



POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that, Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) Secretarial Standard-2 on General Meeting (the “SS-2”), and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued, read with Circular No. 9/2024 dated September 19, 2024 as well as General Circular No. 09/2025 dated September 22, 2025 (collectively ‘MCA Circulars’), to transact the special business as set out hereunder by passing Special Resolutions and Ordinary Resolution by way of postal ballot only, by voting through electronic means (‘remote e-voting’)

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (‘Notice’) for your consideration and forms part of this Notice.

This Postal Ballot is accordingly being initiated in compliance with the MCA and SEBI Circulars. Further, as provided in the said MCA and SEBI Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to cs@richainfosys.com,

Registered Office : Shop No 101, Shalin Complex, Sector 11, Gandhinagar-382011 Gujarat, India.

Corporate Office : 25-26, Shivalay Residency, Opp. Vishal Super Market, Kudasan, Gandhinagar-382421 Gujarat, India

Phone : 9157094380 Customer Care No : 18003098087

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

CIN : L30007GJ2010PLC062521



providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to cs@richainfosys.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: www.evoting.nsdl.com from Saturday, December 27, 2025 (09:00 A.M.) and will end on Sunday, January 25, 2026 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through NSDL.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

Pursuant to rule 22(5) of the Rules, the Board of Directors of the Company (the "Board"), has appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before Tuesday, January 27, 2026 at the Registered Office of the company at Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat, India, 382010. The said results will also be displayed at the notice board of the Registered Office of the Company, intimated to the National Stock Exchange of India Limited (NSE) where the Company's Shares are listed and displayed on the website of the Company i.e. www.richainfosystems.com.

Place: Gandhinagar

Date: December 26, 2025

**By order of the Board of Directors,
Richa Info Systems Limited**

Address: Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat, India, 382010

Sd/-
Tushar Dineshchandra Shah
Chairman Cum Managing Director
DIN: 03115836

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ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:

SPECIAL BUSINESS

RESOLUTION 1:

TO CONSIDER AND APPROVE PROPOSAL FOR MIGRATION OF THE COMPANY FROM SME BOARD TO MAIN BOARD:

To consider and pass the following resolutions as **Special Resolution**:

Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the below mentioned Resolutions shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the applicable Laws and by-laws and rules and regulations of National Stock Exchange of India Limited and subject to the approval of other statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Listing / Trading of Equity Shares of the Company having a face value of Rupees 10.00 per Equity Share (which are currently listed on NSE Emerge platform) and upon Migration, the said Equity Shares be got listed and traded on the Capital Segment Main Board of National Stock Exchange of India Limited, from the date of Migration / getting listed and admitted to deal on Main Board of National Stock Exchange of India Limited.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution.”

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RESOLUTION 2:

TO APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present Rs. 25,00,00,000/- (Rupees Twenty- Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 79,00,00,000/- (Rupees Seventy-Nine Crore Only) divided into 7,90,00,000 (Seven Crore Ninety lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be substituted by following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 79,00,00,000/- (Rupees Seventy-Nine Crore Only) divided into 7,90,00,000 (Seven Crore Ninety lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

Place: Gandhinagar

Date: December 26, 2025

**By order of the Board of Directors,
Richa Info Systems Limited**

Sd/-

**Tushar Dineshchandra Shah
Chairman Cum Managing Director
DIN: 03115836**

Address: Shop No. 101, Shalin Complex,
Sector-11, Gandhinagar, Gujarat, India,
382010

NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, December 19, 2025 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, December 19, 2025. Member who does not receive the postal ballot notice may send an email to cs@richainfosys.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.richainfosystems.com and website of e-Voting Agency at www.evoting.nsdl.com.
4. Any query/grievance may please be addressed to Mr. Tushar Dineshchandra Shah, Authorised person with respect to the voting by remote electronic means at: Email id: cs@richainfosys.com or to NSDL at evoting@nsdl.co.in.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes during Saturday, December 27, 2025 (09:00 A.M.) and will end on Sunday, January 25, 2026 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, December 19, 2025 (cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.



9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.richainfosystems.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement sections of the websites of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.
11. The Board of Directors have appointed Mr. Abhishek Prakashchand Chhajed, partner of SCS AND Co. LLP (LLPIN: AAV-1091) Company Secretary in Practice (Firm Unique Code: L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on Sunday, January 25, 2026, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be declared on or before Tuesday, January 27, 2026 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.richainfosystems.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
13. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company.



INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on **Saturday, December 27, 2025 (09:00 A.M.)** and will end on **Sunday, January 25, 2026 (05:00 P.M.)** The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, December 19, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, December 19, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglevel.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-

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Voting period.

Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

If you are not registered for **IDeAS** e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

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		<p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL		<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</p>

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	Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can user your existing password to

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login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com.

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@richainfosys.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@richainfosys.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

Item No. 1:

In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the Resolutions in Item No. 1 of this Notice shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Equity Shares of the Company are listed and traded on SME platform of National Stock Exchange of India Limited w.e.f. February 21, 2022.

The Company has been performing consistently and has increased its business operations year by year. The listing of Equity Shares of the Company enhanced transparency in the functioning and the Company has been benefitted. Over the period, the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the Company is geared up for moving on to the main board of National Stock Exchange of India Limited.

In terms of present rules/regulations, the Equity Shares which are presently listed & traded on NSE Emerge platform can be migrated to Main Board of National Stock Exchange of India Limited after an initial period of 3 years from the date of listing as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018 and eligibility criteria as laid down by National Stock Exchange of India Limited.

At present, Your Company has been listed and traded on the NSE Emerge platform on February 21, 2022) for more than three years and as the paid-up capital increased from Rs. 2,40,00,000 to Rs. 13,50,22,200 subject to Preferential Issue as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and criteria laid down by National Stock Exchange of India Limited for Migration and subject to all applicable provisions of SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015, applicable guidelines/circulars/notifications issued by the NSE, approvals of Statutory/Regulatory Authorities, if any and subject to approval of Shareholders by way of Special Resolution.

The proposed listing of Equity Shares of the Company on Main Board of National Stock Exchange of India Limited will not only act as a catalyst in the growth and expansion of the Company apart from taking company to a different league altogether with enhanced

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recognition and will also result in participation of a larger pool of potential investors thereby help to increase the liquidity of Shares of our Company.

The members are, therefore, requested to accord their approval for the Migration of Listing/ Trading of Equity Shares of the company from NSE Emerge platform to Main Board of National Stock Exchange of India Limited as set out in the resolution.

The Listing of the Equity Shares on the Main Board of National Stock Exchange of India Limited would need to be approved by the Shareholders of the Company by passing a special resolution through Postal Ballot. Further, as per Regulation 277 of SEBI (ICDR), the resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal shall amount to at least two times the number of Votes cast by shareholders other than promoter shareholders against the proposal.

The Company would approach NSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of National Stock Exchange of India Limited.

The Board recommends the matter and the resolution for the approval of the Members by way of passing Special Resolutions.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

Item No. 2:

The existing Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty- Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Board in its Meeting held on November 17, 2025 approved and recommended increasing the Authorised Share Capital to Rs. 79,00,00,000/- (Rupees Seventy-Nine Crore Only) divided into 7,90,00,000 (Seven Crore Ninety lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 2 for approval of the Members as Ordinary Resolution.

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None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

Place: Gandhinagar

Date: December 26, 2025

By order of the Board of Directors,

Richa Info Systems Limited

Sd/-

Address: Shop No. 101, Shalin Complex,
Sector-11, Gandhinagar, Gujarat, India,
382010

Tushar Dineshchandra Shah
Chairman Cum Managing Director
DIN: 03115836