

Date: **01-10-2024**

To,
Listing & Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra - Kurla Complex,
Bandra, Mumbai- 400051.

Dear Sir/Madam,

Subject: - Outcome of the meeting of the Board of Directors of Richa Info System Limited ("the Company").

Dear Sir / Madam,

With reference to the captioned subject, we wish to inform your good office that the Board of Directors of the Company, at their meeting held today i.e., Tuesday, 1st October, 2024, have, inter alia, transacted and approved the following businesses:

1. Approved the Acquisition of 5,12,882 equity shares i.e. 16.76% equity shareholding of Roopyaa Tradebizz Limited ("target company") for a total purchase consideration of Rs. 23,48,99,956/- (Rupees Twenty-Three Crores Forty-Eight Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Six Only) at a price of Rs. 458/- (Rupees Four Hundred Fifty-Eight Only) per equity share (including security premium of Rs. 358/- per share) against the consideration:

A. Issuance and allotment of upto 27,00,000 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per equity share (including a security premium of Rs. 77/- (Rupees Seventy-Seven Only) per share to Mr. Kunjit Maheshbhai Patel, the Shareholder of Roopyaa Tradebizz Limited.

The price for issuance of security is considered in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of purchase consideration) to the shareholders of the target company. The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed as "**Annexure-I**".

2. Approved offer, Issue and Allot upto 27,00,000 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per equity share (including a premium of Rs. 77/- per share) on preferential issue basis ("Preferential Issue") in accordance with the Chapter V of SEBI (Issue of Capital and Disclosure requirement) Regulations, 2018 and other applicable laws, subject to the approval of regulatory/statutory authorities and the shareholders of the Company at the Extraordinary General Meeting to Non promoter for consideration other than cash to Mr. Kunjit Maheshbhai Patel, the Shareholder of Roopyaa Tradebizz Limited.

The details relating to the issuance of fully paid-up equity shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015 is enclosed as "**Annexure-II**"

3. Approved offer, Issue and Allot upto 84,00,000 (Eighty-Four Lakhs) Equity shares at face value of Rs. 10/- (Rupees Ten Only) at an issue price of Rs. 87/- (Rupees Eighty-Seven Only) including Security Premium of Rs. 77/- (Rupees Seventy-Seven Only) each to the allottees on a preferential issue basis ("Preferential Issue") in accordance with the Chapter V of SEBI (Issue of Capital and Disclosure requirement) Regulations, 2018 and other applicable laws, subject to the approval of regulatory/statutory authorities and the shareholders of the Company at the Extraordinary General Meeting.

The details relating to the issuance of warrants each convertible into equity Shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015 is enclosed as "**Annexure-III**"

4. Issuance of 95,00,000 (Ninety-Five Lakhs) warrants each convertible into, or exchangeable for 1 (One) fully paid-up equity share of the company of face value of Rs. 10/- (Rupees Ten Only) at an issue price of Rs. 87/- (Rupees Eighty-Seven Only) including Security Premium of Rs. 77/- (Rupees Seventy-Seven Only) each to the allottees on a preferential issue basis ("Preferential Issue") in accordance with the Chapter V of SEBI (Issue of Capital and Disclosure requirement) Regulations, 2018 and other applicable laws, subject to the approval of regulatory/statutory authorities and the shareholders of the Company at the Extraordinary General Meeting.

The details relating to the issuance of warrants each convertible into equity Shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015 is enclosed as "**Annexure-IV**"

5. The Board of Directors has appointed M/s CRISIL Rating Limited, as the Monitoring Agency for the purpose of Issue of Share Warrants.
6. On the recommendation of the Nomination and Remuneration Committee, Board has considered and approved, the appointment of Mr. Rupeshkumar Mittal (DIN: 01036455) as an 'Additional Director' in the category of Non-Executive Director' of the Company. Brief Profile of Mr. Rupeshkumar Mittal in terms of the SEBI Listing Regulations, is annexed herewith as "**Annexure - V**"

7. Notice of Extra-Ordinary General Meeting

- The Board of Directors has fixed the day, date, time and place for the Extra Ordinary General Meeting (EOGM) of the Company. The Board decided that the Extra Ordinary General Meeting of the Company will be held on Monday, 28th October, 2024 at Fortune Inn Haveli, Plot No.235, Sector-11, Gandhinagar -382011 at PM at 11:30 AM (IST).
- The Board has appointed M/s SCS and Co LLP, Practicing Company Secretary as a Scrutinizer of the Company for conducting the e-voting process in Extra Ordinary General Meeting.
- The e-voting period commences on 25th October 2024 at 09:00 AM and ends on 27th October 2024 at 05:00 PM.
- During this period members of the Company holding shares either in Physical form or in dematerialized form as of 21st October, 2024 (cut-off date for E-voting) may cast their vote through remote e-voting.

The meeting started at 06:00 PM and concluded at 7:45 PM.

Kindly take the same on your records and acknowledge the receipt.

For Richa Info System Limited

TUSHAR
DINESHCHANDRA SHAH
NDRA SHAH

Digitally signed by
TUSHAR
DINESHCHANDRA SHAH
Date: 2024.10.01 19:51:18
+05'30'

Tushar Dineshchandra Shah
Managing Director
DIN: 03115836

Date: 01-10-2024
Place: Gandhinagar



"ANNEXURE-I"

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Requirement of Disclosures	Description
1.	Name of the target entity, details in brief such as size, turnover etc.	Name: ROOPYAA TRADEBIZZ LIMITED Authorised Share Capital: Rs. 4,50,00,000 /- divided into 45,00,000 shares of Rs. 10/- each Paid Up Share Capital: Rs. 3,06,00,000/- divided into 30,60,000 shares of Rs. 10/- each Turnover as on March 31, 2024: Rs. 105.46 Crores
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group /group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Not a Related Party Transaction
3.	Industry to which the entity being acquired belongs	Roopyaa Tradebizz Limited operates an Industrial Data Portal that provides B2B solutions. Under the wholly owned subsidiary, it manufactures multilayer films and bags for packaging solutions. Our company has launched the television under the brand "Earthonics". The company will get access through Roopyaa for creating the dealers matrix pan India and also will have access to packaging solutions. Packaging plays an important role in Electronics Items.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Richa Info Systems Limited as part of forward integration is foraying into manufacturing / assembling of television under its own brand - " Earthonics". This requires penetration on B2B segment to develop supply chain as well as B2C for sales to end Customers. Roopyaa can provide the ready-made set up. Roopyaa is into manufacturing and services. Roopyaa is 4 times the size of Richa Info Systems. Richa may derive substantial benefits from swapping stake with Roopyaa. 1. Roopyaa is into multiple businesses

		which may directly contribute to the growth of Richa: a. Roopyaa has its own data portal that caters to Industrial Goods. www.tradvisor.in This will help in developing the supply chain of Richa and help penetrate market easily. b. Roopyaa through its wholly owned subsidiary is into manufacturing of multilayer films and bags. This will cater to the packaging needs 2. Roopyaa has premium customers which will increase the valuation of their company and Richa's Stake eventually. (Existing Customers of Roopyaa are Edelweiss (ECL Finance Limited), Sterling Auxiliaries Limited, Catalyst Capital and many more).
5.	Brief details of any governmental or regulatory approvals required for the acquisition	- Not Applicable-
6.	Indicative time period for completion of the acquisition	Subject to necessary approvals of regulator (s), as may be required, and subject to the approval of shareholders in their general meeting. Expected to complete the acquisition by February, 2025.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	This acquisition involves a total consideration of Rs. 23,48,99,956/- (Rupees Twenty-Three Crores Forty-Eight Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Six Only), 16.76% shareholding of Roopyaa Tradebizz Limited. The details of the same is as below: ➤ Rs. 23,49,00,000/- (Rupees Twenty-Three Crores Forty-Nine Lakhs Only) will be as share swap.
8.	Cost of acquisition or the price at which the shares are acquired	Rs. 23,48,99,956/- (Rupees Twenty-Three Crores Forty-Eight Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Six Only), 16.76% shareholding of Roopyaa Tradebizz Limited

Corporate Office : Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat

- 382010

Phone : 9157094380 Customer Care No: 18003098087

Email : info@richainfosys.com URL: www.richainfosys.com

CIN : L30007GJ2010PLC062521

9.	Percentage of shareholding/control acquired and/or number of shares acquired	Shareholding in Percentage: 16.76% Number of shares: 5,12,882
10.	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<u>Product/line of business:</u> ROOPYAA TRADEBIZZ LIMITED engaged in the business of Data portal for Industrial Goods catering to B2B segment. Wholly owned subsidiary is into manufacturing of Multilayer Films and Bags. <u>Date of Incorporation:</u> 15th July, 2006 <u>History of Last 3 years turnover: (In crore)</u> 2023-24 - 105.46 2022-23 - 58.73 2020-2021 - 24.22 <u>Country of presence:</u> India

"ANNEXURE-II"

The details relating to the issuance of fully paid-up equity shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015.

Sr. No.	Particulars	Issue of Equity Shares of the Company for consideration other than cash (Share Swap)	
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares of face value Rs. 10/- (Rupees Ten Only) per share.	
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential Allotment	
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	27,00,000 Equity Shares (Twenty-Seven Lakhs)	
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
a)	Name of Proposed Allottees	S.N.	Name of Investor
		1	Kunjit Maheshbhai Patel
b)	Post allotment of securities outcome of the subscription	The Equity Shares are proposed to be allotted to the investors name above. Details of the shareholding in the Company, prior to and after the preferential issue, are as under:	
		Pre-preferential issue	Post-allotment of preferential issue
		NIL	27,00,000
c)	Issue Price	Rs. 87/- (Rupees Eighty-Seven Only) per equity share (including a premium of Rs. 77/- per share)	
d)	Number of Investor	1 (One)	
e)	In case of convertible intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable	

"ANNEXURE-III"

The details relating to the issuance of fully paid-up equity shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with circular dated September 9, 2015.

Sr. No.	Particulars	Issue of Equity Shares of the Company																																												
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares of face value Rs. 10/- (Rupees Ten Only) per share.																																												
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential Allotment																																												
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	84,00,000 (Eighty-Four Lakhs)																																												
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																																													
a)	Name of Proposed Allottees	<table><tr><th>S.N.</th><th>Name of Investor</th></tr><tr><td>1</td><td>Thakor Nayana Chandubhai</td></tr><tr><td>2</td><td>Nareshbhai Keshavlal Selani</td></tr><tr><td>3</td><td>Dhirendra Kavita Chopra</td></tr><tr><td>4</td><td>Aparajita Rashi B Mishra</td></tr><tr><td>5</td><td>Vasant Naranbhai Patel HUF</td></tr><tr><td>6</td><td>Shruti Singhvi</td></tr><tr><td>7</td><td>Manish Binaykiya HUF</td></tr><tr><td>8</td><td>Prerna Jain</td></tr><tr><td>9</td><td>Manishkumar Binaykiya</td></tr><tr><td>10</td><td>Rekhadevi Binaykiya</td></tr><tr><td>11</td><td>NISHTHA JAIN</td></tr><tr><td>12</td><td>SALONI JAIN</td></tr><tr><td>13</td><td>PRADEEP KUMAR DAGA HUF</td></tr><tr><td>14</td><td>NITIN SURESH</td></tr><tr><td>15</td><td>Ajit M. Santoki HUF</td></tr><tr><td>16</td><td>Jayesha Ajit Santoki</td></tr><tr><td>17</td><td>Kunjal Sarth Santoki</td></tr><tr><td>18</td><td>Sarth Ajitbhai Santoki</td></tr><tr><td>19</td><td>Sarth Ajitbhai Santoki HUF</td></tr><tr><td>20</td><td>Deepa Sandeep Dham</td></tr><tr><td>21</td><td>Agnaben Vasudevbbhai Madhu</td></tr></table>	S.N.	Name of Investor	1	Thakor Nayana Chandubhai	2	Nareshbhai Keshavlal Selani	3	Dhirendra Kavita Chopra	4	Aparajita Rashi B Mishra	5	Vasant Naranbhai Patel HUF	6	Shruti Singhvi	7	Manish Binaykiya HUF	8	Prerna Jain	9	Manishkumar Binaykiya	10	Rekhadevi Binaykiya	11	NISHTHA JAIN	12	SALONI JAIN	13	PRADEEP KUMAR DAGA HUF	14	NITIN SURESH	15	Ajit M. Santoki HUF	16	Jayesha Ajit Santoki	17	Kunjal Sarth Santoki	18	Sarth Ajitbhai Santoki	19	Sarth Ajitbhai Santoki HUF	20	Deepa Sandeep Dham	21	Agnaben Vasudevbbhai Madhu
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b)	Post allotment of securities outcome of the subscription	The Equity Shares are proposed to be allotted to the investors name above. Details of the shareholding in the Company, prior to and after the preferential issue, are as under: <table><tr><th>Pre-preferential issue</th><th>Post-allotment of preferential issue</th></tr><tr><td>NIL</td><td>84,00,000</td></tr></table>	Pre-preferential issue	Post-allotment of preferential issue	NIL	84,00,000																																								
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c)	Issue Price	Rs. 87/- (Rupees Eighty-Seven Only) per equity share																																												

Corporate Office : Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat

- 382010

Phone

: 9157094380 Customer Care No: 18003098087

Email

: info@richainfosys.com URL: www.richainfosys.com

CIN

: L30007GJ2010PLC062521

		(including a premium of Rs. 77/- per share).
d)	Number of Investor	21 (Twenty-One)
e)	In case of convertible intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable



"ANNEXURE-IV"

The details relating to the issuance of warrants each convertible into equity Shares on a Preferential Basis as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with a circular dated September 9, 2015.

Sr. No.	Particulars	Details																														
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Convertible Warrants into Equity																														
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placements, preferential allotment etc.)	Preferential Allotment																														
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	95,00,000 (Ninety-Five Lakhs)																														
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																															
a)	Name of Proposed Allottees	<table><tr><th>S.N.</th><th>Name of Investor</th></tr><tr><td>1</td><td>Shruti Singhvi</td></tr><tr><td>2</td><td>Manish Binaykiya HUF</td></tr><tr><td>3</td><td>Prerna Jain</td></tr><tr><td>4</td><td>Manishkumar Binaykiya</td></tr><tr><td>5</td><td>Rekhadevi Binaykiya</td></tr><tr><td>6</td><td>NISHTHA JAIN</td></tr><tr><td>7</td><td>SALONI JAIN</td></tr><tr><td>8</td><td>PRADEEP KUMAR DAGA HUF</td></tr><tr><td>9</td><td>NITIN SURESH</td></tr><tr><td>10</td><td>Kriya Shah</td></tr><tr><td>11</td><td>Deepa Sandeep Dham</td></tr><tr><td>12</td><td>Agnaben Vasudevbbhai Madhu</td></tr><tr><td>13</td><td>Arth Technocrats Private Limited</td></tr></table>	S.N.	Name of Investor	1	Shruti Singhvi	2	Manish Binaykiya HUF	3	Prerna Jain	4	Manishkumar Binaykiya	5	Rekhadevi Binaykiya	6	NISHTHA JAIN	7	SALONI JAIN	8	PRADEEP KUMAR DAGA HUF	9	NITIN SURESH	10	Kriya Shah	11	Deepa Sandeep Dham	12	Agnaben Vasudevbbhai Madhu	13	Arth Technocrats Private Limited		
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b)	Post allotment of securities outcome of the subscription	<table><tr><td colspan="2">The warrants are proposed to be allotted to the investor named above. Details of the shareholding in the Company, prior to and after the preferential issue, are as under:</td></tr><tr><td>Pre-preferential issue</td><td>Post-allotment of warrants to the preferential issue</td></tr><tr><td>NIL</td><td>95,00,000</td></tr></table>		The warrants are proposed to be allotted to the investor named above. Details of the shareholding in the Company, prior to and after the preferential issue, are as under:		Pre-preferential issue	Post-allotment of warrants to the preferential issue	NIL	95,00,000																							
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Pre-preferential issue	Post-allotment of warrants to the preferential issue																															
NIL	95,00,000																															
c)	Issue Price	Rs. 87/- (Rupees Eighty-Seven Only) per equity share (including a premium of Rs. 77/- per share).																														
d)	Number of Investor	13 (Thirteen)																														
e)	In case of convertible intimation on conversion of securities or on lapse of the tenure of the	Each Warrant will be convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each payable in cash, upto the																														

	instrument	full payment of warrant as per the issue price which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.
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"ANNEXURE-V"

Additional Details as required under Regulation 30 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Appointment of Mr. RUPESHKUMAR MITTAL (DIN: 01036455) as an Additional Non-Executive Director of the Company.

S.NO	Particulars	Remarks
1.	Reason for change viz., Appointment, resignation, removal, death or otherwise	Appointment
2.	Date of appointment/cessation (as applicable) & terms of appointment	Mr. Rupeshkumar Mittal will be appointed as Additional Non-Executive Director of the company with effect from October 01, 2024.
3.	Brief Profile (in case of appointment)	Mr. Rupeshkumar Mittal is a Commercial Leader, offering a dynamic career that reflects pioneering experience in managing complete P&L and achieving organizational objectives through Process Excellence, Cost Optimization, Business & Financial Analysis, Wastage Analysis & Control and driving Plant/ Factory Operations strategies; targeting leadership assignments with a growth-oriented organization Business Leader with over 24 years of career success in spearheading leadership functions such as Commercial Operations, P&L Ownership, Financial Planning & Analysis, Business Management and Operational Excellence
4.	Disclosure of relationship between directors (in case of appointment of Director)	Not related to any of the Directors of the company.
5.	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018, issued by the BSE and NSE, respectively.	We confirm that Mr. Rupeshkumar Mittal is not debarred from holding the office of Director, by virtue of any SEBI order or any other such authority.