

Notice of the 1st Annual General Meeting

Notice is hereby given that the **1st Annual General Meeting ('AGM')** of the members of **RIIV India Private Limited ('the Company')** will be held on **Tuesday, October 29, 2024, at 11:30 A.M. (IST)** at the registered office of the Company at 21st floor, Commerz III, International Business Park, Western Express Highway, Oberoi Garden City, Goregaon (East), Mumbai-400063, Maharashtra, India to transact the following business:

Ordinary Business

Item No. 1 – Adoption of Financial Statements

To consider and adopt the audited financial statements (including the profit and loss account, balance sheet along with cash flow statement, notes, schedules) of the Company for the financial year ended 31 March 2024 and the reports of the Board of Directors' and Auditor's thereon.

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

"RESOLVED THAT Audited Financials of the Company Including Balance Sheet, Statement of Profit and Loss Account, cash flow statement, notes, schedules for the financial year ended on March 31, 2024, and the Directors' Report and Auditor's Report thereon be and are hereby received and adopted."

Item No. 2 – Appointment of Statutory Auditors of the Company

To appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants (FRN: 012754N/N500016) as the Statutory Auditors 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 Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to re-appoint M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants (FRN: 012754N/N5000016) as Statutory Auditors of the Company, from the conclusion of this first Annual General Meeting till the

RIIV INDIA PRIVATE LIMITED
CIN: U62011MH2023FTC400540

21st Floor Commerz III, International Business Park,
Western Express Highway, Oberoi Garden City,
Goregaon (East), Mumbai-400063, Maharashtra, India

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conclusion of Sixth Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to intimate the Statutory Auditors of their appointment and to do all such acts, deeds as may be necessary in this regard.”

Special Business

Item No. 3 – Regularization of Appointment of Director

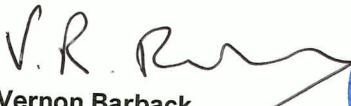
To regularize the appointment Mr. Hetal Shah (DIN: 10818996) as a director of the Company

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

“**RESOLVED THAT** Mr. Hetal Shah (DIN: 10818996), who was appointed as an Additional Director of the Company effective October 24, 2024, in terms of Section 161 of the Companies Act, 2013, provisionally holding office until the conclusion of this Annual General Meeting, be and is hereby regularized as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to file E-Form DIR-12 and to do all such acts or deeds as may be necessary in this regard.”

For **RIIV India Private Limited**


Vernon Barback
Director
DIN: 10110848



25 October 2024
Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business under item no. 3 to be transacted at this AGM is annexed herewith.
2. The Registers of Members, Directors and Key Managerial Personnel, including the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 88, 170 and 189 of the Act respectively, will be available for inspection by the Members at the AGM.
3. All documents in connection with the accompanying Notice shall be available for inspection at the Registered Office of the Company during business hours except on holidays, if any, upto and including the date of the Annual General Meeting of the Company.
4. A corporate member intending to send its authorized representative to attend the meeting is requested to send to the Company a certified true copy of the board resolution and/or authority letter as per the provisions of Section 113 of Act and rules made thereunder authorizing its representative to attend and vote on its behalf at the meeting, if not already sent.
5. A Meeting being convened at a shorter notice, is subject to obtaining the consent, in writing, of atleast 95% of the members of the Company entitled to vote at the meeting, pursuant to the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder read with applicable Secretarial Standards and Articles of Association of the Company.
6. In terms of the requirements of Section 1.2.4 of Secretarial Standards-2 on General Meetings issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, the route map for the location of the aforesaid meeting is annexed to the Notice.

RIIV INDIA PRIVATE LIMITED**CIN: U62011MH2023FTC400540****21st Floor Commerz III, International Business Park,
Western Express Highway, Oberoi Garden City,
Goregaon (East), Mumbai-400063, Maharashtra, India**russellinvestments.com**Seattle / New York / Toronto / Milwaukee / London / Paris /
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Auckland / Seoul / Mumbai****Tel +91 86577 33857****Email ID riiv_regn@russellinvestments.com**

Annexure to the Notice of the 1st Annual General Meeting of the Company

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item No.3:

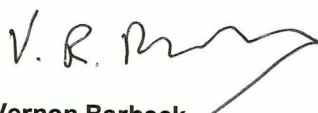
Mr. Hetal Shah (DIN: 10818996), was appointed as an Additional Director of the Company effective October 24, 2024, who provisionally holds office until the conclusion of the ensuing AGM.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the approval of the members is being sought to regularize Mr. Hetal Shah (DIN: 10818996) as a Director of the Company.

None of the Directors, Key Managerial Personal or their relatives are any way concerned or interested in the proposed resolution, except for Mr. Hetal Shah.

The Board of Directors of the Company recommends the passing of the proposed resolution stated in Item No. 3 as an ordinary resolution.

For **RIIV India Private Limited**


Vernon Barback
Director
DIN: 10110848



25 October 2024
Mumbai

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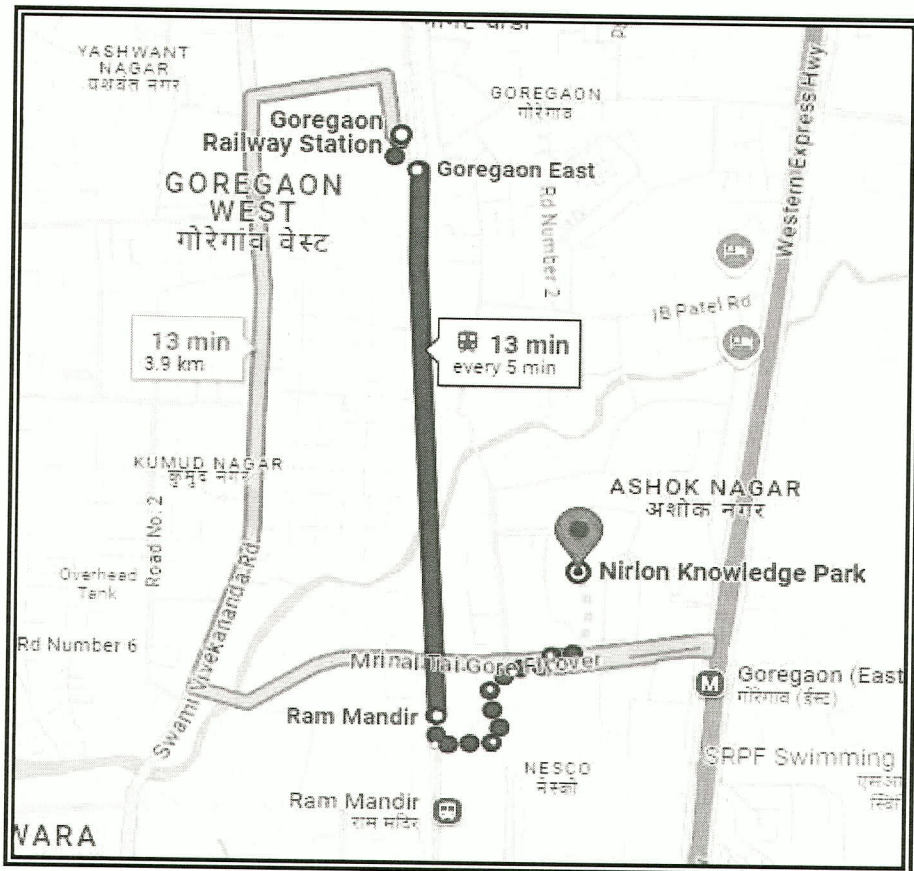
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Route map of the AGM Venue



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Form No. MGT-11**PROXY FORM**

**[Pursuant to section 105(6) of the Company Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the member (s):	E-mail ID:
	No. of shares held
Registered address:	Folio No.
	DP ID No.
	Client ID No.

I/We, being the member(s) of RIIV India Private Limited, holding _____ shares, do hereby appoint:

Sl. No.	Name	Address	Email Address	Signature	
1					or failing him/her
2					or failing him/her
3					

as my / our Proxy and whose signature(s) are appended above to attend and vote (on Poll) for me / us on my / our behalf at the 1st Annual General Meeting of the Company, to be held on 25th October, 2024 at 5:30 PM. (IST) at 21st Floor Commerz III, International Business Park, Western Express Highway, Oberoi Garden City, Goregaon East, Mumbai, Maharashtra, India- 400063 and at any adjournment or adjournments thereof, in respect of such resolution as indicated below:

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Resolution Number	Resolution	Type of Resolution	Vote	
			For	Against
1	Adoption of Financial Statements	Ordinary		
2	Appointment of Statutory Auditors of the Company	Ordinary		
3.	Regularization of Appointment of Director	Ordinary		

Signature of shareholder _____

Signature of Proxy holder(s) _____

Signed this ____ day of ____ October 2024

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Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member of the Company.
2. The Form of Proxy must be deposited at the Registered Office of the Company at 21st Floor Commerz III, International Business Park, Western Express Highway, Oberoi Garden City, Goregaon East, Mumbai, Maharashtra, India- 400063 not less than 48 (Forty-Eight) hours prior to the commencement of the aforesaid Meeting. A person can act as Proxy on behalf of Shareholders not exceeding fifty (50) and/or holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by Shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such Proxy shall not act as Proxy for any other person or Shareholder.
3. All alterations made in the Form of Proxy should be initialed.
4. In case multiple proxies are received not less than 48 (Forty-Eight) hours before the time of holding the aforesaid Meeting, the Proxy received later in time shall be accepted.
5. A person who is a minor cannot be appointed as Proxy.

