

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 Tuesday, April 25, 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

CHANGE OF NAME OF THE COMPANY TO INDIFI CAPITAL PRIVATE LIMITED

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

“RESOLVED THAT pursuant to the provisions of Section 4(2), 4(3), 13(1), 13(2) and 13(3) and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Central Government (power delegated to the Registrar of Companies) and other concerned authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such authorities, the shareholders be and hereby approve the change of name of the Company from “Riviera Investors Private Limited” to “Indifi Capital Private Limited”;

RESOLVED FURTHER THAT the name “Riviera Investors Private Limited” wherever appearing in the Memorandum and Articles of Association, documents etc., be substituted by the new name “Indifi Capital Private Limited”;

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot -Whole Time Director and Ms. Priyanka Seth Wadhwa- CFO, Company Secretary of the Company be and is hereby authorized severally to file necessary forms or returns and to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board

For Riviera Investors Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Place: Gurugram
Dated: April 24, 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

CHANGE OF NAME OF THE COMPANY TO INDIFI CAPITAL PRIVATE LIMITED

The Board of the Directors of the Company has proposed the new name in the Board Meeting held on December 16, 2022 i.e. “**Indifi Capital Private Limited**” or such other name as may be approved by Central Registration Centre (CRC), Manesar.

On April 5, 2023, the Central Registration Centre has approved the name “**Indifi Capital Private Limited**”. The Company has decided to change the name “**Riviera Investors Private Limited**” to “**Indifi Capital Private Limited**” in order to reflect its business activity more prominently.

The Board of Directors therefore recommend the new name and passing of special resolution by shareholders of the Company.

A copy of proposed altered set of Memorandum of associations of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sundays, between 11.00 am to 06.00 pm prior to the date of Extra-ordinary General Meeting.

The Board recommends passing of the resolution set out in Item No. 1 in the Notice convening the meeting as an Special 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: April 24, 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 Tuesday, April 25, 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.	CHANGE OF NAME OF THE COMPANY TO INDIFI CAPITAL PRIVATE LIMITED		
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Signed this _____

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Note:

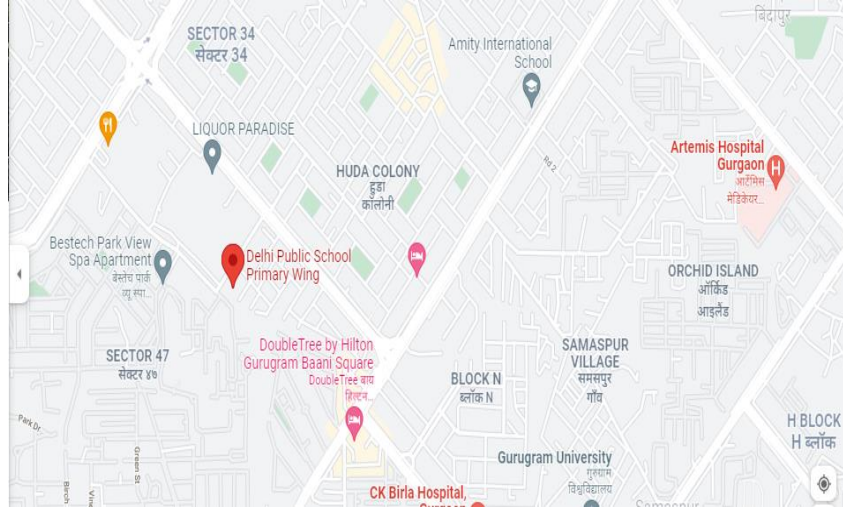
1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more 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 Tuesday, April 25, 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.