

## NOTICE

**NOTICE** is hereby given that the **Extra-General General Meeting** of the members and shareholders of M/s. Richa Info Systems Limited will be held at the registered office of the company situated at Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat, India, 382010 on Tuesday, 07th May, 2024 at 02:00 P.M (IST), to transact following business.

### **SPECIAL BUSINESS:**

1. **Issue of 2,25,50,000 equity shares of the Company on preferential basis for consideration other than cash:**

To consider and if thought fit, to pass, the following resolution as **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 (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 re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations') the listing agreement entered into by the Company with NSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are 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, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (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 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), is hereby authorized to accept, 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 2,25,50,000 (Two Crore Twenty Five Lakh and Fifty Thousand only) Equity Shares of face value of Rs.10/- ( Rupees Ten only) each at a price of Rs. 88.55/- ( Rupees Eighty Eight and Fifty Five paise only) per Equity Shares ("Subscription Shares") are to be issued to the Allottees mentioned in Annexure I for consideration other than cash (in swap of equity shares from allottees) towards the payment of the Purchase Consideration payable by them to the company, for the acquisition of Purchase Shares, in accordance with provisions of the Companies Act, 2013 and ICDR Regulations, as amended from time to time and other applicable laws and the agreement executed between the Company and Allottees in relation to the same. The list of the proposed allottees along with their category (i.e. whether Promoter or Non – Promoter) and number of shares proposed to be allotted are given below:

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

- 382011

**Phone :** 9157094380 **Customer Care No:** 18003098087

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

**CIN :** L30007GJ2010PLC062521

## Annexure I

Sr No	Name of Allottees	Number of shares	Category
1	ARTH TECHNOCRAFTS PRIVATE LIMITED	62,00,000	Promoter Group Non-Institutional -Body corporate
2	WEST COAST FOREX PRIVATE LIMITED	62,00,000	Promoter Group Non-Institutional -Body corporate
3	ALEKH ADVISORY PRIVATE LIMITED	4,75,000	Public Non-Institutional Body corporate
4	MAMTA TRADINGS PRIVATE LIMITED	4,75,000	Public Non-Institutional Body corporate
5	RFBL FLEXI PACK LIMITED	25,00,000	Public Non-Institutional Body corporate
6	ROOPYAA TRADEBIZZ LIMITED	24,00,000	Public Non-Institutional Body corporate
7	OM SELECTION LIMITED	25,00,000	Public Non-Institutional Body corporate
8	MAXTREE PRIVATE LIMITED	18,00,000	Public Non-Institutional Body corporate

**“RESOLVED FURTHER THAT,** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Sunday, April 07, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Tuesday, May 07, 2024 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

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

- The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing **ISIN: INE0J1P01015** in all respects (including voting powers and the right to receive dividend) 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 to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- 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.

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**“RESOLVED FURTHER THAT,** the Board be and is hereby authorized to accept any modification(s) in the terms of 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,** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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, 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,** the Board be and is 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)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

By order of the Board of directors  
For RICH INFO SYSTEMS LIMITED  
(Formerly Known as Richa Info Systems Private Limited)

SD/-  
Mr. Tushar Dineshchandra Shah  
Chairman cum Managing Director  
DIN: 03115836

SD/-  
Mrs. Hemaben Tushar Shah  
Whole-time Director  
DIN: 03115848

Date: 12.04.2024  
Place: Gandhinagar



## IMPORTANT NOTES

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday 04th May, 2024 at 09:00 A.M. and ends on Monday 06th May, 2024 at 05:00 P.M. 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 record date (cut-off date) i.e. 30th April, 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 30th April, 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 for Individual shareholders holding securities in demat mode





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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.j">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.j</a></li> </ol>

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	<p><a href="#">sp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option,</li> </ol>

	<p>the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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**Corporate Office :** Shop No. 101, Shalin Complex, Sector-11, Gandhinagar, Gujarat

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

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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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) Login Method for e-Voting 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 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 on NSDL e-Voting system.**

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

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csabprofessional@gmail.com](mailto:csabprofessional@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto: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), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@richainfosys.com](mailto:cs@richainfosys.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of

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**CIN : L30007GJ2010PLC062521**

Aadhar Card) to [cs@richainfosys.com](mailto:cs@richainfosys.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

By order of the Board of directors  
For RICH INFO SYSTEMS LIMITED  
(Formerly Known as Richa Info Systems Private Limited)

SD/-  
Mr. Tushar Dineshchandra Shah  
Chairman cum Managing Director  
DIN: 03115836

SD/-  
Mrs. Hemaben Tushar Shah  
Whole-time Director  
DIN: 03115848

Date: 12-04-2024  
Place: Gandhinagar

**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice:

**1. Issue of 2,25,50,000 equity shares of the Company on preferential basis for consideration other than cash: SPECIAL RESOLUTION:**

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (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 re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with NSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs.10/- each of the Company (‘Equity Shares’) are listed, approval of shareholders of the Company by way of special resolution is required for issuance of Equity Shares on preferential basis to the Person forming part of Promoter Group and to persons other than the Promoter and Promoter Group (‘Proposed Allotees’).

**It maybe noted that;**

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. Proposed Allotees does not hold Equity Shares in the Company.
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees.

The Proposed Allotees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations,

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necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

**(1) Particulars of the Preferential Issue including date of passing of Board Resolution**

The Board of Directors at its meeting held on April 11, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue 2,25,50,000 (Two Crore Twenty Five lakh and Fifty Thousand Only) equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 88.55/- (Rupees Eighty Eight and Fifty-Five paisa Only) each payable in cash aggregating Rs. 1,99,68,02,500 (One Hundred and Ninety Nine Crore Sixty Eight Lakh and Two thousand Five Hundred Rupees only) to the Investors, consideration other than cash, by way of a preferential issue on a private placement basis.

**(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

Issue of 2,25,50,000 (Two Crore Twenty Five lakh and Fifty Thousand Only) Equity Shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 88.55/- (Eighty Eight and Fifty-Five paisa Only) each payable for consideration other than cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to Rs. 1,99,68,02,500 (One Hundred and Ninety Nine Crore Sixty Eight Lakh and Two thousand Five Hundred Rupees Only).

**(3) Objects of the Issue:**

The object of the proposed preferential issue for consideration other than cash is to allot Subscription Shares to Allottees mentioned in Annexure-I to discharge the total consideration of Rs. 1,99,68,02,500 /- payable by the Company for the acquisition of purchase of shares (as defined above).

**Detailed object mentioned below:**

Name of the Allottees	Shares acquired	% of shares acquired	Value per shares	No Shares Issued	Value per shares of RIPL	Swap Ratio	% of Post issue Shareholding
MAXTREE PRIVATE LIMITED	9351	48.32	17045.1263	1800000	88.55	192:1	7.21
ARTH TECHNOCRAFTS PRIVATE LIMITED	864055	84.38	635.3875	6200000	88.55	717:100	24.82
WEST COAST FOREX PRIVATE LIMITED	6796060	96.32	80.78357308	6200000	88.55	91:100	24.82
ALEKH ADVISORY PRIVATE LIMITED	132451	45.62	317.5601393	475000	88.55	358:100	1.90
MAMTA TRADINGS PRIVATE LIMITED	56595	39.22	743.1979361	475000	88.55	839:100	1.90
RFBL FLEXI PACK LIMITED	698752	18.59	316.8147647	2500000	88.55	357:100	10.01
ROOPYAA TRADEBIZZ LIMITED	295741	19.13	718.6024	2400000	88.55	811:100	9.61
OM SELECTION LIMITED	64428	30.05	3436.026	2500000	88.55	3880:100	10.01

**(4) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue except WEST COAST FOREX PRIVATE LIMITED where Directors are Mr. TUSHAR DINESHCHANDRA SHAH & HEMABEN TUSHAR SHAH and ARTH TECHNOCRATS PRIVATE LIMITED where are TUSHAR DINESHCHANDRA SHAH, RICHA TUSHAR SHAH & ARTH TUSHAR SHAH.

**(5) Basis on which the price has been arrived at and justification for the price.**

The equity shares of the company are listed on stock exchange (NSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the Stock Exchange with highest 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 The floor price of Rs. 88.55/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

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- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 88.55/- per share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 67.65/- per share
- c. The price determined by the valuation report dated 10<sup>th</sup> April, 2024 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 88.55/- per share.

The Board proposes to issue the share at a price of Rs. 88.55/- per Equity Share, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

**(6) The price or price band at/within which the allotment is proposed:**

The issue price is Rs. 88.55/- per Equity share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

**(7) Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is April 07, 2024 being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting (EGM) which is on May 07, 2024.

**(8) The class or classes of persons to whom the allotment is proposed to be made**

The preferential Issue of the Equity Shares is proposed to be made to the below mentioned investors under the class/ category as mentioned below:



Sr No	Name of Allottees	Number of Shares	Category
1	ARTH TECHNOCRATS PRIVATE LIMITED	6200000	Promoter Group Non-Institutional Body corporate
2	WEST COAST FOREX PRIVATE LIMITED	6200000	Promoter Group Non-Institutional Body corporate
3	ALEKH ADVISORY PRIVATE LIMITED	475000	Public Institutional Non-Body corporate
4	MAMTA TRADINGS PRIVATE LIMITED	475000	Public Institutional Non-Body corporate
5	RFBL FLEXI PACK LIMITED	2500000	Public Institutional Non-Body corporate
6	ROOPYAA TRADEBIZZ LIMITED	2400000	Public Institutional Non-Body corporate
7	OM SELECTION LIMITED	2500000	Public Institutional Non-Body corporate
8	MAXTREE PRIVATE LIMITED	1800000	Public Institutional Non-Body corporate

**(9) Proposed time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**(10) Principal terms of assets charged as securities**

Not applicable.

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**(11) Shareholding pattern of the Company before and after the Preferential Issue**

Please refer Annexure - A to this notice for details.

**(12) Name and address of valuer who performed valuation:**

The valuation was performed by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad , Gujarat – 380001

**(13) Amount which the Company intends to raise by way of such securities**

The issue of 2,25,50,000 Shares is for non-cash consideration.

**(14) Material terms of the proposed Preferential Issue of the Equity Shares**

The material terms of the proposed preferential issue of the shares are stipulated in the special resolution as set out at Item No. 1 of this Notice.

**(15) 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**

No preferential allotment has been made to any person during the year during financial year 2023-24.

**(16) 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.**

The Equity Shares are proposed to be allotted to persons belonging to promoter group and to persons other than promoter and Promoter Group of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees are as under:

Name of the Proposed allottee	Category	Present pre-issue shareholding		Post issue shareholding*		Ultimate beneficial owners
		Pre-issue holding	% of total Equity capital	Post issue holding	% of total equity capital	
MAXTREE PRIVATE LIMITED	Public Non-Institutional Body corporate	0	0	1800000	7.21	1. VISHAL KHATNANI 2. JIMIT SANGHVI
ARTH TECHNOCRATS PRIVATE LIMITED	Promoter Group Non-Institutional Body corporate	0	0	6200000	24.82	1. ARTH SHAH 2. RICHA SHAH 3. TUSHAR SHAH
WEST COAST FOREX PRIVATE LIMITED	Promoter Group Non-Institutional Body corporate	0	0	6200000	24.82	1.TUSHAR SHAH 2.HEMA SHAH
ALEKH ADVISORY PRIVATE LIMITED	Public Non-Institutional Body corporate	0	0	475000	1.90	1. HITESH RATHOD 2. RAJESH SUTHARIA
MAMTA TRADINGS PRIVATE LIMITED	Public Non-Institutional Body corporate	0	0	475000	1.90	1. MAHESH KODWANI 2. MAMTA LAXMAN GLANANI
RFBL FLEXI PACK LIMITED	Public Non-Institutional Body corporate	0	0	2500000	10.01	1. KUNJIT MAHESHBHAI PATEL 2. DEVANG VASANTBHAI DHANANI 3. DEVANGIBEN PARINKUMAR UPADHYAY 4. MAHESHBHAI APABHAI PATEL 5. KUSHANG THAKKER 6. KANAIYALAL MEHTA 7. AMIT GAUTAMBHAI UPADHYAY 8. PARAGI PIYUSH MEKHIA
ROOPYAA TRADEBIZZ LIMITED	Public Non-Institutional Body corporate	0	0	2400000	9.61	1. KUNJIT MAHESHBHAI PATEL 2. DEVANG VASANTBHAI DHANANI 3. DEVANGIBEN PARINKUMAR UPADHYAY 4. MAHESHBHAI APABHAI PATEL 5. KUSHANG THAKKER 6. KANAIYALAL MEHTA 7. AMIT GAUTAMBHAI UPADHYAY 8. PARAGI PIYUSH MEKHIA

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OM SELECTION LIMITED	Public Non-Institutional Body corporate	0	0	2500000	10.01	1. NARESH INDERLAL GIDWANI 2. PRAKASH INDRALAL GIDWANI 3. DIYA NARESH KUMAR 4. GIDWANI 4. JHANVI PRAKASH BHAI GIDWANI 5. RAJKUMAR UDHAWDAS TEKWANI 6. INDERLAL PARASRAM GIDWANI 7. KALABEN INDERLAL GIDHWANI
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#### (17) Valuation and Justification for the allotment proposed to be made for consideration other than cash

The Company intends to acquire purchase of shares of Allottees mentioned in Annexure-I. Pursuant to the agreement executed between the Company and Allottees mentioned in Annexure-I, the Company proposes to discharge the purchase consideration payable to Allottees mentioned in Annexure-I for acquisition of Purchase Shares of Allottees mentioned in Annexure-I, by issue of Equity Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase contribution and price of the Equity Shares has been determined taking into account Valuation Report dated April 10, 2024 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad, Gujarat - 380001.

The Link of valuation reports link is <https://richainfosys.com/compliance>.

#### (18) Listing

The equity shares issued by way of preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

#### (19) Lock-in Period

- The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

#### (20) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non- promoter

Sr. No	Name of Allottees	Number of shares	Current Status	Proposed Status
1	ARTH TECHNOCRAFTS PRIVATE LIMITED	62,00,000	-	Promoter Group Non-Institutional -Body corporate
2	WEST COAST FOREX PRIVATE LIMITED	62,00,000	-	Promoter Group Non-Institutional -Body corporate
3	ALEKH ADVISORY PRIVATE LIMITED	4,75,000	-	Public Non-Institutional Body corporate
4	MAMTA TRADINGS PRIVATE LIMITED	4,75,000	-	Public Non-Institutional Body corporate
5	RFBL FLEXI PACK LIMITED	25,00,000	-	Public Non-Institutional Body corporate
6	ROOPYAA TRADEBIZZ LIMITED	24,00,000	-	Public Non-Institutional Body corporate
7	OM SELECTION LIMITED	25,00,000	-	Public Non-Institutional Body corporate
8	MAXTREE PRIVATE LIMITED	18,00,000	-	Public Non-Institutional Body corporate

#### (21) Undertakings

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) 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.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) 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 the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the

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preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.

- h) 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 equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares.

#### **(22) Company Secretary's Certificate**

The certificate from M/s. SCS AND CO. LLP, Practicing Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://richainfosys.com/compliance>.

#### **(23) Other disclosures**

- a) During the period from April 01, 2023 until the date of Notice of this EGM, the Company has not made any preferential allotment of equity shares.
- b) Proposed allottees do not hold any share prior to the date of Notice of this extra ordinary general meeting, hence lock-in of pre-allotment holding is not applicable.

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, the approval of the members for issuance of Equity Shares on Preferential basis is being sought by way of a special resolution as set out in the said item no. 1 of the Notice.

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.1 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

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. 1 of this notice except and to the extent of their shareholding in the Company.



The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**BY ORDER OF THE BOARD OF DIRECTORS**  
**RICHA INFO SYSTEMS LIMITED**  
**(Formerly Known as Richa Info Systems Private Limited)**

SD/-  
CS SRUTI PRAKASH SONI  
Company Secretary  
Membership no. 64396

## Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr No	Category of Shareholder(s)	Pre-Issue (as on April 05, 2024)		Post – Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a)	Individual	12,96,980	53.37%	12,96,980	5.19%
b)	Family Trust	0	0.000%	0	0.00%
c)	Bodies Corporate	0	0.000%	1,24,00,000	49.64%
	<b>Sub-Total (A)(1)</b>	<b>12,96,980</b>	<b>53.37%</b>	<b>1,36,96,980</b>	<b>54.83%</b>
<b>2</b>	<b>Foreign</b>				
a)	Individual	0	0.000%	0	0.000%
b)	Bodies Corporate	0	0.000%	0	0.000%
	<b>Sub- Total (A)(2)</b>	<b>0</b>	<b>0.000%</b>	<b>0</b>	<b>0.000%</b>
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>12,96,980</b>	<b>53.37 %</b>	<b>1,36,96,980</b>	<b>54.83%</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutional Investors</b>	0	0.000	0	0.000%
a)	Mutual Funds	0	0.000	0	0.000%
b)	Alternate Investment Funds	0	0.000	0	0.000%
c)	Foreign Portfolio Investors / foreign body corporate	0	0.000	0	0.000%
d)	Financial Institutions/ Banks	0	0.000	0	0.000%
e)	Insurance Companies	0	0.00	0	0.000%
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0.000%</b>
<b>2</b>	<b>Central Government/ State Government</b>	0	0.000	0	0.000%
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0.000%</b>
<b>3</b>	<b>Non-Institutions</b>				
a)	Individuals				
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	3,58,020	14.73%	3,58,020	1.43%
ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	22,000	0.91%	22,000	0.10%
b)	Non-Resident Indians (NRIs)	10,000	0.41%	10,000	0.04%
c)	Bodies Corporate	6,02,000	24.77%	10752000	43.04%
d)	Any other, specify				
	Hindu Undivided Family	36,000	1.48%	36,000	0.14 %
	Body Corporate- limited liability partnership	1,05,0 00	4.33%	1,05,000	0.42%
	<b>Sub-Total (B)(3)</b>	<b>11,33,020</b>	<b>46.63%</b>	<b>1,12,83,020</b>	<b>45.17%</b>
	<b>Total Public Shareholding (B)</b>	<b>11,33,020</b>	<b>46.63%</b>	<b>1,12,83,020</b>	<b>45.17%</b>
	<b>Total (A)+(B)</b>	<b>24,30,000</b>	<b>100.000%</b>	<b>2,49,80,000</b>	<b>100.000%</b>
<b>C</b>	<b>Shares held by custodians for ADR and GDR</b>	0	0.000%	0	0.000%
	<b>Total (A)+(B)+(C)</b>	<b>24,30,000</b>	<b>100.000%</b>	<b>2,49,80,000</b>	<b>100.000%</b>

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