

RICHIRICH INVENTURES LIMITED

CIN: L65990MH1986PLC039163

Registered office: A-1 Ground Floor, Emperor Court, Church View, Yashwant Nagar, Vakola, Santacruz,
East Mumbai City- 400055, Maharashtra

Email: richagro@yahoo.co.in, www.richirichinventures.com

NOTICE

Notice is hereby given that the 1st Extra-Ordinary General Meeting of the Shareholders of Richirich Inventures Limited for the Financial Year 2023-24 will be held on Wednesday, 2nd day of August, 2023 at 11:30 a.m. through Video conferencing (VC)/ other audio visual means (OVAM) to transact the following business:

SPECIAL BUSINESS:

ITEM NO 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any and other rules, regulations, guidelines, notifications and circulars issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“SEBI”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”) and subject to such conditions and modifications as may be 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 include any Committee thereof (for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Create, Offer, Issue and Allot in one or more tranches not exceeding 40,00,000 (Forty Lakhs) Equity Shares of face value of Rs. 5/- each to the non-promoters together as mentioned in the Explanatory Statement (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 6/- per Share (including a premium of Re. 1/- per share) aggregating up to Rs. 2,40,00,000/- (Rupees Two Crores and Forty Lakhs Only) on such other terms and conditions as may be determined by the Board.”

“**RESOLVED FURTHER THAT** the pricing of the Equity Shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The

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“relevant date” for the purpose of pricing of Equity Shares is 03.07.2023 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Equity Shares shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“**RESOLVED FURTHER THAT** the Board or its Committee be and is hereby authorised to issue and allot Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** the Equity Shares allotted shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottee and issue a private placement offer cum application letter in the Form PAS-4 to the allottee inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.”

“**RESOLVED FURTHER THAT** the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said equity shares.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, desirable, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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ITEM NO. 2: AMENDMENT OF MAIN OBJECTS OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof, the existing Main Objects of Clause III A of Memorandum of Association (“the MOA”) of the Company be and is hereby amended by adding sub clauses 2,3 and 4 immediately after the existing sub clause 1 as mentioned below:

III (A):

“

2. To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetables, seeds, animal feeds and herbal products, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment and to provide consulting and support services.
3. To carry on in India or elsewhere the business to buy, take on lease or under a licence, concession, grant or otherwise acquire mines, mining rights in any land or other place and metalliferous land and any interest there in and to explore, work, develop, turn to account, prospecting, operating quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects.
4. To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, chemical elements and compounds, laboratory and scientific chemicals, pharmaceutical chemicals, agricultural chemicals, hexamine, fertilisers, petro-chemicals, industrial chemicals or any mixtures, derivatives, articles and compounds thereof, organic and inorganic chemicals, salts, electro-chemicals, chemical elements and compound pesticides, insecticides, explosives, alkalies, acids, gases, and compounds, dyes, cosmetics, drugs, pharmaceutical and medical preparations. To produce, manufacture, use or otherwise acquire, sell, distribute, deal in and dispose of chemical products of every nature and description and compounds, intermediates, derivatives and by-products thereof and products to be made therefrom including specifically but without limiting the generality of the foregoing, calcium cyanamide, vat, solubilled vat, naphthols, all type of floatation reagents, wetting agents, insecticides and funiagents, plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours, pigment, drugs,

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biological, pharmaceuticals, serums, vitamin products, hormones, sutures, drugs, essence, cordial, minerals and other water, cellulose and oil paints, pigments and varnishes, derived from phosphate, mines, limestones, quarries, bauxite mines, petroleum, natural gas and other natural deposits useful or suit able in the manufacture of chemicals and chemical products.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

ITEM NO. 3: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF TELANGANA:

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

“**RESOLVED THAT** subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra to the State of Telangana.

RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

“II. The Registered Office of the Company will be situated in the State of Telangana.”

RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Maharashtra to State of Telangana.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

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ITEM NO. 4: INCREASING THE BORROWING LIMITS OF THE COMPANY UP TO RS. 100 CRORES:

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board to borrow such sum or sums of monies in any manner from time to time at their discretion, for the purpose of the business of the Company, with or without security and upon such terms and conditions as they may think fit, which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed at any time, the aggregate of the existing paid-up capital of the Company, free reserves and securities premium (that is to say, reserves, not set apart for any specific purpose), provided that the total amount so borrowed shall not at any time exceed Rs.100 crores (Rupees One Hundred crores only), on the terms and conditions as it may think fit.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

ITEM NO. 5: CREATION OF CHARGE ON THE ASSETS OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 179(3), 180(1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to transfer whole or substantially whole of the undertaking of the Company in certain events in favour of Banks / Financial Institutions, other investing agencies/lenders and trustees for the holders of debentures / bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures whether partly/ fully/ non-convertible and / or securities linked to Equity shares and / or rupee foreign currency convertible bonds and / or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre- payment or on redemption, costs, charges, expenses and all other monies

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payable by the Company in respect of the said loans, for which the charge is to be created, shall not, at any time exceed the limit of Rs. 100 Crores (Rupees One Hundred Crores only).”

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

For Richirich Inventures Limited

Sd/-


Ashok Jain

Director

DIN: 00094224

Date: 05.07.2023

Place: Mumbai

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1: Issue of Equity Shares on Preferential Basis to Certain Identified Non-Promoter Persons:

The Company's existing promoters executed a Share Purchase Agreement ("SPA") with Mrs. Rajani Nanavath (Proposed Promoter/Investor) dated Wednesday, 05th July, 2023. Further, Mrs. Rajani Nanavath has also entered into a Share Subscription Agreement (SSA) on 05th July, 2023 giving her consent to subscribe for 40,00,000 equity shares by way of preferential allotment triggering an obligation on the investor to make an open offer to the equity shareholders of the Company in terms of applicable regulations of SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ("Open Offer"). Subject to the approval of the members of the Company, regulatory approvals and the SPA and proposed preferential allotment of equity shares becoming effective, the Investor will acquire control over the Company to become a promoter in accordance with the SEBI Regulations.

In view of the above, the Board of Directors of the Company at their meeting held on Wednesday, 05th July, 2023 subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of 40,00,000 equity shares to the Non-Promoter on a preferential basis, for cash consideration ('Preferential Allotment'). Further in accordance with the provisions contained in Regulation 166A of ICDR Regulations, as the proposed preferential issue would result in change in control of the company, the independent directors of the Company met on Wednesday, 05th July, 2023 prior to the Board meeting and after considering all the aspects relating to the preferential issue including pricing recommended the issue to the Board unanimously. The said meeting was attended by both the independent directors of the Company.

The special resolution as mentioned in the notice proposes to authorize the Board of directors to issue and allot up to **40,00,000 Equity Shares of Face Value of Rs. 5/- each** at an issue price of Rs.6/- per share on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the Equity Shares as stated in the resolution on a preferential basis.

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(I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 40,00,000 Equity Shares of Rs. 5/- each to the Non-promoter at an issue price of Rs. 6/- each per share.

The object/purpose for which the funds are proposed to be raised and the amount of funds proposed to be utilized against each object of the issue are detailed below:

Sl. No	Object of the issue for which funds are proposed to be raised	Amount of funds to be utilized against each object (in Rs.)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Working Capital	1,80,00,000	Within 12 months
2	General Corporate Purposes	60,00,000	Within 12 months
	Total	2,40,00,000	

The total amount of Issue size allocated for different objects of the Issue shall together be used only for the object of the Issue as specified herein and same shall not be added to General Corporate Purpose (GCP).

The Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939 or with Non-Banking Financial Companies (NBFCs) governed by Reserve Bank of India.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 05.07.2023 has approved to issue up to 40,00,000 Equity Shares at an issue price of Rs. 6/- each subject to the approval of members. The Company would raise a sum of Rs. 2.40 Crores upon the allotment of 40,00,000 equity shares at an issue price of Rs. 6/- per share.

(III) intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

The promoters or their associates and relatives, directors, key managerial personnel or senior management of the issuer are not subscribing to the proposed issue. However, a Share Purchase Agreement (SPA) dated 05th July, 2023 was executed between existing Promoters & new Acquirer. By virtue of the said SPA, the Existing 11,51,994 Equity Shares of Rs. 5/ each belonging to the promoter at a price of Rs.6.50 per share will be acquired by the acquirer pursuant to Open Offer as per regulation 3(1) & 4 of SEBI Substantial acquisition of shares, Regulations 2011 as amended.

40,00,000 Equity Shares will be subscribed by the Acquirer [New Promoter] at the price of Rs. 6/- (Rupees Six Only) at cash. Other than this no Promoters, Directors or Key Managerial Personnel of the Company are subscribing to this issue.

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(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sl. No	Category	Pre Issue Holding			Post Issue Holding	
		No. of shares	% of shares	Proposed Issue Equity Shares	No. of shares	% of Shares
A	Promoter Shareholding					
1	Promoters	11,51,994	24.00	40,00,000	*74,39,994	84.55
	Sub-Total (A)	11,51,994	24.00	40,00,000	*74,39,994	84.55
B	Public Shareholding					
1	Public	36,48,006	76.00	--	13,60,006	15.45
	Sub-Total (B)			--		
	Grand Total (A+B)	48,00,000	100.00	40,00,000	88,00,000	100.00

*74,39,994 equity shares shall include

- i. 11,51,994 equity shares held by present promoters who entered into Share Purchase Agreement with the Acquirer.
- ii. 40,00,000 Equity shares proposed to be allotted to the acquirer on preferential basis and
- iii. assuming that 22,88,000 equity shares which constitute 26% of the post issue capital of the company will be surrendered by the public shareholders in the proposed open offer.

On account of the above mentioned corporate events, if Public Shareholding (PS) falls below 25% of the post issue capital of the company, the Promoter will dilute her stake to maintain the public shareholding to at least 25% of the post issue capital of the company by following the norms prescribed by SEBI.

(V) Time frame within which the preferential issue shall be completed and material terms:

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 from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the 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 and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottee: The name of the proposed allottee is furnished herein below is the ultimate beneficial owner of the shares, along with her status as to promoter or non – promoter, pre and post preferential issue. There will be change in the status of the proposed allottee post the preferential issue.

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PRE ISSUING HOLDING				POST ISSUE HOLDING ON CONVERSION			
Identity of proposed Preferential Allottee	Current Status	Pre issue holding	% of shares	Equity Shares proposed to be allotted	Proposed status	No. of Shares after Allotment	% of shares
*Rajani Nanavath	Non-Promoter	--	--	40,00,000	Post Open Offer under Takeover Regulations: Promoter category	*74,39,994	84.55

*74,39,994 equity shares shall include

- i. 11,51,994 equity shares held by present promoters who entered into Share Purchase Agreement with the Acquirer.
- ii. 40,00,000 Equity shares proposed to be allotted to the acquirer on preferential basis and
- iii. assuming that 22,88,000 equity shares which constitutes 26% of the post issue capital of the company will be surrendered by the public shareholders in the proposed open offer.

On account of the above mentioned corporate events, if Public Shareholding (PS) falls below 25% of the post issue capital of the company, the Promoter will dilute her/his stake to maintain the public shareholding to at least 25% of the post issue capital of the company by following the norms prescribed by SEBI.

Pursuant to open offer, Mrs. Rajani Nanavath will be classified as the promoter of the Company.

Change in control: Upon entering into SPA dated 5th July 2023 by the existing promoters with the acquirer and with the proposed issue of 40,00,000 equity shares on preferential basis to the acquirer in accordance with chapter V of SEBI (ICDR) Regulations, 2018, open offer is triggered as per Regulations 3 & 4 of SEBI (Substantial acquisition of Shares and Takeovers) Regulations, 2011 which consequently resulting in change in control and management of the Company.

Since this preferential issue results in allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee acting in concert and in a change in control, valuation report is obtained from an independent registered valuer and the same is considered while determining the price.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

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2. Neither the Company, its Directors nor Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottee.

(VIII) Practicing Company Secretary Certificate:

Certificate from Practicing Company Secretary confirming that the proposed issue of Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company www.richirichinventures.com.

(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the Equity Shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto.

The equity shares are listed on the BSE Limited and are frequently traded. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The issue price of Rs. 6/- per share has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE Limited during the 90 trading days (Rs. 4.48/- per share)/10 trading days (Rs. 5.09/- per share) preceding the relevant date and Rs.5.22 per share after considering the control premium.

Since the preferential issue shall result in a change in control of the Company and the allotment is of more than five percent of the post issue share capital of the Company, to an allottee, the issue price of Rs.6/- (Rupees Six only) per share has been determined by taking into account the valuation report dated 05.07.2023 issued by CA. Gopavarapu Murali Reddy (IBBI Registered Valuer) (IBBI Regd. No. IBBI/RV/02/2019/11566) having office at 507, Everest Block, Aditya Enclave, Ameerpet, Hyderabad – 500038, Telangana in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”) is higher than the minimum issue price which works out to Rs. 5.22/- per equity share. As per the Valuation Report, Book Value of the Company Stands at Rs. 3.71/- per share.

The Valuation Report is made available for inspection by the members on the Company’s website under the weblink: www.richirichinventures.com.

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

(XI) SEBI Takeover code:

The Company will issue 40,00,000 equity shares on preferential basis to the proposed allottee in accordance with Chapter V of SEBI (ICDR) Regulations, 2018, pursuant to which open offer will be triggered under Regulation 3 & 4 of SEBI (Substantial acquisition of Shares and Takeovers) Regulations, 2011 subsequently resulting in change in control and management of the Company.

In the present case, the proposed allottee would attract SEBI Takeover Code and is under obligation to give open offer to the public shareholders.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

- The entire shareholding of the proposed allottee in the company, if any, is held by them in dematerialized form. **However, the proposed allottee do not have any pre- preferential holding.**
- The entire pre preferential allotment shareholding of such allottee shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed. **Not Applicable**
- The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. **Not Applicable**
- The proposed allottee has Permanent Account Number.

(XIII) Lock-in Period:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) Listing:

The Company will make an application to BSE Limited at which the existing equity shares are presently listed, for listing of the equity shares. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(XV) 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:

No allotment on preferential basis has been made during the year.

(XVI) Compliances:

The company will comply with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 to maintain a minimum of 25% of the paid up capital in the hands of the public.

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Email: richagro@yahoo.co.in, www.richirichinventures.com

(XVII) Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchange or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee, except those allottee which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making an application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottee has sold any equity shares during 90 trading days preceding the Relevant Date;
9. The proposed allottee is not holding any share in the Company and therefore the necessity for keeping shares in dematerialized form is not applicable;
10. No person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations;
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

(XVIII) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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for authorizing the Board to offer, issue and allot Equity Shares as stated in the resolution, which would result in a further issuance of securities of the Company on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors, Key Managerial Personnel of the Company, their relatives are in any way, concerned or interested, financially or otherwise, in the above said resolution.

ITEM NO. 2: AMENDMENT OF MAIN OBJECTS OF THE COMPANY:

The Company's main object is to carry on the financiers or finance operations of all kind. The Board is of the opinion that it will be prudent to enter into agriculture, chemicals and mining activities as they foresee vast opportunity in them. The Board therefore proposes to amend the existing main objects by including the agriculture, chemicals and mining activities to the present main objects.

Your Directors recommend the Resolution No. 2 of the Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, their relatives are in any way, concerned or interested, financially or otherwise, in the above said resolution.

ITEM NO. 3: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF TELANGANA:

As mentioned in the 1st resolution of this notice of EGM, there will be change in control as well as in the management of the company through SPA and Share subscription by the Acquirer who hails from Hyderabad in the state of Telangana. After change in management, the affairs of the Company will be managed from Hyderabad. Therefore, it is proposed to change the registered office of the Company from the state of Maharashtra to the state of Telangana for better administration.

Your Directors recommend the Resolution No.3 of the Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, their relatives are in any way, concerned or interested, financially or otherwise, in the above said resolution.

ITEM NO. 4 & 5: INCREASING THE BORROWING LIMITS OF THE COMPANY UP TO RS. 100 CRORES AND CREATION OF CHARGE ON THE ASSETS OF THE COMPANY

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time,

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raise finance from various Banks and/ or Financial Institutions and / or any other lending institutions and/or Bodies Corporate and / or such other persons / individuals as may be considered fit, in the best interest of the Company. Accordingly, it is proposed to increase the maximum borrowing limits to Rs. 100 Crores (Rupees Hundred Crores Only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher and also to create such charges, mortgages and hypothecations, on the movable and immovable properties of the Company, both present and future, in such manner as the Board may deem fit, to provide security to the lenders in respect of such borrowings in terms of Section 180 (1) of the Companies Act, 2013. Pursuant to section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company may borrow any amount which, together with any amount already borrowed by the Company, exceeds the aggregate amount of the paid-up capital, free reserves and securities premium of the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), only with the consent of the Members of the Company by way of a Special Resolution.

Your Directors recommend the Resolution Nos.4 and 5 of the Notice for the approval of the Members as Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company, their relatives are in any way, concerned or interested, financially or otherwise, in the above said resolutions.

For Richirich Inventures Limited

Sd/-

Ashok Jain
Ashok Jain

Director

DIN: 00094224

Date: 05.07.2023

Place: Mumbai

Notes:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, 11/2022 dated December 28, 2022 and all

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other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 EGM has been uploaded on the website of the Company at www.richirichinventures.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com 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. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 30.07.2023 at 9:00 A.M. and ends on 01.08.2023 at 5:00 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., 26.07.2023 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 26.07.2023.

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are 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.jspVisit 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

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icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. 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.

2. 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.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4. 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.

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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 or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned 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 e-Voting and joining virtual meeting 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 e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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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***

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.

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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 vivekasurana24@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 Mr. Swapneel Puppala at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids fore-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 richagro@yahoo.co.in
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 richagro@yahoo.co.in. 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 ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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

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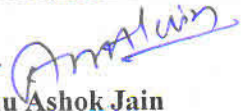
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available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the 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.
5. 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 richagro@yahoo.co.in. The same will be replied by the company suitably.
5. Those shareholders who have registered themselves as a speaker at least 5 days in advance before the date of EGM will only be allowed to express their views/ask questions during the meeting.
6. Only those shareholders, who are present in the EGM 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 available during the EGM.
7. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
8. M/s. Vivek Surana & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

For Richirich Inventures Limited

Sd/- 
Renu Ashok Jain
Director
DIN: 00094290

Date: 05.07.2023

Place: Mumbai