

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L72900GJ2012PLC070106

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAECD2241D

(ii) (a) Name of the company

DRC SYSTEMS INDIA LIMITED

(b) Registered office address

24th Floor, GIFT Two Building, Block No. 56,  
Road-5C, Zone-5, GIFT CITY,  
Gandhinagar  
Gandhinagar  
Gujarat  
382255

(c) \*e-mail ID of the company

secretarial@drcsystems.com

(d) \*Telephone number with STD code

07967772222

(e) Website

www.drcsystems.com

(iii) Date of Incorporation

27/04/2012

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 28/09/2021

(b) Due date of AGM 30/09/2021

(c) Whether any extension for AGM granted ☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	3,865,356	3,865,356	3,865,356
Total amount of equity shares (in Rupees)	600,000,000	38,653,560	38,653,560	38,653,560

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	60,000,000	3,865,356	3,865,356	3,865,356
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	38,653,560	38,653,560	38,653,560

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	2,250,000	2250000	22,500,000	22,500,000	

<b>Increase during the year</b>	0	1,615,356	1615356	16,153,560	16,153,560	0
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	1,615,356	1615356	16,153,560	16,153,560	
Due to Composite Scheme of Arrangement						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	3,865,356	3865356	38,653,560	38,653,560	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE03RS01019

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 25px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 25px;"></div>
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 30px; display: inline-block;"></div> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<div style="border: 1px solid black; width: 150px; height: 30px; display: inline-block;"></div> Amount per Share/ Debenture/Unit (in Rs.) <div style="border: 1px solid black; width: 150px; height: 30px; display: inline-block;"></div>

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

205,948,934

**(ii) Net worth of the Company**

57,022,939

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,103,395	28.55	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	1,103,395	28.55	0	0

**Total number of shareholders (promoters)**

6

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,196,373	30.95	0	
	(ii) Non-resident Indian (NRI)	25,758	0.67	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	130,466	3.38	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,384,486	35.82	0	
10.	Others Clearing Member and Trust	24,878	0.64	0	
	<b>Total</b>	2,761,961	71.46	0	0

**Total number of shareholders (other than promoters)**

8,316

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

8,322

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

58

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASPIRE EMERGING FUND	ICICI BANK LTD SMS DEPT 1ST FLOOR			760	0.01
ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			83	0
DFA INTERNATIONAL FUND	STANDARD CHARTERED BANK SECURITIES			71	0
AMERICAN CENTURY FUND	DEUTSCHE BANK AG, DB HOUSE, HAMBURG			18	0
CALIFORNIA PUBLIC EMPLOYEES FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			22	0
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			101	0
DFA INTERNATIONAL FUND	STANDARD CHARTERED BANK SECURITIES			96	0
DIMENSIONAL EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES			4,728	0.12
EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES			78	0
COLLEGE RETIREMENT FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			373	0
CREDIT SUISSE (SINGAPORE) FUND	CITIBANK N.A. CUSTODY SERVICES			35	0
EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES			3,938	0.1
ISHARES MSCI EM SMALL CAP FUND	CITIBANK N.A. CUSTODY SERVICES			127	0
CITY OF NEW YORK GROUP FUND	DEUTSCHE BANK AG DB HOUSE, HAMBURG			104	0
EMERGING MARKETS FUND	DEUTSCHE BANK AG, DB HOUSE HAMBURG			289	0
ISHARES CORE MSCI EM FUND	CITIBANK N.A. CUSTODY SERVICES			946	0.02
ISHARES INDIA SC MID CAP FUND	CITIBANK N.A. CUSTODY SERVICES			788	0.02

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DAVOS INTERNATIONAL	STANDARD CHARTERED BANK Sec			3,440	0.08
ELARA INDIA OPPORT	C/O. ICICI BANK LTD., SMS 1ST FLC			12,325	0.31
EMERGING MARKETS C	DEUTSCHE BANK AG, DB HOUSE H			301	0
EMERGING MARKETS T	CITIBANK N.A. CUSTODY SERVICES			66	0
DFA AUSTRALIA LIMIT	CITIBANK N.A. CUSTODY SERVICES			83	0
EMERGING MARKETS T	DEUTSCHE BANK AG, DB HOUSE H			154	0
GOVERNMENT PENSIC	CITIBANK N.A. CUSTODY SERVICES			4,987	0.12
JOHN HANCOCK FUNI	CITIBANK N.A. CUSTODY SERVICES			4	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	6
Members (other than promoters)	6	8,316
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	1	0	2.33	0
<b>B. Non-Promoter</b>	1	2	1	5	0	0
(i) Non-Independent	1	2	1	1	0	0
(ii) Independent	0	0	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0

(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	2	2	5	2.33	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KEYUR JAGDISHCHAND	03111182	Additional director	0	
HITEN ASHWIN BARCI	05251837	Managing Director	89,891	
JANMAYA PREYAS PA	09019756	Additional director	7	
SANKET KHEMUKA	06910440	Additional director	0	
ROOPKISHAN SOHAN	02800417	Additional director	1	
JIGAR PRADIPCHAND	08174430	Additional director	0	
DIPTI ABHIJEET CHIT	08991506	Additional director	0	
JANMAYA PREYAS PA	BYBPP9366E	CFO	7	
JAINAM ASHVINKUMA	EJOPS5195F	Company Secretar	9	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
YOGESHKUMAR POPA	06716290	Director	01/04/2020	Cessation
NITESH ANGHAN	03360032	Additional director	01/04/2020	Appointment
MALAV AJITBHAI MEH	01234736	Director	08/06/2020	Cessation
HITEN ASHWIN BARCH	05251837	Additional director	08/06/2020	Appointment
HITEN ASHWIN BARCH	05251837	Director	29/09/2020	Change in designation
NITESH ANGHAN	03360032	Director	29/09/2020	Change in designation
HITEN ASHWIN BARCH	05251837	Managing Director	09/11/2020	Change in designation
JAINAM ASHVINKUMA	EJOPS5195F	Company Secretar	01/12/2020	Appointment
NITESH ANGHAN	03360032	Director	05/12/2020	Cessation
VISHAL AJITBHAI MEH	03093563	Director	05/12/2020	Cessation
SANKET KHEMUKA	06910440	Additional director	05/12/2020	Appointment
ROOPKISHAN SOHAN	02800417	Additional director	05/12/2020	Appointment
JIGAR PRADIPCHAND	08174430	Additional director	05/12/2020	Appointment
KEYUR JAGDISHCHAN	03111182	Additional director	05/12/2020	Appointment
JANMAYA PREYAS PA	BYBPP9366E	CFO	05/12/2020	Appointment
DIPTI ABHIJEET CHITA	08991506	Additional director	10/12/2020	Appointment
JANMAYA PREYAS PA	BYBPP9366E	Additional director	06/01/2021	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	29/09/2020	7	7	100
NCLT CONVENED MEETING	02/11/2020	5	5	100
NCLT CONVENED MEETING	02/11/2020	7	7	100
EXTRA ORDINARY GENERAL MEETING	25/11/2020	7	7	100

## B. BOARD MEETINGS

\*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2020	3	2	66.67
2	01/06/2020	3	2	66.67
3	08/06/2020	3	2	66.67
4	28/08/2020	3	3	100
5	07/10/2020	3	2	66.67
6	09/11/2020	3	2	66.67
7	28/11/2020	3	2	66.67
8	05/12/2020	3	2	66.67
9	10/12/2020	5	4	80
10	15/12/2020	6	5	83.33
11	06/01/2021	6	5	83.33
12	10/02/2021	7	7	100

## C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	10/02/2021	4	4	100
2	NOMINATION	10/12/2020	4	3	75
3	NOMINATION	06/01/2021	4	3	75
4	NOMINATION	10/02/2021	4	4	100
5	STAKEHOLDER	10/02/2021	3	3	100
6	INDEPENDENT	10/02/2021	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2021
								(Y/N/NA)
1	KEYUR JAGD	4	4	100	6	6	100	Yes
2	HITEN ASHW	9	9	100	1	1	100	Yes
3	JANMAYA PR	1	1	100	0	0	0	Yes
4	SANKET KHE	4	4	100	3	3	100	Yes
5	ROOPKISHAN	4	1	25	6	4	66.67	Yes
6	JIGAR PRADI	4	4	100	6	6	100	Yes
7	DIPTI ABHIJE	3	3	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	HITEN BARCHHA	MANAGING DIR	4,250,000	0	623,800	0	4,873,800
	Total		4,250,000	0	623,800	0	4,873,800

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JANMAYA PANDYA	CFO	321,916	0	253,419	0	575,335
2	JAINAM SHAH	COMPANY SEC	160,003	0	261,300	0	421,303
	Total		481,919	0	514,719	0	996,638

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JANMAYA PANDYA	EXECUTIVE DIR	321,916	0	253,419	0	575,335
	Total		321,916	0	253,419	0	575,335

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

JITENDRA LEEYA

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

14503

#### I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

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dated

16/04/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

HITEN  
ASHWIN  
BARCHHA  
Digitally signed by  
HITEN ASHWIN  
BARCHHA  
Date: 2021.12.17  
13:09:06 +05'30'

DIN of the director

05251837

#### To be digitally signed by

Jainam  
Ashvinkumar  
Shah  
Digitally signed by  
Jainam Ashvinkumar  
Shah  
Date: 2021.12.17  
13:09:55 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

41631

Certificate of practice number



**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments**

List of Shareholders.pdf  
Form MGT8 DRC.pdf  
Details of FII.s.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



Form No. MGT 8

[Pursuant to section 92 (2) of the companies Act, 2013 and rule 11 (2) of Companies  
(Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **DRC SYSTEMS INDIA LIMITED [CIN: L72900GJ2012PLC070106]** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under on test check basis for the financial year ended on **31<sup>st</sup> March, 2021**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents in electronic form in online system in view of the prevailing situation of COVID-19 in the country, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed thereof;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within limit except some forms which were filed beyond the prescribed time with additional fees;
  4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. company was not required to close its Register of Members / Security holders, during the financial year under review;
  6. advances/loans given to companies referred in section 185 of the Act , however, the company has not advanced any loans to its directors and/or persons or firms referred in section 185 of the Act; and loans granted to companies referred in section 185 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were with the compliance of law;
  7. contracts/arrangements with related parties as specified in section 188 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were entered in the register maintained for the purpose;
  8. the Company had allotted 16,15,356 Equity Shares pursuant to Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) on December 15, 2020. Moreover, transfer or transmissions of shares were done by the R & T Agents appointed by the company in due course. There were no instances of buy back of securities/ redemption of preference shares or debentures/ reduction of share capital during the financial year under review;



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9. there was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under review;
10. During the year under review Company has not declared any dividend. The company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund during the year under review;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof as applicable;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, however, During the year under review, Mr. Yogesh Sutariya (DIN: 06716290) resigned from the post of Director and Mr. Nitesh Anghan (DIN: 03360032) was appointed as an Additional Independent Director of the Company w.e.f. 01<sup>st</sup> April, 2020. Mr. Hiten Barchha (DIN: 05251837) was appointed as an Additional Executive Director of the Company and Mr. Malav Mehta (DIN: 01234736) resigned from the post of Director of the Company w.e.f. 08<sup>th</sup> June, 2020. Mr. Hiten Barchha (DIN: 05251837) was appointed as Managing Director of the Company w.e.f. 09<sup>th</sup> November, 2020 for period of three (3) years. Mr. Jainam Shah was appointed as a Company Secretary/Compliance Officer of the Company w.e.f. 01<sup>st</sup> December, 2020. Mr. Sanket Khemuka (DIN: 06910440) was appointed as an Additional Non-Executive Director, Mr. Keyur Shah (DIN: 03111182), Mr. Roopkishan Dave (DIN: 02800417) and Mr. Jigar Shah (DIN: 08174430) were appointed as Additional Independent Director of the Company whereas Mr. Nitesh Anghan (DIN: 03360032) resigned from the post of Independent Director and Mr. Vishal Mehta (DIN: 03093563) resigned from the post of Director w.e.f. 05<sup>th</sup> December, 2020. Further Mr. Janmaya Pandya was appointed as a Chief Financial Officer of the Company w.e.f. 05<sup>th</sup> December, 2020. Ms. Dipti Chitale was appointed as an Additional Independent Director of the Company (DIN: 08991506) w.e.f. 10<sup>th</sup> December, 2020. Mr. Janmaya Pandya (DIN: 09019756) was also appointed as an Additional Executive Director of the Company w.e.f. 6<sup>th</sup> January, 2021;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. there was no instance for which approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the financial year under review, except approval in the form of an Order dated 27th November, 2020 NCLT was passed for sanction of the Composite Scheme of Arrangement amongst Infibeam Avenues Limited, Suvidhaa Infoserve Limited, DRC Systems India Limited and NSI Infinium Global Limited and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules made there under, further, as proposed in the Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT), Equity shares of the Company got listed on the BSE Limited and National Stock Exchange of India Limited on 10<sup>th</sup> March, 2021. The company obtained Listing and Trading approvals from both the Stock Exchanges;
15. there were no instances of acceptance/ renewal/ repayment of deposits from public falling within the purview of public deposits as per the Act during the financial year under review;



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16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable and the company had passed necessary shareholders resolution giving authority for borrowings in excess of the limits;
17. In relation to loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, the company had passed necessary shareholders resolution under section 186 of the Act;
18. During the year under review, Company had adopted New set of Memorandum of Association and Articles of Association, as per the requirement of the Companies, Act, 2013 and also Increased Authorised Share Capital from Rs. 3,00,00,000/- divided into 30,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 6,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each by passing necessary resolution at Extra Ordinary General Meeting held on 25<sup>th</sup> November, 2020, Further Company had altered its Main Object Clause in Memorandum of Association pursuant to Composite Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal (NCLT) on December 05, 2020;

We further state that during the process of verification, which was done on test check basis, We have adopted practices and processes as were appropriate to obtain reasonable assurance about the compliance with the applicable provisions of the Companies Act, 2013 and our opinion is based on the method adopted for verification. However, maintenance of secretarial records and compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder is the responsibility of the management of the company as per The Companies Act, 2013.

Place: Ahmedabad

Date: 15/12/2021



Signature

  
Jitendra Leeya  
Practising Company Secretary  
ACS/FCS No.: A31232  
C P No.: 14503  
UDIN: A031232C001774688