to informal segment and Microfinance. |
| Qualification | MBA from IMT Ghaziabad and BCom(Hons) from Delhi University. |
| Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | INR 1,20,00,000 (Indian Rupees One Crore Twenty Lakh) per annum as fixed and INR 25,00,000 (Indian Rupees Twenty Five Lacs) as annual performance bonus. |
| Date of first appointment on the Board | 19 th December 2017 |
| Shareholding in the company | Nil |

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| | |
|--|---|
| The number of meetings of the Board attended during the year | 6 |
| Other Directorships/ Memberships/ Chairmanship of Committees of other Boards | Riviera Investors Private Limited- Whole- time Director |

Taking into consideration the technical ability and background of Mr. Siddharth Mahanot, it would be appropriate and in the interest of the company to re-appoint him as Whole-time Director of the company.

None of the Directors or relatives of Director except Mr. Siddharth Mahanot, is concerned or interested in the resolution.

For Riviera Investors Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Place: Gurgaon
Dated: 16/12/2022

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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-122001 |

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 Friday, December 16, 2022 at 02:30 P.M. IST at the Registered Office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001 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 re-appoint Mr. Siddharth Mahanot (Din: 07182888) as Whole-Time Director of the company | | |
|----|---|--|--|

Signed this _____

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note:

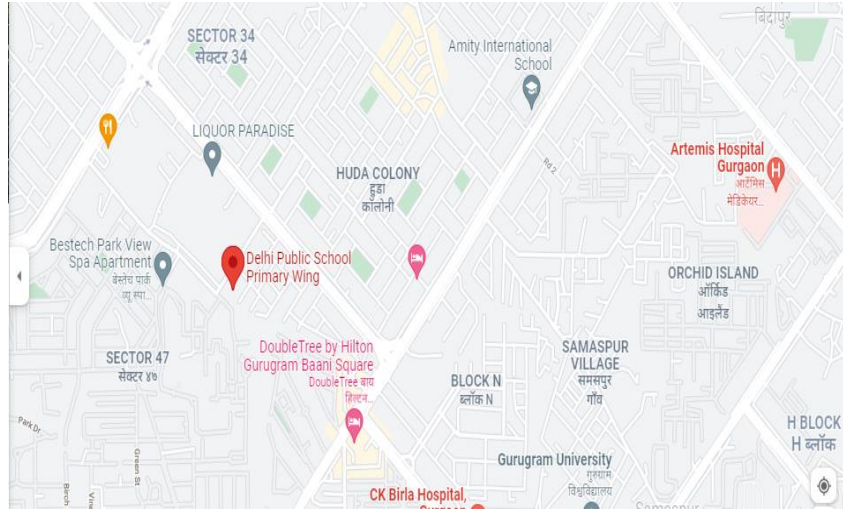
1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more 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 Friday, December 16, 2022 at 02:30 P.M. IST at the Registered Office of the Company at C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurgaon-122001 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.