

July 28, 2025

To,  
Listing Department,  
National Stock Exchange Limited  
Exchange Plaza, C- 1, Block-G  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051

**Subject: Outcome of the Board Meeting held on July 28, 2025.**

Dear Sir/ Madam,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company at its meeting, held on July 28, 2025, inter-alia – considered and approved the following proposal:

- Incorporate a wholly owned subsidiary of the Company in Dubai, United Arab Emirates, or
- Acquire an existing company in Dubai,

which shall be engaged exclusively in IT-related business operations.

The Board Meeting commenced at 07:00 PM and concluded at 07:20 PM.

The details as required under Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is attached herewith as "**Annexure 1**".

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

**For RICHA INFO SYSTEMS LIMITED**

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**TUSHAR DINESHCHANDRA SHAH**  
**CHAIRMAN CUM MANAGING DIRECTOR**  
**DIN: 03115836**

## ANNEXURE 1

<b>Name(s) of parties involved in the transaction</b>	Richa Info Systems Limited ( <b>RISL</b> ) & Such other Proposed name of Proposed Company.
<b>Purpose of the transaction</b>	Incorporation/ Acquisition of Wholly Owned Subsidiary with an objective of undertaking IT-related business operations.
<b>Shareholding, if any, in the entity with whom the transaction is executed</b>	Initial Shareholding - 100% by RISL.
<b>Significant terms of the investment (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.</b>	<ol style="list-style-type: none"> <li>1. Total capital commitment by RISL would be 100% of the share Capital of the Proposed Company.</li> <li>2. RISL shall have the complete right over the appointment of Directors in the proposed Company.</li> <li>3. RISL shall have the complete voting rights in the proposed Company.</li> </ol>
<b>Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship</b>	No
<b>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"</b>	No

**In case of issuance of shares to the parties, details of issue price, class of shares issued**

The Share capital of the proposed Company shall be 1,00,000.

**Any other disclosures related to such investment, viz., details of nominee shareholder, details of nominee on the board of directors of the unlisted entity, potential conflict of interest arising out of such investment, etc.**

There would be Tushar Dineshchandra Shah as Nominee Shareholder and Manager in the proposed Company as may be approved by concerned Authorities.

**Name of the target entity, details in brief such as size, turnover etc**

**Name:** As may be approved by the regulatory authorities concerned.

**Authorized Capital:** 1,00,000

**Turnover:** Not Applicable since the Company is yet to be incorporated.

**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 "arms length"**

The wholly owned subsidiary company once incorporated/Acquired will be related party of the RISL.

**Industry to which the entity being acquired belongs;**

IT-related business operations.

**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);**

IT-related business operations.

**Brief details of any governmental or regulatory approvals required for the acquisition;**

Not Applicable

**Indicative time period for completion of the acquisition;**

Not Applicable

**Nature of consideration - whether cash consideration or share swap and details of the same;**

100% initial subscription to the share capital through Cash/Banking Channel/other approved form.

**Cost of acquisition or the price at which the shares are acquired**

Not Applicable

**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);**

Not applicable since the Company is yet to be incorporated.