



February 01, 2022

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

**Sub: Notice convening the Extraordinary General Meeting ('EGM') to be held through Video Conference (VC) / Other Audio-Visual Means (OAVM)**

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing herewith the Notice of EGM of DRC Systems India Limited ("the Company") to be held on Friday, February 25, 2022 at 10.30 a.m. (IST) through Video Conference ('VC') / other Audio-Visual Means ('OAVM'), which is being sent to the Members of the Company through electronic mode in compliance with the General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 05, 2020 and General Circular no. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India.

The Notice is also available on the website of the Company at [www.drccsystems.com](http://www.drccsystems.com).

Members of the Company have been provided the facility to exercise their right to vote on the resolutions proposed to be passed at the EGM by electronic means. Members who hold shares as on the cut-off date i.e. Friday, February 18, 2022, may cast their vote by remote e-voting or e-voting at the meeting. The remote e-voting period commences from 9.00 a.m. on Tuesday, February 22, 2022 and ends at 5:00 p.m. on Thursday, February 24, 2022.

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

Thanking you,

Yours faithfully,

**For DRC Systems India Limited**

**Jainam Shah**

**Company Secretary & Compliance Officer**



**Encl.:** As above

**DRC SYSTEMS INDIA LIMITED**

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

Contact: +91-79-67772222 | [ir@drccsystems.com](mailto:ir@drccsystems.com) | [www.drccsystems.com](http://www.drccsystems.com)

CIN: L72900GJ2012PLC070106

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of the Members of DRC SYSTEMS INDIA LIMITED will be held on Friday, February 25, 2022 at 10.30 a.m. IST through Video Conferencing ("VC") or Other Audio-Video Means ("OAVM") to transact the following businesses:

### SPECIAL BUSINESSES:

#### Item No. 1

#### Approval of Sub-Division/Stock Split of Equity Shares:

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

"RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having a Face Value of Rs. 10/- (Rupees Ten only) each fully paid up into 10 (Ten) Equity Shares having a Face Value of Re. 1/- (Rupee One Only) each fully paid up, with effect from the 'Record Date' to be determined by the Board (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose.

RESOLVED FURTHER THAT consequent upon sub-division of Equity Shares of the Company, the entire Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Face Value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into Equity Shares having a Face Value of Re. 1/- (Rupee One Only) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of Face Value of Rs. 10/- (Rupees Ten only) each of the Company, as given below:

Type of Capital	Pre Sub-Division Share Capital			Post Sub-Division Share Capital		
	No. of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of Equity Shares	Face Value (Re.)	Total Share Capital (Rs.)
Authorised Share Capital	60,00,000	10	6,00,00,000	6,00,00,000	1	6,00,00,000
Issued, Paid-up and Subscribed Share Capital	38,65,356	10	3,86,53,560	3,86,53,560	1	3,86,53,560

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** Mr. Hiten Barchha, Managing Director and/or Mr. Janmaya Pandya, Executive Director & Chief Financial Officer and /or Mr. Jainam Shah, Company Secretary, be and are hereby Jointly/ Severally authorized to make appropriate adjustments due to sub-division of Equity Shares to the outstanding options granted to the employees of the Company under DRC Employee Stock Option Plan 2020-21 pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the Record Date shall be appropriately adjusted.

**RESOLVED FURTHER THAT** Mr. Hiten Barchha, Managing Director and/or Mr. Janmaya Pandya, Executive Director & Chief Financial Officer and /or Mr. Jainam Shah, Company Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the Record Date as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the Sub-division of shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all acts connected herewith or incidental hereto including but not limited to delegation

of their powers to such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard."

## **Item No. 2**

### **Alteration of the Capital Clause of the Memorandum of Association of the Company:**

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

"**RESOLVED THAT**, pursuant to Section 13, 64 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or reenactment(s) thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the Members of the Company be and is hereby accorded for amendment and substitution of the existing Clause V of the Memorandum of Association of the Company and the same be substituted by the following new Clause V :

"V. The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into is 6,00,00,000 (Six Crores) Equity Shares of Re. 1/- (Rupee One Only) each with the right, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force."

**RESOLVED FURTHER THAT**, Mr. Hiten Barchha, Managing Director and/or Mr. Janmaya Pandya, Executive Director & Chief Financial Officer and /or Mr. Jainam Shah, Company Secretary be and are hereby Jointly/ Severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and

further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the Members hereby approve / ratify and adopt all such decisions, actions, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

**Registered Office:**

24th Floor, GIFT Two Building,  
Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar  
Taluka & District - Gandhinagar – 382 355

**Date:** January 19, 2022

By the Order of the Board,  
**For DRC Systems India Limited**

**Jainam Shah**  
Company Secretary

**NOTES:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the special businesses set out as an item of the accompanying notice is annexed herewith.
2. In view of the restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India (“MCA”), has allowed Companies to conduct Extraordinary General Meetings (“EGM”) through VC/OAVM, without the physical presence of Members.
3. This EGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 issued by the MCA (collectively referred to as “MCA Circulars”).
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at 24th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar Gujarat - 382355 India. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Governing Body Resolution/ Authorization Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at [ir@drcsystems.com](mailto:ir@drcsystems.com).

7. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Act.
8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at [www.drccsystems.com](http://www.drccsystems.com) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the e-voting website of Link Intime India Private Limited ("Link Intime") (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Process for those Members whose email addresses are not registered- for registration of Email addresses to obtain EGM Notice:
  - a. For Members holding shares in Physical mode - please provide necessary details like Folio No., Name of the shareholder by email to [ir@drccsystems.com](mailto:ir@drccsystems.com) or by duly filed in E-communication Registration Form available on the website of the Company i.e. [www.drccsystems.com](http://www.drccsystems.com).
  - b. Members holding shares in Demat mode can get their E-mail address registered by contacting their respective Depository Participant(s).
11. To support the "Green Initiative", the Members holding shares in physical form are requested to notify/send their email addresses to the Registrar & Transfer Agent (RTA) of the Company i.e. Link Intime. In addition, Members holding shares in the demat form are requested to contact their respective Depository Participant(s) and register their email addresses and bank account(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA of the Company i.e. Link Intime India Pvt. Ltd., 5th Floor, 506 to 508 Amarnath Business Centre - I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner Off C G Road, Navarangpura, Ahmedabad - 380 009, Gujarat, India for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website [www.drccsystems.com](http://www.drccsystems.com).
14. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and Members holding shares in physical form to the Company / RTA.
15. Shareholders seeking any information with regard to the matter to be placed at the EGM are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
16. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.

17. The Members can join the EGM through 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 1,000 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.

18. Pursuant to Section 72 of the Act, Members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the RTA of the Company i.e. Link Intime. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The Nomination Form is available on the Company's website [www.drcsystems.com](http://www.drcsystems.com)

19. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, the listed Companies have to record the PAN, Nominations and KYC details of all the shareholders and Bank Account details of first holder of all the security holders in physical mode. In this regard, the shareholders who are having physical shares are required to update their KYC i.e. PAN, Bank Details, Nomination before April 01, 2023, failing to which their folios will be frozen as per SEBI Circular.

20. As per the Central Board of Direct Taxes (CBDT) it is mandatory to link PAN with Aadhaar number by March 31, 2022. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done before March 31, 2022. Post March 31, 2022 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhaar

number. The folios in which PAN is / are not valid as on the notified cut-off date of March, 31, 2022 or any other date as may be specified by the CBDT, shall also be frozen.

Note : Security holders from Sikkim can provide self-attested copy of Aadhar Card/Voter's Card/Driving License/Passport or any other identity proof as issued by the Govt.

## 21. General Information:

- i. Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- ii. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- iii. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iv. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## 22. VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses as set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system from a

place other than venue of the EGM ('remote e-voting') is provided by Link Intime

- B. The Members, who will be present in the EGM through VC 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 facility during the meeting.
- C. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participant in the EGM through VC but shall not be entitled to cast their vote again.
- D. The remote e-voting period commences from 09:00 a.m. on Tuesday, February 22, 2022 and ends at 5:00 p.m. on Thursday, February 24, 2022. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 18, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime for e-voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commencing from 09:00 a.m. on Tuesday, February 22, 2022 and ends at 5:00 p.m. on Thursday, February 24, 2022 or e-Voting during the EGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- E. The voting rights of shareholders shall be in proportion to their shares in the Paid Up Equity Share Capital of the Company as on the cut-off date, being Friday, February 18, 2022.

### 23. Instructions for Remote E-voting and E-voting at the Extraordinary General Meeting ('EGM'):

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post June 09, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• 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 e-Voting</li> </ul>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ul style="list-style-type: none"> <li>Existing user of 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP where the E Voting is in progress.</li> </ul>
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> </ol> <ul style="list-style-type: none"> <li>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -             <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                 <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ol> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alpha- bet and at least one capital letter).</li> </ul>



Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>▶ Click “confirm” (Your password is now generated).</li> <li>2 Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3 Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4 After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5 E-voting page will appear.</li> <li>6 Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7 After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.
- In case shareholders/ Members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - ▶ For shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

#### 24. Process and manner for attending the Extraordinary General Meeting ('EGM') through InstaMeet:

For a smooth experience of EGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>.

Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

- A. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:

DP ID / Client ID or Beneficiary ID or Folio No.	Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company.
PAN	Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
Mobile No.	Enter your mobile number.
Email ID	Enter your email id, as recorded with your DP/Company.

- B. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

#### 25. Instructions for Shareholders/Members to Vote during the Extraordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiner during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- A. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- B. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
- C. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- D. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
- E. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

- F. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

26. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**27. Other Instructions:**

- (i) M/s. SPANJ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.
- (ii) Based on the report received from the scrutinizer, the Company will submit within Two working days of the conclusion of the Meeting to the stock exchanges i.e BSE Limited and National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations and shall also be placed on the Company's website [www.drcsystems.com](http://www.drcsystems.com) and on the website of Link Intime <http://instavote.linkintime.co.in>.

## **ANNEXURE TO THE NOTICE**

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

#### **Item No. 1**

The Equity Shares of your Company are listed and traded on the BSE Limited and the National Stock Exchange of India Limited. In order to improve the liquidity of the Company's shares and to make it more affordable for small investors as also to broad base the small investors, the Board of Directors of the Company, in their meeting held on January 19, 2022 has recommended the sub-division of Face Value of Equity Shares of the Company from existing Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each, subject to the approval of the Members and other statutory and regulatory approvals, as applicable.

As per the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the

Members is required for such sub-division of Equity Shares.

The proposed sub-division of Equity Shares will not result in any change in the amount of Authorized and Paid-Up Share Capital of the Company and will help in increasing the liquidity.

Further, sub-division of Face Value of Equity Shares, inter alia, require appropriate adjustments with respect to all the options granted by the Company under DRC Employee Stock Option Plan 2020-21 pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto, from time to time, such that all the options outstanding as on the Record Date as well as options which are available for grant and those already granted but not exercised as on the Record Date shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution as set out in Item No. 1 of the accompanying Notice as an Ordinary Resolution.

#### **Item No. 2**

The proposed Sub-division of the 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten only) each into 10 (Ten) Equity Shares of Face Value of Re.1/- (Rupee One Only) each requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company.

Accordingly, Clause V of the Memorandum of Association is proposed to be altered and substituted with the new Clause V as mentioned in Item No. 2 of this Notice to reflect the corresponding changes in the Authorised Share Capital consequent to the said sub-division from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each to Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 6,00,00,000 Equity Shares of Face Value of Re. 1/- (Rupee One Only) each.

As per the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time

being in force), approval of the Members is required for such amendment to the Memorandum of Association.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution as set out in Item No. 2 of the accompanying Notice as an Ordinary Resolution

**Registered Office:**

24th Floor, GIFT Two Building,  
Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar  
Taluka & District - Gandhinagar – 382 355

**Date:** January 19, 2022

By the Order of the Board,  
**For DRC Systems India Limited**

**Jainam Shah**  
**Company Secretary**