



DRC SYSTEMS INDIA LIMITED

[CIN: L72900GJ2012PLC070106]

Registered Office: 24th Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY, Gandhinagar-382 355

Tel: +91 79 6777 2222, Email: ir@drcsystems.com, Website: www.drcsystems.com

## 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 Thursday, February 15, 2024 at 11.30 a.m. IST through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following businesses:

### SPECIAL BUSINESSES:

#### Item No. 1

#### **Increase in the Authorized Share Capital & Consequent Alteration of Memorandum of Association.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with applicable rules made thereunder (including any amendment thereto or re-enactment thereof) enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 9,00,00,000 (Nine Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each."

**RESOLVED FURTHER THAT** any Director of the Company and/ or Mr. Jainam Shah, Company Secretary, be and are hereby severally authorized to sign and submit required e-forms with the Ministry of Company Affairs - MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

#### Item No. 2

#### **Issue of Bonus Equity Shares**

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, relevant applicable provision of the Article of Association, if any, and such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by

the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for capitalization of a sum of Rs. 8,83,10,620/- (Rupees Eight Crores Eighty Three Lakhs Ten Thousand Six Hundred and Twenty Only) out of Securities Premium Reserve and/or Free Reserves and/or Retained Earnings, as may be considered necessary, for the purpose of issue of Bonus Equity Shares of Face Value of Re. 1/- (Rupee One only) each, credited as fully paid up Equity Shares to eligible Members of the Company in the proportion of 2 (Two) new fully paid up Equity Shares of Face Value of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 1/- (Rupee One only) each held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners maintained by the Depositories as on a 'Record Date' and that the Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the Paid-Up Capital of the Company held by each such member.

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the fully Paid Up Equity Shares of the Company as existing on the Record Date and shall be entitled to participate in full in any dividend(s) and any other corporate actions to be declared after the bonus shares are allotted.

**RESOLVED FURTHER THAT** the Bonus Equity Shares shall be issued and allotted in the demat mode only to the allottees holding shares in the demat mode on the Record Date and the Bonus Equity Shares to the holders holding their shares in physical form shall be credited to the demat suspense account of the Company and on providing the details of demat account, such Bonus Equity Shares shall be credited to the concerned demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.

**Registered Office:**  
24<sup>th</sup> Floor, GIFT Two Building,  
Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar - 382 355  
Gujarat, India

**Date:** January 18, 2024

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

**RESOLVED FURTHER THAT** appropriate adjustments on issue of Bonus Equity Shares as aforesaid be made, to all the Stock Options under DRC Employee Stock Option Plan 2021-22, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments there-to from time to time, such that all stock options which are available for grant, options vested but not exercised and unvested, as on record date shall be appropriately adjusted.

**RESOLVED FURTHER THAT** any Director of the Company and/or Mr. Jainam Shah, Company Secretary of the Company be and are hereby severally authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines, and to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and to delegate all or any of such powers to the Committee(s), and its decision shall be final and binding.

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. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.
2. 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. 03/ 2022, dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and latest being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, read with SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (collectively referred to as "Circulars").
3. The registered office of the Company shall be deemed to be the venue for the EGM. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. Pursuant to the provisions of the Companies Act, 2013 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.
5. 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)
6. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013.
7. 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. Members may note that Notice has been uploaded on the website of the Company at [www.drcsystems.com](http://www.drcsystems.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 e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
8. 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.
9. To support the "Green Initiative", the Members holding shares in physical form are requested to notify/send their email addresses to the Registrar and Transfer Agent (RTA) of the Company i.e. Link Intime India Private Limited. 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.
10. 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.
11. 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. Further, SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. 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.

12. 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.
13. 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.
14. During the EGM, all the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode.
15. 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.
16. SEBI introduced Online Dispute Resolution Mechanism ("ODR Mechanism") through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. "Master Circular for On-line Dispute Resolution". The said Master Circular and the process note are available on the website of the Company at [www.drcsystems.com](http://www.drcsystems.com). As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at [www.scores.gov.in](http://www.scores.gov.in), in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/ dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor /Company/other market participant as the case may be.
17. Pursuant to Section 72 of the Companies Act, 2013, 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).
18. SEBI vide its Circular Nos. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2022 and SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details.

Similarly, the holders of such frozen folios shall be intimated in case of any payment including dividend, interest or redemption stating that such payment is due and shall be made electronically upon furnishing complete documents/details.

Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from April 01, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

Pursuant to the said Circular, the Company has sent letters to all Member(s) holding Shares of the Company in physical form for furnishing their PAN, KYC details (i.e., Postal Address with pin code, email address, mobile number, bank account details) and Nomination details through Form ISR-1.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on the website of the Company at [www.drcsystems.com](http://www.drcsystems.com). In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

19. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

The Members holding shares in physical form are required to convert their shares into dematerialized form, failing which the RTA will not initiate and/or accept any request from such Members. Further, upon non-conversion, such shares will be credited to the Suspense Escrow Demat Account of the Company which shall be credited to the Members only upon furnishing their demat details.

To avoid any inconvenience, you are requested to kindly convert your shares into demat form. In case of any clarification, shareholders are requested to contact the RTA at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).

20. As per the Central Board of Direct Taxes (CBDT) it is mandatory to link PAN with Aadhaar number. Security holders who are yet to link the PAN with Aadhaar number are requested to get the same done. 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 shall be frozen.

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

**21. 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@drcsystems.com](mailto:ir@drcsystems.com).
- b. Members holding shares in Demat mode can get their E-mail address registered by contacting their respective Depository Participant(s).

**22. 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.
- (v) Shareholders who would like to express their views or ask questions during the EGM may register themselves as a speaker in advance at least 7 days before the EGM by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, mobile number at ir@drcsystems.com. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

- D. The remote e-voting period commences at 09:00 a.m. on Monday, February 12, 2024 and ends at 5:00 p.m. on Wednesday, February 14, 2024. 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. Thursday, February 08, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited 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 Monday, February 12, 2024 and ends at 5:00 p.m. on Wednesday, February 14, 2024 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.

### **23. VOTING THROUGH ELECTRONIC MEANS:**

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 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 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 India Private Limited.
- 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.

- 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 Thursday, February 08, 2024.

### **24. Instructions for Remote E-voting and E-voting at the 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.

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 “Log-in” 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 and 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 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 and voting during the meeting.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<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="http://EasiEasiest.cdslindia.com">EasiEasiest (cdslindia.com)</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 and 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>

<p>Individual Shareholders (holding securities in demat mode) and login through their depository participants</p>	<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 and voting during the meeting.</li> </ul>
<p>Individual Shareholders holding securities in Physical mode and evoting service Provider is LINK INTIME.</p>	<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> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -           <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> 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.</li> </ol> <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <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 alphabet and at least one capital letter).</li> <li>Click “<b>confirm</b>” (Your password is now generated).</li> </li></ul> </li> <li>Click on ‘<b>Login</b>’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ 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 and e-voting service Provider is LINK INTIME, 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 and evoting service Provider is LINK INTIME.**

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.

## 25. Process and manner for attending the Extraordinary General Meeting 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).

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

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

- On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- 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'.
- After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 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'.
- 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.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

27. 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.

**28. Other Instructions:**

- I. M/s. SPANJ & Associates, Company Secretaries have 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. 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, within two working days 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 Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.
- III. 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 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

Presently, the Authorized Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 6,00,00,000 (Six crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 9,00,00,000 (Nine crores) Equity Shares of Face Value of Re. 1/- (Rupee One) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 12.00 Noon to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of this Notice.

### Item No. 2

The Equity Shares of the Company are listed and actively traded on the BSE Limited and National Stock Exchange of India Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, increasing the liquidity of the Equity Shares and to expand the retail shareholder base, the Board of Directors at its meeting held on January 18, 2024, subject to consent of the Members of the Company, approved and recommended issue of Bonus Equity Shares of Face Value of Re. 1/- (Rupee One) each credited as fully paid-up to eligible Members of the Company in the proportion of 2 (Two) new fully paid-up Equity Shares of Face Value of Re. 1/- (Rupee One only) each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 1/- (Rupee One only) each held by them, by capitalizing a sum of Rs. 8,83,10,620/- (Rupees Eight Crores Eighty Three Lakhs Ten Thousand Six Hundred and Twenty only) out of Securities Premium Reserve and/or Free Reserves and/or Retained Earnings. Further, the Articles of Association of the Company permits the said issuance of Bonus Equity Shares to the Members of the Company.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

The issue of Bonus Equity Shares inter alia, requires appropriate adjustments with respect to all the stock options under DRC Employee Stock Option Plan 2021-22, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments thereto from time to time, such that all stock options which are available for grant, options vested but not exercised and unvested, as on record date shall be appropriately adjusted.

Further, in compliance with applicable regulations, rules, guidelines and circulars as may be issued from time to time in this regard, the Bonus Equity Shares to the holders holding their shares in physical form shall be credited to the demat suspense account of the Company and such Bonus Equity Shares shall be credited to the concerned demat account of the shareholder on providing the details of demat account.

The Company has complied and will comply with all the applicable provisions of Regulation 293 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Equity Shares of the Company requires the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of this Notice.

**Registered Office:**

24<sup>th</sup> Floor, GIFT Two Building,  
Block No. 56, Road-5C, Zone-5,  
GIFT CITY, Gandhinagar - 382 355  
Gujarat, India

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

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

**Date:** January 18, 2024