

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 Thursday, March 28, 2024, 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: ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT

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

RESOLVED THAT subject to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Memorandum and Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to the Board of Directors to raise funds to meet the funding requirements of the Company by way of issuance, and to make offer(s) and/or invitation(s) to eligible persons to subscribe to, non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (as may be determined)) (“NCDs”), on a private placement basis (“**Debenture issue**”), in one or more tranches, for a period of one year from the date of passing of this resolution and on such terms and conditions as may be decided by the Board, up to an aggregate maximum limit of Rs. 500 Crores (Indian Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may arise for the implementation of the aforesaid resolution including filing of relevant forms with regulators and for all matters connected herewith and to further execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties, or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or officers of the Company, to give effect to this resolution.”

ITEM NO. 02: APPOINTMENT OF MR. VINAY BAIJAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Vinay Baijal (DIN: 07516339) be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 02nd April, 2024 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company shall, in accordance with the statutory limits / approvals as may be applicable, be at full liberty to modify / amend the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and to take such steps and do and perform all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution and to execute all such documents and

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

papers (including appointment letter) as may be required for the purpose and file necessary e-form with the concerned Registrar of Companies.”

By Order of the Board
For Indifi Capital Private Limited
(Formerly known as *Riviera Investors Private Limited*)

Keshav Lahoti
Company Secretary

Date: March 27, 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 and Item no. 2 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: ISSUANCE OF NON-CONVERTIBLE DEBENTURS THROUGH PRIVATE PLACEMENT

The members are hereby informed that Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a Company. Rule 14(1) of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14(1) of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures ("**NCDs**") exceeding the limits prescribed in Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

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 secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable NCDs, in one or more series/tranches on private placement basis. The NCDs proposed to be issued, may be issued either at par or at premium or at a discount to face value and the issue price (including premium, if any) shall be decided by the Board of Directors of the Company ("**Board**") on the basis of various factors including the interest rate/effective yield determined, based on market conditions prevailing at the time of the issue(s).

Pursuant to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are being made by the Company to the Members:

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| <p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p> | <p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs (whether secured/unsecured/subordinated/senior, rated/unrated, listed/unlisted, redeemable (including market linked debentures) NCDs) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p> |
| <p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p> | <p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p> |

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| BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE | Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s). |
| NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION | Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments. |
| AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES | The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Section 42 of the Companies Act, 2013. |
| MATERIAL TERMS OF RAISING OF 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 specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue. |

Accordingly, consent of the Members is sought in connection with the issuance of NCDs by the Company from time to time and they are requested to authorize the Board to issue such NCDs during the year on private placement basis up to INR 500 Crores (Indian Rupees Five Hundred Crores) as stipulated above, in one or more tranches.

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 in Item No. 1 of the Notice.

ITEM NO. 02: APPOINTMENT OF MR. VINAY BAIJAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors dated March 19, 2024 and March 27, 2024 respectively and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act, Mr. Vinay Baijal (DIN: 07516339) is proposed to be appointed as a Non-Executive Independent Director for a term of five consecutive years with effect from 02nd April, 2024. The Company has received a declaration from him

stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and other relevant Declarations as required pursuant to the Directions issued by Reserve Bank of India. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Brief particulars about Mr. Vinay Baijal are mentioned below:

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| Date of Birth & Age | 15 th June 1951; 72 years. |
| Qualification | Masters in science from University of Allahabad |
| Experience | More than three decades of experience. Mr. Vinay Baijal is a distinguished industry professional who has served as a Chief General Manager at RBI in the Foreign Exchange Department. As a Chief General Manager in the Department of Regulation (the then DBOD) he dealt with licencing of foreign banks in India & International Banking and also matters related to Anti Money Laundering. |
| Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Mr. Vinay Baijal shall perform his duties in line with the Code for Independent Director in Schedule IV of the Companies Act, 2013 and as agreed between him and the Board. |
| Date of first appointment on the Board | 02 nd April, 2024 |
| Shareholding in the company | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company | No relationship with other Directors, Manager and Other Key Managerial Personnel (“KMP”). |
| The number of Meetings of the Board attended during the year | Not Applicable |
| Relationship with other Directors, Manager and other Key Managerial Personnel (“KMP”) of the Company | Following are the memberships of other Boards: a) Dreamplug Paytech Solutions Private Limited b) Fincare Small Finance Bank Limited |
| Justification for choosing the appointees for appointment as Independent Directors | Not Applicable |

Mr. Vinay Baijal is not related to any other Director or KMP of the Company.

The Board is of the opinion that it will be beneficial to the Company to avail of his expertise as an Independent Director of the Company and recommends the ordinary resolution as set out in Item No. 2 of the Notice for approval of the shareholders.

None of the Directors, Manager, KMP or their respective relatives, are in any way concerned or interested financially or otherwise in said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution for approval of the shareholders as an *ordinary resolution*.

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]

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| CIN: | U65923HR1980PTC069400 |
| Name of the company: | Indifi Capital Private Limited (Formerly known as Riviera Investors Private Limited) |
| Registered office: | C-902, Park View SPA, Near DPS Primary Wing, Sector 47, Gurugram, Haryana-122001, India |

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|------------------------|
| 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 Thursday, March 28, 2024, 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 |
|--------------------------|--|--------|---------|
| SPECIAL BUSINESS: | | | |
| 1. | ISSUANCE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT | | |
| 2. | APPOINTMENT OF MR. VINAY BAIJAL AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY | | |

Signed this _____

Signature of shareholder

Signature of Proxy holder(s)

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| Affix Revenue Stamp |
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ATTENDANCE SLIP

Name:

Address –

Folio No. (Physical holding) -

Client ID.....

No. of shares held –

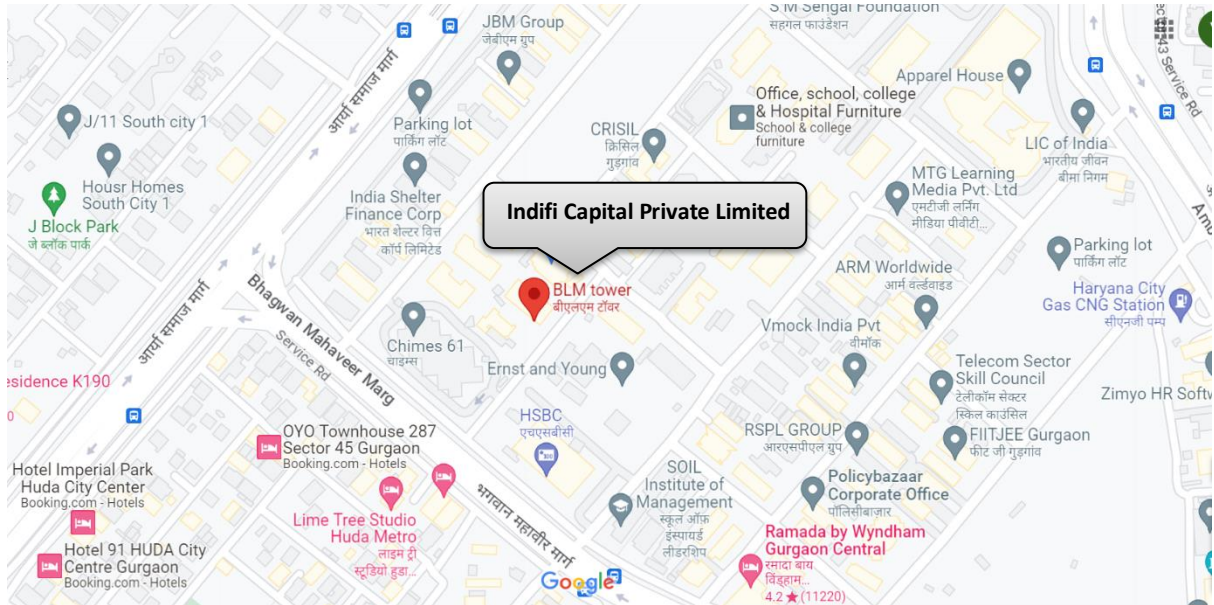
I certify that I am proxy for the registered shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company held at a shorter notice on Thursday, March 28, 2024, at 11:00 A.M. (IST) at the corporate office of the Company at Plot No. 63, Second Floor, 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, 02nd Floor, Sector – 44, Institutional Area, Gurugram, Haryana – 122002, India