

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of Richa Info System Limited 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) to transact the following businesses:

Special Business: -

Item No. 1: Regularization of Additional Director Mr. Rupeshkumar Mittal [DIN: 01036455] as an Independent Director of the Company.

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

“RESOLVED THAT Mr. Rupeshkumar Mittal [DIN: 01036455], who was appointed as an Additional Director (Non- Executive and Non-Independent) with effect from 1st October, 2024 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of General Meeting, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby jointly or severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Item No. 2: To offer, issue and allot Equity Shares (Other than cash) on a Preferential Basis.

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the National Stock Exchange of India Limited (NSE EMERGE) on which the Equity Shares of the Company having Face Value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) is listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, Issue, offer and allot at an appropriate time, in one or more tranches, up to 27,00,000 (Twenty Seven Lakhs) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per Equity Share (including a premium of Rs. 77/- (Rupees Seventy-Seven Only) per share (‘Preferential Allotment Price’), aggregating to not exceeding Rs. 23,49,00,000/- (Rupees Twenty Three Crores Forty Nine Lakhs Only) which is not

less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the Proposed Allottees, who are not Promoter(s) and who does not belong to the Promoter Group of the Company, for consideration other than cash being part payment to be made towards the acquisition of 5,12,882 Equity Shares representing 16.76% of the Shareholding of the Roopyaa Tradebizz Limited ("Target Company") (herein after referred to as "Swap Shares") as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

S.N.	Name of Proposed Allottees (Shareholder of Roopyaa Tradebizz Limited)	Category (Promoter/non-promotor)	Maximum No. of Equity Shares proposed to be issued
1.	Kunjit Maheshbhai Patel	Non- Promotor	27,00,000
Total			27,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Friday, 27th September, 2024 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.
- The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against the Swap Shares, being the acquisition of Shares of Target Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and
- The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the

SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other period as may be mutually agreed by the Company and the Proposed Allottees.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Member of the Board or any committee thereof or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item No 3: Issue of Equity Shares on a Preferential basis

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies

(Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India ("RBI") and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE) and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot 84,00,000 (Eighty-Four Lakhs) fully Paid up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per Equity Share (including a premium of Rs. 77/- (Rupees Seventy-Seven Only) per share ('Preferential Allotment Price'), aggregating to Rs. 73,08,00,000/- (Rupees Seventy-Three Crores Eight Lakhs Only)], to the below as a Table A mentioned proposed allottee(s) (hereinafter referred to as "Investors" or "Allottees") by way of preferential issue ("Preferential Issue") on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Table A

SN	Name of the proposed Allottee	Category	No. of Shares to be allotted	PAN
1	Thakor Nayana Chandubhai	Non-Promotor	17,50,000	CGQPC7218A
2	Nareshbhai Keshavlal Selani	Non-Promotor	17,50,000	AJBPS8297F
3	Dhirendra Gautamkumar Chopra	Non-Promotor	25,00,000	AAMPC4734H
4	Aparajita Rashi B Mishra	Non-Promotor	2,50,000	AADFU1014B
5	Vasant Naranbhai Patel HUF	Non-Promotor	3,00,000	AACHP8242H
6	Shruti Singhvi	Non-Promotor	2,00,000	BNFPS3064P
7	Manish Binaykiya HUF	Non-Promotor	1,00,000	AALHM6018D
8	Prerna Jain	Non-Promotor	1,00,000	FDMPB5351P
9	Manishkumar Binaykiya	Non-Promotor	1,00,000	AASPB1879L
10	Rekhadevi Binaykiya	Non-Promotor	1,00,000	AVCPB6565E
11	NISHTHA JAIN	Non-Promotor	3,00,000	DCHPJ7158C
12	SALONI JAIN	Non-Promotor	2,99,000	CFYPJ0339A
13	PRADEEP KUMAR DAGA HUF	Non-Promotor	1,000	AATHP1949N
14	NITIN SURESH	Non-Promotor	2,00,000	ARWPN3650L
15	Ajit M. Santoki HUF	Non-Promotor	50,000	AADHA5091E

16	Jayesha Ajit Santoki	Non-Promotor	50,000	AIQPS2461M
17	Kunjal Sarth Santoki	Non-Promotor	50,000	GBFPS6078J
18	Sarth Ajitbhai Santoki	Non-Promotor	50,000	EZBPS5487M
19	Sarth Ajitbhai Santoki HUF	Non-Promotor	50,000	ABKHS3423G
20	Deepa Sandeep Dham	Non-Promotor	1,00,000	ANJPD6094K
21	Agnaben Vasudevhai Madhu	Non-Promotor	1,00,000	CILPM5908E

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Friday, 27th September, 2024 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b. The Equity Shares to be issued and allotted shall be fully paid up and shall rank paripassu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof.
- c. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said SEBI ICDR Regulations.
- d. The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Investors up to the extent of their applications received. Further, if the Investor is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- g. The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h. The Equity Shares so offered, issued and allotted will be listed and traded on National Stock Exchange of India Limited (NSE EMERGE), where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Preferential Issue to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE) and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Item No 4: Issue of Convertible Warrants on a Preferential basis

To consider and if through fit, to pass with or without modification (s), the following Resolution (s) as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (‘the Act’), the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (‘FEMA’), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Reserve Bank of India (‘RBI’) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with Stock Exchanges i.e. National Stock Exchange of India Limited (NSE EMERGE) and, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by Ministry of Corporate Affairs (‘MCA’), the Securities and Exchange Board of India, and/ or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted/ to be constituted Board of Directors thereof to exercise its powers including powers conferred under this resolution), the

consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches of upto 95,00,000 (Ninety-Five Lakhs) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of Rs. 87/- (Rupees Eighty-Seven Only) each (including premium of Rs. 77/- each) payable in cash ('Warrants Issue Price'), aggregating upto Rs. 82,65,00,000/- (Rupees Eighty Two Crores Sixty Five Lakhs Only) 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, to the allottees mentioned herein below as a table A (hereinafter referred to as "Proposed Allottee"), by way of preferential issue in accordance with the terms of the Warrants on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Friday, 27th September, 2024 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the preferential issue is of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions prescribed under applicable laws:

- a. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b. Minimum amount of upto Rs. 20,66,25,000/- (Rupees Twenty Crores Sixty-Six Lakhs Twenty-Five Thousand Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 61,98,75,000/- (Rupees Sixty-One Crores Ninety-Eight Lakhs Seventy-Five Thousand Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).
- c. The Warrants shall not carry any voting rights until they are converted into equity shares.
- d. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
- e. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
- f. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of

Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

- g. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- h. The Warrants by itself, until converted into Equity Shares, do not give to the Warrant holders any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.
- i. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, Key Managerial Personnel, be and is hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, making applications to the stock exchanges for obtaining in-principle approvals, filing requisite documents with the MCA, Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE) and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s), or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

Table A

SN	Name of the proposed Allottee	Category	No. of Convertible Warrants to be allotted	PAN
1	Shruti Singhvi	Non-Promotor	6,00,000	BNFPS3064P
2	Manish Binaykiya HUF	Non-Promotor	1,00,000	AALHM6018D
3	Prerna Jain	Non-Promotor	1,00,000	FDMPB5351P
4	Manishkumar Binaykiya	Non-Promotor	1,00,000	AASPB1879L
5	Rekhadevi Binaykiya	Non-Promotor	1,00,000	AVCPB6565E
6	NISHTHA JAIN	Non-Promotor	6,00,000	DCHPJ7158C
7	SALONI JAIN	Non-Promotor	5,99,000	CFYPJ0339A

8	PRADEEP KUMAR DAGA HUF	Non-Promotor	1,000	AATHP1949N
9	NITIN SURESH	Non-Promotor	4,00,000	ARWPN3650L
10	Shah Kriya	Non-Promotor	1,00,000	LXDPS4027E
11	Deepa Sandeep Dham	Non-Promotor	9,00,000	ANJPD6094K
12	Agnaben Vasudevbbhai Madhu	Non-Promotor	9,00,000	CILPM5908E
13	Arth Technocrats Private Limited	Promotor Group	50,00,000	AAXCA4982F

By Order of the Board of Directors
For, Richa Info Systems Limited

Date: 01/10/2024
Place: Gandhinagar

SD/-
Tushar Dineshchandra Shah
Managing Director
DIN: 03115836

SD/-
Hemaben Tushar Shah
Director
DIN: 03115848



IMPORTANT NOTES

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 1 and 4 is annexed hereto.
2. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. 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.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Attendance slip sent herewith duly filled-in for attending the Extra Ordinary General Meeting.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.richainfosys.com. The Notice can also be accessed from the websites of the Stock Exchange National Stock Exchange of India Limited at www.nseindia.com at and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent **M/s. Link Intime India Private Limited**. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Extra-Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or support@richainfosys.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 9:00 A.M. on 25th October, 2024 and ends on 5:00 P.M. on 27th October, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 21st October, 2024, 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 21st October, 2024.

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 and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="613 354 1360 810">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="613 842 1360 968">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="613 999 1360 1455">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="613 1486 1360 1577">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. 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
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For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to 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**
6. 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.co.in 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to support@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 support@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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**By Order of the Board of Directors
For, Richa Info Systems Limited**

**Date: 01/10/2024
Place: Gandhinagar**

**SD/-
Tushar Dineshchandra Shah
Managing Director
DIN: 03115836**

**SD/-
Hemaben Tushar Shah
Director
DIN: 03115848**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item;

Item No. 1: Regularization of Additional Director Mr. Rupeshkumar Mittal [DIN: 01036455] as an Independent Director of the Company.

Mr. Rupeshkumar Mittal [DIN: 01036455], who was appointed as an Additional Director with effect from 1st October, 2024 by the Board of Directors. According to the provision of Section 161 of the Companies Act, 2013 and the Article of Association of the company, he holds office as Director up to the date of General Meeting. Therefore, he is regularized as a Non-Executive & Non-Independent Director from the General Meeting.

The Board considers it desirable that the company should continue to avail itself of his services and hence recommends the resolution for approval of the shareholders as an ordinary resolution.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Rupeshkumar Mittal [DIN: 01036455] is annexed in "**Annexure-A**" to this Notice.

Except Mr. Rupeshkumar Mittal [DIN: 01036455] being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

Item No 2: To offer, issue and allot Equity Shares (Other than cash) on a Preferential Basis.

The Members are hereby informed that the Board in its meeting held on 1st October, 2024, has approved the acquisition of 16.76% shareholding of M/s Roopyaa Tradebizz Limited ("Target Companies") in line with the strategy to Expansion of the Business it is decided to acquire 5,12,882 Equity Shares constituting 16.76% stake of the M/s Roopyaa Tradebizz Limited. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the Mr. Kunjit Maheshbhai Patel, shareholder of the target company being the payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated 1st October, 2024, has approved the issue of upto 27,00,000 (Twenty-Seven Lakhs) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per Equity Share (including a premium of Rs. 77/- (Rupees Seventy-Seven Only) per share ('Preferential Allotment Price') to the Proposed Allottee for a consideration other than cash, which is not less than the price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis.

Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including the date of passing of the Board resolution:

The Board, pursuant to its resolution dated 1st October, 2024, has approved the proposed preferential issue of upto 27,00,000 (Twenty-Seven Lakhs) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per Equity Share (including a premium of Rs. 77/- (Rupees Seventy-Seven Only) per share, for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. Objects of the preferential issue:

The Company has agreed to discharge of the total Purchase Consideration payable for the acquisition of the target Company by acquiring 5,12,882 Equity Shares constituting 16.76% stake of the M/s Roopyaa Tradebizz Limited from the proposed allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item No. 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange and any other regulatory approvals, as may be applicable.

3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued

The Company has agreed to issue upto 27,00,000 (Twenty-Seven Lakhs) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 87/- (Rupees Eighty-Seven Only) per Equity Share (including a premium of Rs. 77/- (Rupees Seventy-Seven Only) per share which is not less than the price prescribed under Chapter V of the SEBI ICDR Regulations.

4. The basis on which the price has been arrived at and Justification of Price (including premium, if any):

The Company is listed on National Stock Exchange of India Limited (NSE EMERGE) and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

For the purpose of computation of the price per Equity Share, the National Stock Exchange of India Limited (NSE EMERGE), the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered.

The Price of Rs. 87/- (Rupees Eighty-Seven Only) is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher than the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 86.12/- per Equity Shares;
- b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 82.48/- per Equity Shares.

5. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs. 87/- which consists of Rs. 10/- as Face Value and Rs. 77/- as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of the determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the price for Equity Shares to be issued is Friday, 27th September, 2024, being the date 30 days prior to the date of EGM.

7. The pre-issue and post-issue shareholding pattern of the Company:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue**	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promotor Group Holding				
1	Indian:				
	Individual/Hindu Undivided Family	13,01,980	53.38	13,01,980	5.65
	Bodies corporate	0	0.00	50,00,000	21.71
	Sub-total	13,01,980	53.58	63,01,980	27.36
2	Foreign promoters	0	0.00	0	0.00
	Sub-Total (A)	13,01,980	53.58	63,01,980	27.36
B	Non-Promoters Holding				
1	Institutional (Domestic)				
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	0	0.00	0	0.00
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional	0	0.00	0	0.00
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3,74,020	15.39	3,74,020	1.62
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital	21,000	0.86	1,50,19,000	65.21

	in excess of Rs. 2 lakhs.				
	NON-RESIDENT INDIANS (NRIs)	11,000	0.45	11,000	0.05
	BODIES CORPORATE	5,86,000	24.12	5,86,000	2.54
	Any Other (specify)				
	HUF	44,000	1.82	6,46,000	2.81
	LLP	92,000	3.79	92,000	0.40
	Sub-Total (B)	11,28,020	46.42	1,67,28,020	72.64
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	Grand Total (A + B + C)	24,30,000	100.00	2,30,30,000	100.00

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th September, 2024**.
- 2) *The post preferential percentage of shareholding has been calculated based on considering the allotment of 84,00,000 (Eighty-Four Lakhs) Equity shares as specified in item no. 3 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 95,00,000 (Ninety-Five Lakhs) will be converted into equity shares as specified in item no. 4 of Notice of Notice of Extra-Ordinary General Meeting.

8. Name and address of valuer who performed valuation:

The Company has received Valuation Report dated 30th September, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

9. The amount which the Company intends to raise by way of such securities:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 87/- per share at a premium of Rs. 77/- per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees, towards payment of total consideration payable by the Company for the acquisition of the 16.76% of issued and Paid-Up Capital of Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. The class or classes of persons to whom the allotment is proposed to be made:

The aforementioned allotment, if approved, is proposed to be made to non-promoter.

12. The intention of Promoters, Directors or Key Managerial Personnel and senior management to subscribe to the offer

The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors, Key Managerial Personnel and Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

14. The change in control, if any, in the Company that would occur consequent to the preferential offer

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment of any securities has been made to any person.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

The Company proposes to discharge payment of the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 5,12,882 Equity Shares constituting 16.76 % stake of the Target Company from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

The valuation of the same is based on the independent valuation report dated 30th September, 2024, received from by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. The same is also available at the website of the Company at www.richainfosys.com.

17. Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

18. Listing:

The Company will make an application to the Stock Exchange at which the existing shares is listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

19. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Kunjit Maheshbhai Patel	Non-Promotor	0	0.00	27,00,000	11.72*	Not Applicable

*The post preferential percentage of shareholding has been calculated based on considering the allotment of 84,00,000 (Eighty-Four Lakhs) Equity shares as specified in item no. 3 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 95,00,000 (Ninety-Five Lakhs) will be converted into equity shares as specified in item no. 4 of Notice of Notice of Extra-Ordinary General Meeting.

20. The current and proposed status of the Allottees post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Kunjit Maheshbhai Patel	Non-Promotor	Non-Promotor

21. Practicing Company Secretary's Certificate

A certificate from CS Abhishek Chhajed, Partner of M/s. SCS & Co. LLP, (Membership No. F11334, COP: 15131) Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at www.richainfosys.com.

22. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges

24. Undertaking:

- a. Neither the Company nor any of its directors and/or Promoters have been declared as wilful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b. Neither the Company nor any of its directors and/or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- e. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No 3: Issue of Equity Shares on a Preferential basis

The Board of Directors of the Company in their meeting held on 1st October, 2024, approved raising of funds aggregating upto Rs. 73,08,00,000/- (Rupees Seventy-Three Crores Eight Lakhs Only) by way of issuance of upto 84,00,000 (Eighty-Four Lakhs) fully paid-up equity shares of the Company of face value of 10/- each at a price of Rs. 87/- (Rupees Eighty-Seven Only) each (including premium of Rs. 77/- (Rupees Seventy-Seven Only) payable in cash to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential as per provisions of (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Equity Shares as under:

S.N.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirements	73.07 Crores	Within 24 months from receipt of funds for the Equity Shares
Total		73.07 Crores	

A) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

B) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Monitoring Agency Details:

As the size of the item no. 3 pertaining to Issue of Equity Shares on a Preferential basis 84,00,000 (Eighty-Four Lakhs) fully Paid-up Equity Shares, aggregating upto Rs.73.08 Crores and item no. 4 pertaining Issue of Convertible Warrants on a Preferential basis 95,00,000 (Ninety-Five Lakhs) convertible warrants, aggregating upto Rs. 82.65 Crores as specified in notice of Extra-Ordinary General Meeting are above 100 Crore so, our Company has appointed CRISIL Ratings Limited as the monitoring agency for this issue.

2. Maximum number of securities to be issued:

The Resolution set out in the accompanying notice authorizes the Board for issuance of 84,00,000 (Eighty-Four Lakhs) Equity Shares at an issue price of Rs. 87/- (Rupees Eighty-Seven Only) aggregating to Rs. 73,08,00,000/- (Rupees Seventy-Three Crores Eight Lakhs Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. Relevant Date on the basis on which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Friday, 27th September,

2024 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

4. Basis or justification for the price (including the premium, if any) has been arrived at:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 87/- (Rupees Eighty-Seven Only) of Equity Shares to be issued to proposed allottees has been determined taking into account the valuation report dated 30th September issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on National Stock Exchange of India Limited (NSE EMERGE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited (NSE EMERGE), being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 86.12/- per Equity Shares;
- b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 82.48/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated 30th September, 2024 and the price arrived is Rs. 86.12/- (Rupees Eighty-Six and Twelve Paise Only). However, the issue price as decided by the management is Rs. 87/- (Rupees Eighty-Seven Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at www.richainfosys.com.

[In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 86.12/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 87/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

5. The price or price band at which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs. 87/- (Rupees Eighty-Seven Only) which consists of Rs. 10/- (Rupees Ten Only) as Face Value and Rs. 77/- (Rupees Seventy-Seven Only) as premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

6. Principal terms of assets charged as securities: Not Applicable

7. Material terms of issue of Equity Shares on Preferential basis:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

8. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:

None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

9. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue**	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promotor Group Holding				
1	Indian:				
	Individual/Hindu Undivided Family	13,01,980	53.38	13,01,980	5.65
	Bodies corporate	0	0.00	50,00,000	21.71
	Sub-total	13,01,980	53.58	63,01,980	27.36
2	Foreign promoters	0	0.00	0	0.00
	Sub-Total (A)	13,01,980	53.58	63,01,980	27.36
B	Non-Promoters Holding				
1	Institutional (Domestic)				
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	0	0.00	0	0.00
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional	0	0.00	0	0.00
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual	3,74,020	15.39	3,74,020	1.62

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	shareholders holding nominal share capital up to Rs. 2 lakhs.				
	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	21,000	0.86	1,50,19,000	65.21
	NON-RESIDENT INDIANS (NRIs)	11,000	0.45	11,000	0.05
	BODIES CORPORATE	5,86,000	24.12	5,86,000	2.54
	Any Other (specify)				
	HUF	44,000	1.82	6,46,000	2.81
	LLP	92,000	3.79	92,000	0.40
	Sub-Total (B)	11,28,020	46.42	1,67,28,020	72.64
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	Grand Total (A + B + C)	24,30,000	100.00	2,30,30,000	100.00

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th September, 2024**.
- 2) *The post preferential percentage of shareholding has been calculated based on considering the allotment of 84,00,000 (Eighty-Four Lakhs) Equity shares as specified in item no. 3 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 95,00,000 (Ninety-Five Lakhs) will be converted into equity shares as specified in item no. 4 of Notice of Notice of Extra-Ordinary General Meeting.

10. Proposed time schedule within which the allotment/ preferential issue shall be completed:

As required under the SEBI ICDR Regulations the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

No, preferential allotment is made during the year.

13. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated 30th September, 2024 from CS Abhishek Chhajer, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

14. Amount which the Company intends to raise by way of such securities:

Aggregating upto Rs. 73,08,00,000/- (Rupees Seventy-Three Crores Eight Lakhs Only).

15. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be issued to Promotor, Promotor Group and Non-Promotors includes Body Corporates, Individuals, HUF and Funds.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

17. Lock-in:

The Equity Shares shall be subject to a lock-in for such period as specified under Regulation 167 of the SEBI ICDR Regulations.

18. Listing of Securities

The Company will make an application to the Stock Exchange at which the existing shares is already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

19. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter

SN	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Thakor Nayana Chandubhai	Non-Promotor	Non-Promotor
2	Narehbhai Keshavlal Selani	Non-Promotor	Non-Promotor
3	Dhirendra Gautamkumar Chopra	Non-Promotor	Non-Promotor
4	Aparajita Rashi B Mishra	Non-Promotor	Non-Promotor
5	Vasant Naranbhai Patel HUF	Non-Promotor	Non-Promotor
6	Shruti Singhvi	Non-Promotor	Non-Promotor
7	Manish Binaykiya HUF	Non-Promotor	Non-Promotor

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8	Prerna Jain	Non-Promotor	Non-Promotor
9	Manishkumar Binaykiya	Non-Promotor	Non-Promotor
10	Rekhadevi Binaykiya	Non-Promotor	Non-Promotor
11	NISHTHA JAIN	Non-Promotor	Non-Promotor
12	SALONI JAIN	Non-Promotor	Non-Promotor
13	PRADEEP KUMAR DAGA HUF	Non-Promotor	Non-Promotor
14	NITIN SURESH	Non-Promotor	Non-Promotor
15	Ajit M. Santoki HUF	Non-Promotor	Non-Promotor
16	Jayesha Ajit Santoki	Non-Promotor	Non-Promotor
17	Kunjal Sarth Santoki	Non-Promotor	Non-Promotor
18	Sarth Ajitbhai Santoki	Non-Promotor	Non-Promotor
19	Sarth Ajitbhai Santoki HUF	Non-Promotor	Non-Promotor
20	Deepa Sandeep Dham	Non-Promotor	Non-Promotor
21	Agnaben Vasudevabhai Madhu	Non-Promotor	Non-Promotor

20. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of **30th September, 2024**).

SN	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Thakor Nayana Chandubhai	Non-Promotor	0	0	17,50,000	7.60	Not Applicable
2	Nareshbhai Keshavlal Selani	Non-Promotor	0	0	17,50,000	7.60	Not Applicable
3	Dhirendra Gautamkumar Chopra	Non-Promotor	0	0	25,00,000	10.86	Not Applicable
4	Aparajita Rashi B Mishra	Non-Promotor	0	0	2,50,000	1.09	Not Applicable
5	Vasant Naranbhai Patel HUF	Non-Promotor	0	0	3,00,000	1.30	Vasant Naranbhai Patel

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6	Shruti Singhvi	Non-Promotor	0	0	8,00,000	3.47	Not Applicable
7	Manish Binaykiya HUF	Non-Promotor	0	0	2,00,000	0.87	Manish Binaykiya
8	Prerna Jain	Non-Promotor	0	0	2,00,000	0.87	Not Applicable
9	Manishkumar Binaykiya	Non-Promotor	0	0	2,00,000	0.87	Not Applicable
10	Rekhadevi Binaykiya	Non-Promotor	0	0	2,00,000	0.87	Not Applicable
11	NISHTHA JAIN	Non-Promotor	0	0	9,00,000	3.91	Not Applicable
12	SALONI JAIN	Non-Promotor	0	0	8,98,000	3.90	Not Applicable
13	PRADEEP KUMAR DAGA HUF	Non-Promotor	0	0	2,000	0.01	PRADEEP KUMAR DAGA
14	NITIN SURESH	Non-Promotor	0	0	6,00,000	2.61	Not Applicable
15	Ajit M. Santoki HUF	Non-Promotor	0	0	50,000	0.22	Ajit Santoki
16	Jayesha Ajit Santoki	Non-Promotor	0	0	50,000	0.22	Not Applicable
17	Kunjai Sarth Santoki	Non-Promotor	0	0	50,000	0.22	Not Applicable
18	Sarth Ajitbhai Santoki	Non-Promotor	0	0	50,000	0.22	Not Applicable
19	Sarth Ajitbhai Santoki HUF	Non-Promotor	0	0	50,000	0.22	Sarth Santoki
20	Deepa Sandeep Dham	Non-Promotor	0	0	10,00,000	4.34	Not Applicable
21	Agnaben Vasudevabhai Madhu	Non-Promotor	0	0	10,00,000	4.34	Not Applicable

Note: *The post preferential percentage of shareholding has been calculated based on considering the allotment of 84,00,000 (Eighty-Four Lakhs) Equity shares as specified in item no. 3 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 95,00,000 (Ninety-Five Lakhs) will be converted into equity shares as specified in item no. 4 of Notice of Notice of Extra-Ordinary General Meeting.

21. Certificate and Valuation Report:

The Company has received Valuation Report dated 30th September, 2024 from CS Abhishek Chhajer, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s SCS AND CO. LLP, practicing Company Secretaries (Membership No: F11334), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

All these certificate and valuation report are available on the website of the Company i.e., www.richainfosys.com and available for inspection at the registered office of the Company during office hours.

22. Change in the control or composition of the Board they would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

24. Undertaking by the Company:

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The Proposed Allottees have confirmed that
 - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
 - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

25. Other disclosures:

- a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.richainfosys.com.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity under the Preferential Issue is for a cash consideration.
- c) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- d) The Company has not made any preferential allotment of securities during the last financial year.
 - All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
 - None of the proposed allottees to whom Equity Shares are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 6 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the equity shares.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

Item No 4: Issue of Convertible Warrants on a Preferential basis

The Board of Directors of the Company in their meeting held on 1st October, 2024, approved raising of funds aggregating upto Rs. 82,65,00,000/- (Rupees Eighty-Two Crores Sixty-Five Lakhs Only) by way of issuance of upto 95,00,000 (Ninety-Five Lakhs) convertible warrants, each convertible into or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each ('Warrants') at a price of Rs. 87/- (Rupees Eighty-Seven Only) each (including premium of Rs.77/- each) payable in cash ('Warrants 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, to the allottees mentioned in the notice in the form of table A, (referred to as the 'Proposed Allottee'), by way of a preferential issue through private placement offer, that they have agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way

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

of special resolution is required to issue securities by way of private placement on a preferential basis issue.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 82,65,00,000/- (Rupees Eighty-Two Crores Sixty-Five Lakhs Only) by way of issuance of upto 95,00,000 (Ninety-Five Lakhs) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of Rs. 87/- (Rupees Eighty-Seven Only) each (including premium of Rs. 77/- each) payable in cash, on a preferential basis to the Proposed Allottee as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Convertible Warrants as under:

S.N.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore) *	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirements	82.65 Crores	Within 24 months from receipt of funds for the Warrants
	Total	82.65 Crores	

***Considering 100% conversion of Warrants into equity shares within the stipulated time.**

A) Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein).

B) In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

C) If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Monitoring Agency Details:

As the size of the item no. 3 pertaining to Issue of Equity Shares on a Preferential basis 84,00,000 (Eighty-Four Lakhs) fully Paid-up Equity Shares, aggregating upto Rs.73.08 Crores and item no. 4 pertaining Issue of Convertible Warrants on a Preferential basis 95,00,000 (Ninety-Five Lakhs) convertible warrants, aggregating upto Rs. 82.65 Crores as specified in notice of Extra-Ordinary General Meeting are above 100 Crore so, our Company has appointed CRISIL Ratings Limited as the monitoring agency for this issue.

2. Relevant Date on the basis on which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Friday, 27th September, 2024 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

3. Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on 1st October, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 95,00,000 (Ninety-Five Lakhs) convertible warrants to the Proposed Allottees, each at a price of Rs. 87/- per Warrant (including a premium of Rs. 77/- per Warrant), aggregating up to Rs. 82,65,00,000/- (Rupees Eighty-Two Crores Sixty-Five Lakhs Only), for a cash consideration, by way of a preferential issue on a private placement basis.

4. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 95,00,000 (Ninety-Five Lakhs) convertible warrants, at a price of Rs. 87/- per Warrant (including a premium of Rs. 77 per Warrant) aggregating up to Rs. 82,65,00,000/- (Rupees Eighty-Two Crores Sixty-Five Lakhs Only), such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

5. Basis or justification for the price (including the premium, if any) has been arrived at:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottees, the price of Rs. 87/- (Rupees Eighty-Seven Only) of convertible warrants to be issued to proposed allottees has been determined taking into account the valuation report dated 30th September, 2024 issued by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001, in accordance with Regulation 166A of the ICDR Regulations.

The Equity Shares of the Company is listed on National Stock Exchange of India Limited (NSE EMERGE). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited (NSE EMERGE), being the Stock Exchange with higher trading volumes for the preceding Ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Pursuant to the provisions of Regulation 164(1) of ICDR Regulations, the floor price shall not be less than higher of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 86.12/- per Equity Shares;

- b) 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 82.48/- per Equity Shares.

In accordance with the provisions of ICDR the Company has undertaken a report on valuation of Equity shares from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 dated 30th September, 2024 and the price arrived is Rs. 86.12/- (Rupees Eighty-Six and Twelve Paise Only). However, the issue price as decided by the management is Rs. 87/- (Rupees Eighty-Seven Only) per specified security.

A copy of the report issued by the Registered Valuer is available on the website of the Company at www.richainfosys.com

In terms of the applicable provisions of the SEBI ICDR Regulations, the volume weighted average price ("VWAP") for the Preferential Issue is Rs. 86.12/- per Equity Share. The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 87/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations and valuation report obtained from the registered valuer.

6. Amount which the Company intends to raise by way of such securities:

Aggregating upto Rs. 82,65,00,000/- (Rupees Eighty-Two Crores Sixty-Five Lakhs Only).

7. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be issued to Promotor, Promotor Group and Non-Promotors including Individual, Body Corporate, HUF and Funds.

8. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

No, preferential allotment is made during the year.

9. Maximum number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating upto Rs. 82,65,00,000/- (Rupees Eighty-Two Crores Sixty-Five Lakhs Only) by way of issuance of upto 95,00,000 (Ninety-Five Lakhs) convertible warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of 10/- each at a price of Rs. 87/- (Rupees Eighty-Seven Only) each (including premium of Rs. 77/- each) payable in cash.

Minimum amount of upto Rs. 20,66,25,000/- (Rupees Twenty Crores Sixty-Six Lakhs Twenty-Five Thousand Only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 61,98,75,000/- (Rupees Sixty-One Crores Ninety-Eight Lakhs Seventy-Five Thousand Only), which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

10. Intention/ Contribution of promoters/ directors/ key personnel to subscribe to the offer:

Except the name mentioned below, None of the Any Promoters, Directors or Key Management Personnel intends to subscribe to the warrants of the Company in the proposed issue.

SN	Name of Allottee	No. of Warrants	Category
1	Arth Technocrats Private Limited	50,00,000	Promotor Group

11. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue**	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters & Promotor Group Holding				
1	Indian:				
	Individual/Hindu Undivided Family	13,01,980	53.38	13,01,980	5.65
	Bodies corporate	0	0.00	50,00,000	21.71
	Sub-total	13,01,980	53.58	63,01,980	27.36
2	Foreign promoters	0	0.00	0	0.00
	Sub-Total (A)	13,01,980	53.58	63,01,980	27.36
B	Non-Promoters Holding				
1	Institutional (Domestic)				
	NBFCs registered with RBI	0	0.00	0	0.00
2	Institutional (Foreign)				
	Foreign Portfolio Investors Category I	0	0.00	0	0.00
	Foreign Portfolio Investors Category II	0	0.00	0	0.00
3	Central Government/ State Government	0	0.00	0	0.00
4.	Non- Institutional	0	0.00	0	0.00
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	3,74,020	15.39	3,74,020	1.62

	INDIVIDUAL - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	21,000	0.86	1,50,19,000	65.21
	NON-RESIDENT INDIANS (NRIs)	11,000	0.45	11,000	0.05
	BODIES CORPORATE	5,86,000	24.12	5,86,000	2.54
	Any Other (specify)				
	HUF	44,000	1.82	6,46,000	2.81
	LLP	92,000	3.79	92,000	0.40
	Sub-Total (B)	11,28,020	46.42	1,67,28,020	72.64
C	Non – Promoter Non-Public Holding				
	Custodian/DR Holder	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	Grand Total (A + B + C)	24,30,000	100.00	2,30,30,000	100.00

Note:

- 1) The above shareholding pattern has been prepared on the basis of shareholding as on **30th September, 2024**.
- 2) *The post preferential percentage of shareholding has been calculated based on considering the allotment of 84,00,000 (Eighty-Four Lakhs) Equity shares as specified in item no. 3 of Notice of Extra-Ordinary General Meeting and assuming that all the Warrants allotted 95,00,000 (Ninety-Five Lakhs) will be converted into equity shares as specified in item no. 4 of Notice of Extra-Ordinary General Meeting.

12. Time frame within which the preferential issue shall be completed:

The allotment of warrants on Preferential basis shall be completed within 15 days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per ICDR Regulations, the allotment shall be completed within 15 days from the date of such approval.

13. Principal terms of assets charged as securities: Not Applicable

14. Material terms of raising such securities:

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

15. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and / or who ultimately control the Proposed Allottee:

Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrant proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue: (As per shareholding pattern of 30th September, 2024).

Sr. No.	Name of the proposed allottees	Category	Pre-issue Holding		Post-issue Holding*		Ultimate beneficial owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	%	No. of Shares	%	
1	Shruti Singhvi	Non-Promotor	0	0	8,00,000	3.47	Not Applicable
2	Manish Binaykiya HUF	Non-Promotor	0	0	2,00,000	0.87	Manish Binaykiya
3	Prerna Jain	Non-Promotor	0	0	2,00,000	0.87	Not Applicable
4	Manishkumar Binaykiya	Non-Promotor	0	0	2,00,000	0.87	Not Applicable
5	Rekhadevi Binaykiya	Non-Promotor	0	0	2,00,000	0.87	Not Applicable
6	NISHTHA JAIN	Non-Promotor	0	0	9,00,000	3.91	Not Applicable
7	SALONI JAIN	Non-Promotor	0	0	8,98,000	3.90	Not Applicable
8	PRADEEP KUMAR DAGA HUF	Non-Promotor	0	0	2,000	0.01	PRADEEP KUMAR DAGA
9	NITIN SURESH	Non-Promotor	0	0	6,00,000	2.61	Not Applicable
10	Shah Kriya	Non-Promotor	0	0	1,00,000	0.43	Not Applicable
11	Deepa Sandeep Dham	Non-Promotor	0	0	10,00,000	4.34	Not Applicable
12	Agnaben Vasudevbbhai Madhu	Non-Promotor	0	0	10,00,000	4.34	Not Applicable
13	Arth Technocrats Private Limited	Promotor group	0	0	50,00,000	21.71	01.) Mr. Tushar Shah 02) Mrs. Richa Tushar Shah

16. Change in the control or composition of the Board that would occur consequent to preferential issue:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

17. Undertaking by the Company:

The Company hereby undertakes that:

- a) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- b) It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- c) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the ICDR Regulations.
- d) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- e) The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so
- f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.
- g) The Proposed Allottees have confirmed that
 - they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date
 - they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

They shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

18. The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter

SN	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter

1	Shruti Singhvi	Non-Promotor	Non-Promotor
2	Manish Binaykiya HUF	Non-Promotor	Non-Promotor
3	Prerna Jain	Non-Promotor	Non-Promotor
4	Manishkumar Binaykiya	Non-Promotor	Non-Promotor
5	Rekhadevi Binaykiya	Non-Promotor	Non-Promotor
6	NISHTHA JAIN	Non-Promotor	Non-Promotor
7	SALONI JAIN	Non-Promotor	Non-Promotor
8	PRADEEP KUMAR DAGA HUF	Non-Promotor	Non-Promotor
9	NITIN SURESH	Non-Promotor	Non-Promotor
10	Shah Kriya	Non-Promotor	Non-Promotor
11	Deepa Sandeep Dham	Non-Promotor	Non-Promotor
12	Agnaben Vasudev bhai Madhu	Non-Promotor	Non-Promotor
13	Arth Technocrats Private Limited	Promotor group	Promotor group

19. Valuation and Justification for the allotment proposed to be made for consideration other than cash:

The Proposed allotment is made by cash so the same is not applicable.

20. Lock-in period:

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

21. Name and Address of the Valuer who performed valuation:

The Company has received Valuation Report dated 30th September, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

22. Certificate and Valuation Report:

The Company has received Valuation Report dated 30th September, 2024 from CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer.

The Company has also received a certificate from M/s SCS AND CO. LLP, practicing Company Secretaries (Membership No: F11334), certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations, 2018.

All these certificates and valuation report are available on the website of the Company i.e., www.richainfosys.com and available for inspection at the registered office of the Company during office hours.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

24. Other disclosures:

a) The Company has obtained the report of the registered valuer as required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations, which is made available on the website of the Company at www.richainfosys.com.

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of warrant under the Preferential Issue is for a cash consideration.

c) None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.

d) The Company has not made any preferential allotment of securities during the last financial year.

- All the warrants held by the Proposed Allottees in the Company are in dematerialized form only.
- None of the proposed allottees to whom warrants are proposed to be allotted by this preferential issue had sold/transferred Equity Shares of the Company in the 90 trading days preceding the Relevant Date.

Except the M/s Arth Technocrats Private Limited- Promotor Group, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 4 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 7 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the Authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.

**By Order of the Board of Directors
For, Richa Info Systems Limited**

**Date: 01/10/2024
Place: Gandhinagar**

**SD/-
Tushar Dineshchandra Shah
Managing Director
DIN: 03115836**

**SD/-
Hemaben Tushar Shah
Director
DIN: 03115848**

“Annexure-A”

Particulars of Directors seeking Appointment / Reappointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Secretarial Standards-2 prescribed for General Meetings with respect to Appointment/Re-Appointment of Directors:

Name of Director	Rupeshkumar Mittal [DIN: 01036455]
Type	Non-Executive Director
Date of Birth	28/01/1979
Age	45 Years
Date of appointment	01/10/2024
Qualification	B.Com. from Jay Narayan Vyas University, Jodhpur in 2001
No of Equity Shares held	NIL
Expertise in specific	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.
Experience	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
Terms and Conditions	NA
Date of first appointment	01/10/2024
Directorships held in other Companies	NA
Particulars of Committee Chairmanship /Membership held in other Companies	NA
Relationship with other Directors inter-se	Not related to any of the Directors of the company.
Names of listed entities in which the person also holds the directorship	NA
The membership of Committees of the board	NA
No. of board meetings attended during the financial year 2024-25	NA
Remuneration Sought to be paid	NA
Remuneration last paid	NA

ATTENDANCE SLIP

(To be presented at the entrance)

I/We, hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to 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).

Folio No. /DP IDNo. / Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member /Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his / her copy of the Notice of Extra-Ordinary General Meeting for reference at the Meeting.



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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)

RICHA INFO SYSTEMS LIMITED

CIN: L30007GJ2010PLC062521

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

Name of member(S) :	
Registered office:	
Email I'd:	
Folio No / client:	
DP ID:	

I / We, being the member(s) holding _____ equity shares of the above-named Company, hereby appoint:

(1) Name _____

Address _____

EmailID _____ Signature _____

or failing him/her

(2) Name _____

Address _____

EmailID _____ Signature _____

or failing him/her

(3) Name _____

Address _____

EmailID _____ 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, 28th October, 2024** at

Fortune Inn Haveli, Plot No.235, Sector-11, Gandhinagar -382011 at PM at 11:30 AM (IST).
and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Description	For*	Against *
1	Regularization of Additional Director Mr. Rupeshkumar Mittal [DIN: 01036455] as an Independent Director of the Company- Ordinary Resolution		
2	To offer, issue and allot Equity Shares (Other than cash) on a Preferential Basis up to 27,00,000 (Twenty-Seven Lakhs) fully Paid-up Equity Shares- Special Resolution		
3	Issue of Equity Shares on a Preferential basis upto 84,00,000 (Eighty-Four Lakhs) fully Paid-up Equity Shares- Special Resolution		
4	Issue of Convertible Warrants on a Preferential basis upto 95,00,000 (Ninety-Five Lakhs) convertible warrants, each convertible into equity- Special Resolution		

Signed this _____ day of September, 2024.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

***NOTE:**

- Please put (✓) or (x) in the box in the appropriate column against the respective resolutions. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems fit.
- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat, India, 382010

Route location of the venue of the Extra-Ordinary General Meeting:

