							****		AS INDIA LIM	The state of the s	0443		
	[Pursuant to se	ection 170 of th	e companies.	ACT, 2013 (		one Companie: Sonal details	s (Appointmei	it ana Quai	ification of Direc	.tors) kutes, 2	014)		
Name of the Di	rector:	Dipti Chitale	Name to the second seco			Any former n	ame or surna	me in full					
Residential Ad	drage	E- 1002, Orchi	d Elegance, So	uth Bopal,	Ahmedabad-	DIN No.					089	91506	
Residendai Ad	(d) 653;	380058				Occupation:						ervice	
Nationality:	2 χ	Indian			9	Birth date	1				08-0	06-1936	
Father's name:		Anil Panditrac	Kulkarni		(	PAN No.			× g		AJTP	C1683M	
Mother's Name							ard resolutio	n in which	it was	10-12-2020			
Spouse's Name	pouse's Name Abhijeet Chitale					Date of appoi	ntment and re	eappointme	ent in the compa	any	10-1	2-2020	
Date of cessation	on of office and reasons therefor								of Company Seci	retaries		N.A.	
		Office of	director or k	ey manag	erial personi	iel held or reli	nquished in a	ny other bo	ody corporate				
	Appoin	tment	<del>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>						Resig	nation		*	
Sr No.	Name of the Company		Date	of Appoint	tment	Sr No.			Name of the Co	mpany		Date of Re	signation
and the second s	;	×	termination of the second			NIL							
	Details of securities held by D	irector/KMP	n the Compa	ny, its hold	ling compan	y, subsidiaries	, subsidiaries	of the com	pany's holding d	ompany and	associate compa	nies	
Sr No	Name of the Company	No of Shares	Description	Nominal	Date of acquisition	Consideration	Date of disposal	No Of Shares	Consideration received	Cumulative Balance	Mode of acqusition	Acquisition in Physical/ Demat	Pledge/ encumber ance
	**************************************	2			***************************************	NIL			V	N			



ALLEN MAN DE SERVICE AND									MS INDIA LIM  Ufication of Dire		2014]			
						onal details								
Name of the D	Director:	Jigar Shah		<u>u aparante de conservición de la conse</u>		Any former n	ame or surna	ame in full			2			
Residential Ad	ddress:	A-904 Safal Pa	rivesh,9th Flo	or, Near Ir	ndraprashtha	DIN No.					08174430			
		5, Prahladnaga 380015	ır, HDFC Bank	Lane, Ahn	medabad-	Occupation:				e v	Business			
Nationality:	1	Indian	7 3 7			Birth date				13-0	9-1973			
Father's name	e:	Mr. Pradipcha	ndra Jagabhai	Shah		PAN No.				BAZF	S6853D			
Mother's Nam	ne	Mrs. Neclamb			×	Date of the bo	ard resoluti	on in which	it was	05-12-2020				
Spouse's Nam	le	Mrs. Birva Sha	h			Date of appoi	ntment and r	reappointme	ent in the comp	any	05-1	2-2020		
	tion of office and reasons therefor		=			Membership of India in cas			of Company Sec	retaries	3	N.A.		
		ffice of direc	tor or key n	nanager	ial person	nel held or re	linquished	l in any otl	ier body corp	orate				
	Appoi	ntment			N				Resig	nation				
Sr No.	Name of the Company		Date o	of Appoin	tment	Sr No.			Name of the Co	mpany		Date of Re	esignation	
1 AAA I	Inolvency Professionals LLP	,	2	26-09-201	8		AAA Inolvend	cy Profession	als LLP			01-12	-2020	
2 Den V	Valuation (OPC) Private Limited		10-03-2021											
Detail	ls of securities held by Director	/KMP in the	Company, it	ts holdir	ng company	y, subsidiarie	es, subsidia	ries of the	company's h	olding com	pany and assoc	iate compa	nies	
Sr No	Name of the Company		Description	Nominal	Date of	Consideration	SACORSKI ZODANIA	Considerat ion received	No of Shares	Cumulative Balance	1	Acquistion in Physical/ Demat	Pledge/	



									AS INDIA LIM				
-	[Pursuant to se	ection 170 of the	e Companies A	l <i>ct, 2013</i> .			s (Appointme	ent and Qual	ification of Dire	ctors) Rules, 2	2014]		
					Pers	onal details					`		
Name of	the Director:	Roopkishan S				Any former n	ame or surna	ıme in full					
Resident	tial Address:	Plot No. 296/2	, Sector - 7/A,	Gandhina	gar, Gujarat,	DIN No.	-				02800417		
		India - 382007				Occupation:					Business		
Vational	lity:	Indian				Birth date					23-08-1955		
ather's	name:	Mr. Sohanlal N	Madanlalji Dav	re	2 72	PAN No.					AEUPD9502Q		
Mother's	s Name	Mrs. Sohan Ka	ur Dave	4.4					the appointmer		05-12		
Spouse's	s Name	Mrs. Hasú R. D	lave						ent in the compa		05-12-2020		
ate of o	cessation of office and reasons therefor			×	2.02000000000			AND DESCRIPTION OF THE PARTY OF	f Company Seci	STATE OF THE PERSON NAMED IN COLUMN TWO	N.	Α.	
	0	ffice of direc	tor or key n	nanager	ial personn	iel held or re	linquished	l in any oth	ier body corp	orate			
	Appoir	THE SECOND CONTRACTOR OF THE PARTY OF THE PA		ela ser a construcción de la con			-			nation			
Sr No.	Name of the Company		Date o	f Appoin	tment	Sr No.	STATE		Name of the Co	mpany		Date of Re	signatio
	Allied Digital Services Limited	*	0	5-10-200	9	1	Allied Digital	Services Lim	ited .			14-11-	-2017
	Infibeam Avenues Limited	· · · · · · · · · · · · · · · · · · ·	25-08-2014			2	NSI Infinium	Global Limite	ed			31-01-	-2019
- 3	NSI Infinium Global Limited		. 2	3-05-201	5						**************************************		
4	Infibeam Digital Entertainment Private Limit	æd	1	8-08-201	7								
	United Surya Energy Limited		0	9-08-202	1								
6	Priyaraj Electronics Limited		1	2-10-202	1				8				1
	Andhra Networks Limited			7-12-202			ŧ				The second secon		D
	etails of securities held by Director	/KMP in the	Company, it	s holdir	ig company	, subsidiari	es, subsidia	ries of the	company's h	olding com	pany and associ	ate compa	nies
Sr No	Name of the Company	No of Shares		Nominal		Consideration paid		Considerat ion received	No of Shares	Cumulative Balance	1	Acquistion in Physical/ Demat	Pledge/
		1	Equity Shares	10	15-12-2020	-	-			. 1	Allotment under Composite Scheme of Arrangement	Demat	NA ·
1	DRC Systems India Limited	10	Equity Shares	1	18-03-2022	-		-	-	10	Split of Equity Shares from Rs. 10/- each to Re.1/- each	Demat	NA
		20	Equity Shares	1	29-02-2024	-	-	<del> </del>		30	Bonus Issue (2:1)	Demat	NA



	[Pursuant to se	ection 170 of the	Companies A	ct, 2013 a	nd rule 17o	f the Companie	s (Appointme	nt and Qua	lification of Direc	ctors) Rules, 26	)14]			
					Per	sonal details								
Name o	f the Director:	Sanket Khemi	ıka .			Any former n	ame or surna	me in full				1		
		601 Bryony Ga	te 6 Nahar Am	rit Shakti, (	Chandivali,	DIN No.					06910440			
Resider	tial Address:	Mumbai 40007	2 India			Occupation:					Business			
Nationa	lity:	Indian				Birth date					07-03-1974			
Father's		Mr. P.D. Khemi	ıka			PAN No.		***************************************			ASSP	K1117A		
Mother	s Name	Mrs. Urmila Kh	emuka			Date of the bo	ard resolutio	on in which	t was	05-12-2020				
Snouse'	s Name	Mrs.Monica Kh	emuka		222000	Date of appoi	ntment and r	eappointm	ent in the compa	iny	05-1	2-2020		
Date of cessation of office and reasons therefor									of Company Secr			V.A.		
		Office of	lirector or ke	ev manage	rial person	nel held or rel	nguished in :	any other b	ody corporate					
7. C.	Appoir	THE REAL PROPERTY AND ADDRESS OF THE PARTY AND			mannessee alle automore evone			A		nation				
Sr No.	Name of the Company		Date o	f Appointr	ment	Sr No. Name of the Company					Date of Res			
1	Mugenesys Software Private Limited		1	0-07-2014		1	Virtual Recrui	iters Private	Limited			26-08-2016		
2	Mugenesys Infotech Private Limited		1	0-07-2014		2	Mugenesys In					05-05-		
3	Virtual Recruiters Private Limited		2	2-03-2016		3	Mugenesys Sc	oftware (Ind	ia) Private Limite	d		Company S	triked off	
4	Mugenesys Software (India) Private Limited		1	7-10-2017	~~~	*				and the second s				
5	Playckc Interactive Private Limited		26-08-2020						Control State Control					
6	6 Mugenesys Properties Private Limited 30-09-2023  Details of securities held by Director/ KMP in the Company, its holding con								1		eronaria	L		
	Details of securities held by D	irector/KMP i	ı the Compan	y, its hold	ing compar	y, subsidiaries	, subsidiarie	s of the con	ipany's holding	company and	issociate compa	nies		
Sr No	Name of the Company		Description	Nominal	Date of acquisition	Consideration	Date of disposal	No Of Shares	Consideration received	Cumulative Balance	Mode of acqusition	Acquisition in Physical/ Demat	Pledge/ encumber ance	



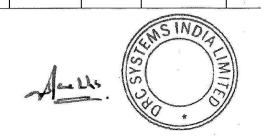
y.									IS INDIA LIMI					
***************************************	[Pursuant to se	ction 170 of th	e Companies i	Act, 2013	and rule 17o	f the Companies	(Appointmer	nt and Quali	fication of Direc	tors) Rules, 2	2014]			
					Per	sonal details								
Name of	the Director:	Hiten Barchha				Any former na	ime or surna	me in full						
	×	10 Westridge,	Shiv Ashish So	hool Road	l, Opp. Shiv	DIN No.					05251837			
Resident	ial Address:	Ashish School, 380058.	Sterling city, E	3opal, Ahn	nedabad -	Occupation:	×		ž	A CONTRACTOR OF STREET	Business			
National	ity:	Indian			(3.3,2,10,10,0)	Birth date	1				03-12-1985			
Father's	name:	Ashwin Barchl	1a			PAN No.					AMTPB7533Q			
Mother's	Name	Meena Barchh	a						the appointmen		08-06-2020			
Spouse's		Avni Barchha				Date of appoi			ent in the compa	any	08-06-2020 & 09-11-2023			
Date of c	essation of office and reasons therefor	1	21		361		N	.A.						
		Office of	director or k	ey manag	gerial person	nel held or reli	nguished in a	ny other bo						
	Appoin	itment							nation					
Sr No.	Name of the Company		Date	of Appoin	tment	Sr No.			Name of the Cor	npany		Date of Re	signation	
						NIL							TO CONTROL WAS ASSOCIATED AND ASSOCIATED ASSOCIATED AND ASSOCIATED AS	
G. N.	Details of securities held by Di	No of Shares		ny, its hol Nominal	ding compan Date of	v, subsidiaries, Consideratio	subsidiaries Date of	No Of	oany's holding c Consideration	Cumulative	Mode of	Acquisition in Physical/	Pledge/	
Sr No	Name of the Company	No of Shares	Description	Value	acquisition	n paid	disposal	Shares	received	Balance	acqusition	Demat	ance	
	W	90,000	Equity Shares	10	27-04-2012	9,00,000	01-07-2012	36,000	3,60,000	54,000	Purchase	Physical	Yes	
		100	Equity Shares	10		-	05-08-2019	100	1,000	53,900	×	Demat	Yes	
		35,933	Equity Shares	10	10-09-2019	-	-	-	<u>.</u> .	89,833	Bonus Issue	Demat	Yes	
1	DRC Systems India Limited	58	Equity Shares	10	15-12-2020		-	-	-	89,891	Allotment under Composite Scheme of Arrangement	Demat	No.	
1	DRG Systems findia Elimited										Split of Equity			
	a	8,98,910	Equity Shares	1	18-03-2022	-	N II		-	8,98,910	Shares from Rs. 10/each to Re.1/- each	Demat	No	
						u ii	121		8	26.06.722		Damat	N	
		17,97,820	Equity Shares	1	29-02-2024	-	-	-		26,96.730	Bonus Issue (2:1)	Demat	No	



	[Pursuant to	section 170 of the	e Companies A	lct, 2013	and rule 170	f the Companies	s (Appointme	nt and Qual	lification of Dire	ctors) Rules, 20	114]		
					Per	sonal details							
Vame of the	e Director:	Keyur Shah				Any former na	ime or surna	me in full				NA	
		204, Shakunta	Apartment,			DIN No.		*				11182	
Residentia	I Address:	Opp. C. N. Vian	yataya, Ahmed	labad, Guj	arat -	Occupation:	*		4			essional	
Nationality	7:	Indian				Birth date						3-1979	
Father's na		Jagdishchandr	a Shah			PAN No.					AWRI	PS8342Q	
Mother's N	lame	Renukaben Sh	ah		•	Date of the bo made	ard resolutio	on in which	it was	05-1	2-2020		
Spouse's N	ame	Kinjal Shah				Date of appoin	ntment and r	eappointme	any	05-12-2020			
Date of ces	sation of office and reasons therefor	(5)	-			Membership i	number of th	e Institute o	of Company Secr	etaries	F	9559	
		Office of	director or k	ey manag	erial person	nel held or reli	nquished in	any other b	ody corporate				
	App	ointment				2 2				nation			
Sr No.	Name of the Company		Date o	f Appoin	tment	Sr No.			Name of the Cor	mpany		Date of Re	
1	Hrishee Strategic Advisors Privat	e Limited	. 1	9-07-201	0	1		Hrishee S	Strategic Advisors	s Private Limite	d	24-01-	2017
2	Keyur J Shah Advisors Private	Limited	0	9-09-202	1	5							
3	Atharva Valuation (OPC) Private	Limited	0	5-07-202	2								
4	Infinium Pharmachem Lim	ited		4-10-202									
	Details of securities held b	y Director/ KMP i	n the Compan	ıy, its hol	ding compan	y, subsidiaries	, subsidiarie	s of the com	pany's holding	company and a	issociate compa	inles	
Sr No	Name of the Company	No of Shares	Description	Nominal Value		Consideration	Date of disposal	No Of Shares	Consideration received	Cumulative Balance	Mode of acqusition	Acquisition in Physical/ Demat	Pledge/ encumbe ance



					MS INDIA LIM		00411					
[Pursuant to section 170 of the Companies Act, 2	and the second s	<i>f the Companie</i> sonal details	s (Appointme	nt and Qua	lification of Dire	ctors) Rules,	2014]					
Name of the Director: Janmaya Pandya	reiz	Any former na	ame or surna	me in full								
C-17, Ved Appts Near Akar Soc.,		DIN No.	arre or surna	ine m ran			09019756					
Residential Address: Behind Star Bazzar, Satellite, Ahmedabad- 380015		Occupation:					Service					
Nationality: Indian		Birth date	185					2-1990				
Father's name: Preyas Pandya		PAN No.					BYBPP9366E					
Mother's Name Bhargavi Pandya					the appointmen		06-01-2021					
Spouse's Name Kalgi Pandya					ent in the compa			& 06-01-2024				
Date of cessation of office and reasons therefor -				the state of the s	f Company Secr	etaries	N.A.					
Office of director or key m	or or key managerial personnel held or relinquished in any other body corporate											
Appointment				ation								
Sr No. Name of the Company Date of Ap	pointment	Sr No.	P. Alexander		Name of the Cor	npany		Date of Res	signation			
		NIL										
Details of securities held by Director/ KMP in the Company, its	s holding compan	y, subsidiaries	subsidiaries	of the com	pany's holding c	ompany and	associate compan	ies				
No of Shares Description Nome of the Company	The state of the s	Consideratio n paid	Date of disposal	No Of Shares	Consideration received	Cumulative Balance	Mode of acqusition	Acquisition in Physical/ Demat	Pledge, encumb ance			
7 Equity Shares 10	0 15-12-2020		ьх <u>.</u>	a such	-	7	Allotment under Composite Scheme of Arrangement	Demat	No .			
70 Equity Shares 1	18-03-2022		4	i I i	-	. 70	Split of Equity Shares from Rs. 10/each to Re.1/- each		No			
	23-12-2022	12	q" ph	lls.	_	12,570	ESOFs	Demat	No			
DRC Systems India Limited 12,500 Equity Shares 1	23-12-2022			. Nr								
12,500 Equity Shares 1	1 23-12-2022		16-11-2023	3500	1,63,358	9,070		Demat	No			
12,500 Equity Shares 1			16-11-2023	3500	1,63,358	9,070 21,570	ESOPs	Demat Demat	No No			



a		REGISTER OF							lification of Dire		20141			
	Tarsaunt to s	cedon 170 oj n	ie companies	net, zoro		onal details	s (rippointaile	**************************************		ester, attaces,				
Name of the I	Director:	Janmaya Pan	dya .			Any former n	ame or surna	me in full						
<b></b>		C-17, Ved App	ts Near Akar S	loc.,		DIN No.	50				0901	19756		
Residential A	Address:	Behind Star Ba Ahmedabad- 3				Occupation:					Service			
Nationality:		Indian		22.00		Birth date			0			2-1990		
Father's nam	ie:	Preyas Pandya	1		508	PAN No.					BYBPP9366E			
Mother's Nan	ne	Bhargavi Pand	lya						the appointmen		06-01-2021			
Spouse's Nan		Kalgi Pandya		Carried March 1980				1 A	ent in the compa			06-01-2021 & 06-01-2024		
Date of cessa	tion of office and reasons therefor		-						of Company Sect	etaries	N	.A.		
		Office of	director or l	œy mana	gerial personi	iel held or reli	nquished in a	my other b	ody corporate					
		ntment		E12			·	*		nation				
Sr No.	Name of the Company		Date	of Appoin	tment	Sr No.	r * r g		Name of the Co	mpany		Date of Re	signation	
						NIL		1						
-	Details of securities held by l	Director/KMP	in the Compa	ny, its ho	lding compan	y, subsidiaries	subsidiaries	of the com	pany's holding c	ompany and	associate compan			
Sr No	Name of the Company	No of Shares	Description	Nominal Value	Date of acquisition	Consideratio n paid	Date of disposal	No Of Shares	Consideration received	Cumulative Balance	Mode of acqusition	Acquisition in Physical/ Demat		
		7	Equity Shares	10	15-12-2020	·	- 1	The second	-	7	Allotment under Composite Scheme of Arrangement	Demat	No	
		70	Equity Shares	1	18-03-2022			the state of the s	_	70	Split of Equity Shares from Rs. 10/ each to Re.1/- each	Demat	No	
1 ,	DRC Systems India Limited	12,500	Equity Shares	1	23-12-2022	4	e a si	-	-	12,570	ESOPs	Demat	No	
i.	i i i		Equity Shares	1			16-11-2023	3500	1,63,358	9,070		Demat	No	
. Y	At to 1	12,500	Equity Shares	1 1	01-12-2023	19631 - 1	· <u>-</u> *		-	21,570	ESOFs	Demat	No	
	*	43,140	Equity Shares	1	29-02-2024	- 1			-	64,170	Bonus Issue (2:1)	Demat .	No	



									MS INDIA LIM				···	
	[Pursuant to se	ection 170 of th	ie Companies	Act, 2013			s (Appointmen	t and Qual	lification of Direc	ctors) Rules, 2	2014]			
						onal details								
Name o	f the Director:	Jainam Shah				Any former n	ame or surnan	ne in ruii		- James -				
Pacidor	ntial Address:	A/24, Satguru		tel Road, N	avawadaj,	DIN No.					Service			
Residei	Hai Mui CSS.	Ahmedabad-3	80013			Occupation:								
Nationa	ality:	Indian				Birth date						-1994		
Father's	s name:	Ashvinbhai Sh	ah		www.	PAN No.					EJOPS	5195F		
Mother	's Name	Monaben Shah	ı	100		made			the appointmen		05-12-2020			
Spouse	's Name	Foram Shah				Date of appoi	ntment and re	appointme	ent in the compa	ıny	05-12-2020			
Date of	cessation of office and reasons therefor			•		etaries	A41631							
	and the second of the second o	Office of	director or l	cey manag	erial person	nel held or reli	nquished in a	ny other b	ody corporate					
	Appoir	itment	8					Th.	Resig	nation				
Sr No.	Name of the Company		Date	of Appoin	tment	Sr No.			Name of the Cor	npany		Date of Re	signation	
	79 79 190 190 190 190 190 190 190 190 190 19					NIL .		1 10,						
	Details of securities held by D	irector/KMP	in the Compa	ny, its hol	ding compan	y, subsidiaries	, subsidiaries	of the com	pany's holding c	ompany and	associate compan	ies		
Sr No ,	Name of the Company	No of Shares	Description	Nominal Value	Date of acquisition	Consideratio n paid	Date of disposal	No Of Shares	Consideration received	Cumulative Balance	Mode of acqusition	Acquisition in Physical/ Demat		
	1 1 1 1	9	Equity Shares	10	15-12-2020	ete m	-	-	-	9	Allotment under Composite Scheme of Arrangement	Demat	No	
		90	Equity Shares	1	18-03-2022		-	1	_	90	Split of Equity Shares from Rs. 10/ each to Re.1/- each	Demat	No	
1	DRC Systems India Limited	12,000	Equity Shares	1	23-12-2022	-				12,090	ESOPs	Demat	No	
		8 N 3	Equity Shares	1	•		16-11-2023	12,000	5,69,061.05	90		Demat	No	
		12,000	Equity Shares	1	01-12-2023	-	***		-	12,090	ESOPs	Demat	No	
-			- · · · · ·	1	29-02-2024	-		_	_	36,270	Bonus Issue (2:1)	Demat	No	
u	<b>35</b>	24,180	Equity Shares	1.	29-02-2024	1 -	-	1100			Derras Issae (2.1)			



# Jitendra Leeya Company Secretary

#### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To.

The Members

#### DRC SYSTEMS INDIA LIMITED

CIN: L72900GJ2012PLC070106

Regd. Off: 24<sup>th</sup>Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY,

Gandhinagar – 382355 (Gujarat)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DRC SYSTEMS INDIA LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives, during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the <u>Financial Year ended on 31<sup>st</sup> March, 2024</u> has complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

### Jitendra Leeya Company Secretary

#### DRC SYSTEMS INDIA LIMITED

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (h) The Securities and Exchange Board of India (Buyback of Securities Regulations, 2018; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (e), (g) and (h) of para (v) mentioned hereinabove during the period under review.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchange(s) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (vi) I further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to me, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the Company.

During the period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other sector specific laws.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. During the year under review, Special Resolution was passed in Annual General Meeting of the Company held on 14<sup>th</sup> September, 2023 for Re-Appointment of Mr. Hiten Barchha (DIN: 05251837) as Managing Director of the Company for a further period of 3 (three) years with effect from 9<sup>th</sup> November, 2023 and Re-Appointment of Mr. Janmaya Pandya (DIN:09019756) as Executive Director of the Company for a period of three years with effect from 6<sup>th</sup> January, 2024.

Adequate notices were given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

## Jitendra Leeya Company Secretary

#### DRC SYSTEMS INDIA LIMITED

Majority decisions were carried through while the dissenting members' views were captured and recorded as part of the minutes, wherever required.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable sector specific laws, rules, regulations and guidelines.

I further report that during the audit period of the Company, there were following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- During the year under review, Company acquired 100% stake in DRC Systems USA LLC. Post-acquisition, DRC Systems USA LLC became a Wholly Owned Subsidiary of the Company;
- During the year under review, Company made Investment in Nighthack Technology Private Limited (45%);
- During the year under review, Nomination and Remuneration Committee of the Company in its meeting held on 01<sup>st</sup> December, 2023, had allotted 2,53,250 Equity Shares to the Employees under ESOP Scheme.
- During the year under review, Ordinary Resolution was passed in Extra Ordinary General Meeting of the Company held on 15<sup>th</sup> February, 2024 for Increase in the Authorized Share Capital of the Company from Rs. 6,00,00,000/- divided into 6,00,00,000 Equity Shares of Face Value of Re. 1/- each to Rs. 15,00,00,000/- divided into 15,00,00,000 Equity shares of Face Value of Re. 1/- each by addition of 9,00,00,000 Equity Shares of Face Value of Re. 1/- each;
- During the year under review, Ordinary Resolution was passed in Extra Ordinary General Meeting of the Company held on 15<sup>th</sup> February, 2024 for issue of Bonus Equity Shares of Face Value of Re. 1/- 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/- each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 1/- each held by the Members of the Company;
- During the year under review, Securities Allotment Committee of the Company in its meeting held on 29<sup>th</sup> February, 2024, had allotted 8,83,10,620 Equity Shares by way of Bonus shares to the members whose name appear in the Register of Member as on 27<sup>th</sup> February, 2024 being record date.

Place: Ahmedabad Date: 08th August, 2024



Jitendra Pravinbhai Leeya Practicing Company Secretary ACS/FCS No.:A31232

C P No.: 14503 P R No.: 2089/2022 UDIN: A031232F000926148

Note: This report is to be read with my letter of even date which is annexed as <u>Annexure A</u> and forms an integral part of this report.

### Jitendra Leeya

Company Secretary

Annexure - A

To,

The Members

DRC SYSTEMS INDIA LIMITED

CIN: L72900GJ2012PLC070106

Regd. Off: 24<sup>th</sup> Floor, GIFT Two Building, Block No. 56, Road-5C, Zone-5, GIFT CITY,

Gandhinagar – 382355 (Gujarat)

Sir/Ma'am,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2024

My report of even date is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad Date: 08th August, 2024



Jitendra Pravinbhai Leeya Practicing Company Secretary ACS/FCS No.:A31232

C P No.: 14503 P R No.: 2089/2022 UDIN: A031232F000926148