

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 Monday, June 12, 2023 at 09:15 P.M. at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002, to transact the following Special Business:

SPECIAL BUSINESS:

ITEM NO. 1

TO APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION.

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules, circulars, notifications thereunder (as amended, modified and restated from time to time), in terms of the memorandum of association, articles of association of the Company (“**Articles of Association**”) and share subscription agreement dated May 25, 2023 executed amongst the with Sage Private Limited, CX Alternative Investment Fund, British International Investment Plc., OP Finnfund Global Impact Fund I LP, ON Mauritius II, Flourish Ventures Fund LLC, India Advantage Fund S5 I (“**Investors**”), Indifi Technologies Private Limited (the “**Holding Company**”) and the promoters of the Holding Company (“**Series E SSA**”), and the shareholders agreement dated May 25, 2023 with the the Investors, ON Mauritius, Elevar M-III, Accel India IV (Mauritius) Limited, the Company, Mr. Alok Mittal & Mr. Siddharth Mahanot (“**Series E SHA**”) and as approved by the Board of Directors of the Company (“**Board**”) in their meeting held on June 12, 2023, approval of the shareholders of the Company be and is hereby accorded for the amendment of the regulations contained in the Articles of Association to incorporate the terms of the Series E SHA in substitution for and to the exclusion of the existing Articles of Association, by way of adoption of the amended and restated Articles of Association (“**Restated Articles**”), the draft of which is placed before the shareholders as the new Articles of Association.

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole time Director and Mr. Keshav Lahoti, Company Secretary of the Company be and are hereby jointly and/ or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolution including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents with the Registrar of Companies, National Capital Territory of Delhi & Haryana in relation to alteration of the Articles of Association, providing certified true copies of the Articles of Association and undertaking all matters incidental and ancillary thereto as may be required to be complied with by the Company”.

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ITEM NO. 2

APPOINTMENT OF MR. NIKHIL MOHTA [DIN: 00932030] AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 161 and the other applicable provisions of the Companies Act, 2013, and the rules, circulars and notifications thereunder, (including any amendment thereto or re-enactment thereof, for the time being in force), the Series E SHA and in accordance with the provisions of Articles of Association of the Company, Mr. Nikhil Mohta [DIN: 00932030], nominated by India Advantage Fund S5 I dated June 08, 2023, who has given his consent, be and is hereby appointed as a Nominee Director of the Company with immediate effect from June 12, 2023.

RESOLVED FURTHER THAT Mr. Nikhil Mohta shall not be responsible, nor be a part of and shall not have any role in the operations and day-to-day management of the Company or the business or affairs of the Company and that the Company shall not identify Mr. Nikhil Mohta as an ‘officer in default’ for the purposes of the Companies Act, 2013 or any other applicable laws.

RESOLVED FURTHER THAT Mr. Nikhil Mohta shall be entitled to be indemnified by the Company in accordance with Series E SHA and shall enjoy and have all such rights, privileges and immunities as provided under the Articles of Association of the Company and all applicable laws for the time being in force in India.

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director, Mr. Siddharth Mahanot, Whole time Director and Mr. Keshav Lahoti, Company Secretary of the Company be and are hereby jointly and/ or severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions including but not limited to completing the necessary formalities relating to filing of e-form DIR-12 with Registrar of Companies, Delhi & Haryana and any other relevant forms and undertake all matters incidental and ancillary thereto as may be required to be complied with by the Company and do all such acts, deeds and things as may be required to give effect to the above resolutions.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby jointly and severally authorized to sign the certified true copies of all the above resolutions and deliver the same to the shareholders of the Company for their record.”

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ITEM NO. 3

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

“RESOLVED THAT in accordance with the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder, the authorized share capital of the Company be increased from the existing INR 14,23,06,780 (Indian Rupees Fourteen Crores Twenty Three Lacs Six Thousand Seven Hundred And Eighty Only) , divided into 1,42,30,678 (One Crore Forty Two Lacs Thirty Thousand Six Hundred And Seventy Eight) equity shares of INR 10/- (Indian Rupees Ten Only) each to INR 25,60,50,860/- (Indian Rupees Twenty Five Crores Sixty Lacs Fifty Thousand Eight Hundred And Sixty Only) , divided into 2,56,05,086 (Two Crore Fifty Six Lacs Five Thousand And Eighty Six Only) Equity Shares OF INR 10/- (Indian Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act 2013, the Memorandum of Association and the Articles of Association of the Company approval of the members be and is hereby accorded such that the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new clause in place of the existing Clause:

*V. * “THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS INR INR 25,60,50,860/- (INDIAN RUPEES TWENTY FIVE CRORES SIXTY LACS FIFTY THOUSAND EIGHT HUNDRED AND SIXTY ONLY) , DIVIDED INTO 2,56,05,086 (TWO CRORE FIFTY SIX LACS FIVE THOUSAND AND EIGHTY SIX ONLY) EQUITY SHARES OF INR 10/- (INDIAN RUPEES TEN ONLY) EACH WITH THE RIGHTS, PRIVILEGES AND CONDITIONS ATTACHING THERETO AS ARE PROVIDED BY THE REGULATIONS OF THE COMPANY FOR TIME BEING WITH THE POWER TO INCREASE AND REDUCE THE CAPITAL AND TO DIVIDE THE SHARES IN THE CAPITAL FOR THE TIME BEING INTO SEVERAL RIGHTS PRIVILEGES OR CONDITIONS AS MAY BE DETERMINED BY OR IN ACCORDANCE WITH THE REGULATIONS OF THE COMPANY AND TO VARY, MODIFY OR ABROGATE ANY SUCH RIGHTS, PRIVILEGES OR CONDITIONS IN SUCH A MANNER AS MAY FOR TIME BEING BE PROVIDED BY THE REGULATIONS OF THE COMPANY.”*

RESOLVED FURTHER THAT Mr. Alok Mittal, Managing Director and Mr. Siddharth Mahanot, Wholetime Director of the Company be and are hereby severally authorized to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies or any other authorities) as may be required or considered necessary or incidental thereto to give effect to this resolution, including by any delegation of any powers granted to the directors pursuant to the foregoing.”

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By Order of the Board

For Riviera Investors Private Limited

Siddharth Mahanot
Wholetime Director
DIN: 07182888

Place: Gurgaon
Dated: June 12, 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 corporate 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 APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION.

As per the terms of the Series E SSA, the Company is required to amend and restate its Articles of Association to incorporate the terms of the Series E SHA. The Company recommends adoption of the amended and restated Articles of Association. A draft of the restated Articles of Association is enclosed along with this notice.

The consent of the members is required under the provisions of Section 14 of the Companies Act, 2013 and hence, the Board proposes item no. 1 to be passed as a **special resolution**.

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

Shareholders are requested to consider the same.

ITEM NO. 2

APPOINTMENT OF MR. NIKHIL MOHTA [DIN: 00932030] AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY:

Pursuant to the provisions of the Series E SSA and Series E SHA, the Company is required to appoint a Director nominated by India Advantage Fund S5 I as a Non-Executive Nominee Director on the Board of the Company. In respect of the foregoing, India Advantage Fund S5 I has nominated Mr. Nikhil Mohta [DIN: 00932030], to be appointed as a Non-Executive Nominee Director on the Board.

The Board in their meeting held on June 12, 2023 approved the appointment of Mr. Nikhil Mohta as an Additional Director on the Board of the Company.

Accordingly, the Board recommended the resolution in relation to appointment of Mr. Nikhil Mohta as Non-Executive, Nominee Director, for the approval by the shareholders of the Company.

Except Mr. Nikhil Mohta, none of the Directors, manager, key managerial personnel or their respective relatives are in any way concerned or interested in the said resolutions, save and except to the extent of their shareholding (if applicable) in the Company.

Shareholders are requested to consider the same.

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ITEM NO. 3

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.

Members will note that the existing authorized share capital of the Company is INR 14,23,06,780 (Indian Rupees Fourteen Crores Twenty Three Lacs Six Thousand Seven Hundred And Eighty Only), divided into 1,42,30,678 (One Crore Forty Two Lacs Thirty Thousand Six Hundred And Seventy Eight) equity shares of INR 10/- (Indian Rupees Ten Only) each. For the proposed investment of up to INR 50,00,00,000/- (Indian Rupees Fifty Crores Only) approx. to meet the funding requirements of the company, it is proposed to increase the authorised share capital to INR 25,60,50,860/- (Indian Rupees Twenty Five Crores Sixty Lacs Fifty Thousand Eight Hundred And Sixty Only) , divided into 2,56,05,086 (Two Crore Fifty Six Lacs Five Thousand And Eighty Six Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, the approval of the members is required to increase the authorized share capital of the Company by issue of new shares. Under Section 13 of the Companies Act 2013, the increase in the authorized share capital of the Company also requires relevant amendments to be made to the memorandum of association of the Company, which requires approval of the members of the Company by way of an ordinary resolution.

The Board recommends passing of the resolution set out in Item No. 3 in the Notice convening the meeting as an Ordinary 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: Gurgaon
Dated: June 12, 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-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 Monday, June 12, 2023 at 09:15 P.M. at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002 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 APPROVE AND ADOPT THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION.		
2.	APPOINTMENT OF MR. NIKHIL MOHTA [DIN: 00932030] AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY.		
3.	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.		

Signed this _____

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holder(s)

Note:

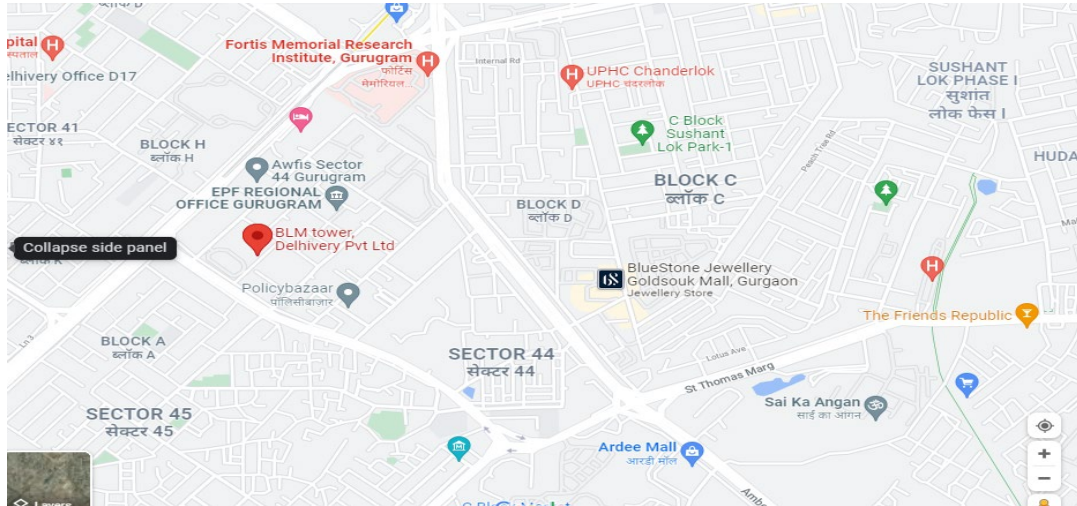
1. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more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



Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002

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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 Monday, June 12, 2023 at 09:15 P.M. at Plot No. 63, Second Floor, Sector - 44, Institutional Area, Gurgaon - 122002 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.