



**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 on Friday, August 25, 2023, at 11:00 A.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: TO APPROVE THE INVESTMENT LIMIT OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 179(3)(e), 186 and other relevant provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modifications and re-enactment(s) thereof for the time being in force, subject to the Articles of Association of the Company and subject to such other approvals or consents as may be necessary, the consent of the members be and is hereby accorded to the Board for making investment(s) in excess of the limits specified under Section 186, as may be considered appropriate, in short term deposit, debt schemes of mutual funds, government instruments, cash management funds and any other investment product as per the Investment policy or otherwise, from time to time in one or more tranches, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 250,00,00,000/- (Indian Rupees Two Hundred and Fifty Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors, Chief Financial Officer, and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**ITEM NO. 2: TO AMEND THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed thereunder and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, the approval of the members be and is hereby accorded to insert to sub clause III(B), the following Paragraph as Clause III(B)(33) of the Memorandum of Association of the Company:

***III(B)(33) To borrow and raise money in any manner for the purpose of any business of the company or of any company in which the company is interested and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future).***

**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** for the purpose of giving effect to the above, Executive Directors, Chief Financial Officer, and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving 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**  
**Membership No.: F11412**

**Date:** July 31, 2023

**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 Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item No. 1 and 2 of the Notice is annexed hereto.
7. 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: TO APPROVE THE INVESTMENT LIMIT OF THE COMPANY.**

As per Section 186 of the Companies Act, 2013, a Company is required to obtain shareholders' approval if it is proposed to make investment or provide loans or give guarantees in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

The Company is desirous to deploy its surplus funds in short term deposit, debt schemes of mutual funds, government instruments, cash management funds and any other investment product as per the Investment policy as the case may be, from time to time, which is likely to exceed the limit specified under Section 186 as stated above.

Consequently, it is proposed to authorize the Board of Directors of the Company to make an investment in excess of the limit specified above, provided that the sum of all investments at any given time shall not exceed up to an aggregate limit of INR 250 Crores.

None of the directors, manager, key managerial personnel or their respective relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding (if applicable) in the Company.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

**ITEM NO. 2: TO AMEND THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

The Company, pursuant to the provisions of Section 13 of the Companies Act, 2013 and the rules framed thereunder, shall not, except with the consent of Members by Special Resolution alter the Objects clause of its Memorandum of Association.

It is proposed that the Company's Memorandum of Association did not categorically provide for the provision of borrowing money, which has led to certain ambiguities when engaging with lenders and financial institutions.

In view of the same it is proposed to incorporate a clear and concise object clause under the heading "Matters which are necessary for furtherance of the main objects".

Accordingly, the following paragraph is proposed to be inserted to the sub clause III(B) as Clause III(B)(33):

***To borrow and raise money in any manner for the purpose of any business of the company or of any company in which the company is interested and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future).***

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution, except to the extent of their shareholding (if applicable) in the Company.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

**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

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, August 25, 2023, at 11:00 A.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.	TO APPROVE THE INVESTMENT LIMIT OF THE COMPANY.		
2.	TO AMEND OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		

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 –

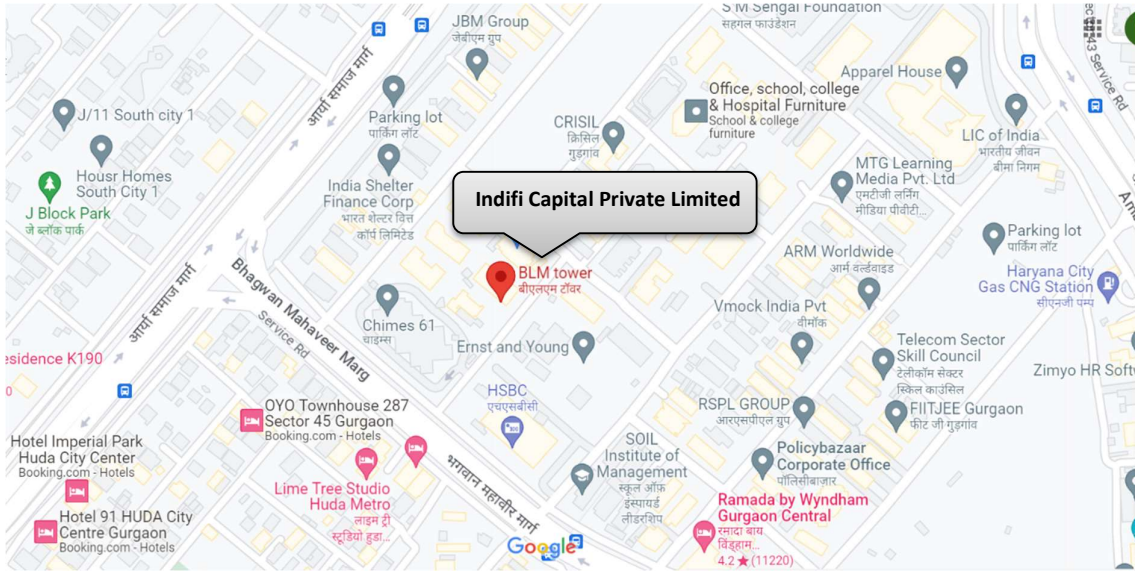
I certify that I am proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company on Friday, August 25, 2023, at 11:00 A.M. (IST) at the corporate office of the Company at Plot No. 63, Second Floor, Sector 44, Institutional 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