

April 16, 2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Company Code No.: 543268	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Company Symbol: DRCSYSTEMS
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Dear Sir / Madam,

Sub: Outcome of Board Meeting

With reference to our earlier intimation dated April 09, 2021 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we wish to inform you that the Board of Directors ('Board') in its meeting held today inter-alia considered, taken on record and approved the following:

1. Acquisition of 100% Shareholding of Mugenesys Software Private Limited. Consequently, Mugenesys Software Private Limited would become a Wholly Owned Subsidiary of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/ CFD/CMD/4/2015 dated September 9, 2015 are given in **Annexure - A** to this letter.

2. Issuance of 5,00,000 Equity Shares of the Company on a preferential basis to the body corporates other than the Promoters and Promoter Group i.e. Carron Investments Private Limited, Satnam Commodities Private Limited and KJK Ventura Consultancy LLP at an issue price of Rs. 400/- (Including premium of Rs. 390/-) per Equity Share for cash consideration aggregating to Rs. 20.00 Crores, subject to the approval by shareholders in the Extraordinary General Meeting and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations').

The "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued in terms hereof shall be April 16, 2021, being the date 30 days prior to the date of the Extra Ordinary General Meeting scheduled to be held on May 18, 2021. The Issue Price of Equity Shares shall be determined as per the provisions of the Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

3. 'DRC Employee Stock Option Plan 2021-22' ("ESOP 2021-22" or "Scheme") on the recommendations of the Nomination and Remuneration Committee subject to the approval of shareholders.
4. To convene the Extra Ordinary General Meeting of the Members of the Company on Tuesday, May 18, 2021 at 10.00 a.m. through Video Conferencing/ Other Audio Visual Means (VC/ OAVM).


The Board Meeting commenced at 03.30 p.m. and concluded at 06.50 p.m.

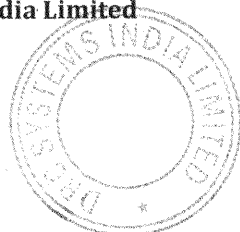
We request you to kindly take the same on your records please.

Thanking you,

Yours faithfully,

For DRC Systems India Limited


Jainam Shah
Company Secretary



Encl.: As above

DRC SYSTEMS INDIA LIMITED

24th Floor, GIFT Two Building, Block no. 56, Road – 5C, Zone – 5, GIFT CITY, Gandhinagar – 382355, Gujarat, India

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CIN: L72900GJ2012PLC070106

Annexure -A

Sr. No.	Details of Events need to be provided	Information of such Events								
1	Name of the target entity, details in brief such as size, turnover, etc.	Mugenesys Software Private Limited, incorporated on April 20, 2013. Paid up Share Capital: Rs. 1,16,00,000 consisting of 11,60,000 Equity Shares of Rs. 10/- each. Turnover: Rs. 5,53,88,307 as on March 31, 2020.								
2	Whether the acquisition would fall within related party transaction(s)? If yes, whether the same is done at "arm's length";	Yes, it is a related party transaction for the Company and the same is on arm's length basis. However, the Promoters / Promoter Group of DRC do not have any interest in the business being acquired.								
3	Industry to which the entity being acquired belongs	IT Software and Services								
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Target entity deals in the same line of business of acquirer therefore the acquisition is done in order to expand the business operations of the company.								
5	Brief details of any governmental or regulatory approvals required for the acquisition	N.A.								
6	Indicative time period for completion of the acquisition	Six Months								
7	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration								
8	Cost of acquisition or the price at which the shares are acquired	Aggregate cost of acquisition not exceeding Rs. 20.00 Cr.								
9	Percentage of shareholding / control acquired and / or number of shares acquired	100% shareholding with full business, management, financial and operational control along with Technology Platform, Process, brand, Intellectual Property, leadership management and tech resources of Target Company by DRC Systems India Limited. The Target Company will become Wholly Owned Subsidiary of DRC Systems India Limited.								
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Date of incorporation: April 20, 2013 Country: India Products/line of business acquired: IT Software and Services</p> <p>Turnover:</p> <table border="1" data-bbox="815 1832 1469 1962"> <thead> <tr> <th>Financial Year</th> <th>Turnover (In Rs.)</th> </tr> </thead> <tbody> <tr> <td>FY 2019-20</td> <td>5,53,88,307</td> </tr> <tr> <td>FY 2018-19</td> <td>4,35,76,436</td> </tr> <tr> <td>FY 2017-18</td> <td>5,84,56,614</td> </tr> </tbody> </table>	Financial Year	Turnover (In Rs.)	FY 2019-20	5,53,88,307	FY 2018-19	4,35,76,436	FY 2017-18	5,84,56,614
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