

Notice of the 13th Annual General Meeting

NOTICE is hereby given that the 13th ANNUAL GENERAL MEETING of the Members of DRC SYSTEMS INDIA LIMITED will be held on Thursday, September 25, 2025 at 11:00 a.m. IST through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

Ordinary Business:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt:

- a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon and;
- b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025 together with the report of Auditors thereon.

Item No. 2 – Appointment of Mr. Janmaya Preyas Pandya (DIN:09019756) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Janmaya Preyas Pandya (DIN:09019756), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

Item No. 3 – Offer and Issue of Equity Shares on Preferential Basis

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the applicable provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the "Act"), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") (including any amendments, modifications or re-enactments thereof for the time being in force) and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (together, the "Stock Exchanges") where the securities of the Company are listed, the applicable provisions of the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs("MCA"), the Reserve Bank of India ("RBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time, to the extent applicable and enabling provisions of the Memorandum and Articles of Association of the Company, as amended and such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include Securities Allotment Committee or any other committee, which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 1,00,00,000 (One Crore) fully paid up Equity Shares of Re. 1/- (Rupee One Only) each at a price of Rs. 25/- (Rupees Twenty Five only) per Equity Share [including a premium of Rs. 24/- (Rupees Twenty Four Only) per Equity Share] each ("Issue Price") payable in cash, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto

Rs. 25 Crores, in one or more tranches, to Shiv Minechem, ("Proposed Allottee"), not being Promoter or Promoter Group entity, on Preferential Issue basis in accordance with the provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity Shares be and is hereby fixed as Tuesday, August 26, 2025, being the date that is 30 days prior to the date of the Annual General Meeting i.e. Thursday, September 25, 2025.

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall inter-alia be subject to the following terms and conditions:

- a) The Equity Shares allotted to the Proposed Allottee shall rank pari-passu inter-se with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company.
- b) The price determined above shall be subject to appropriate adjustments as permitted under the SEBI ICDR Regulations, rules, regulations and laws, as applicable from time to time.
- c) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to Stock Exchanges and/or SEBI), the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- d) Proposed Allottee shall be required to bring in entire consideration for the relevant Equity Shares on or before the date of allotment hereof.
- e) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- f) The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.
- g) The Equity Shares allotted to the Proposed Allottee pursuant to this Preferential Issue and where applicable, the pre-preferential allotment holding of the Proposed Allottee shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI ICDR Regulations.
- h) The Equity Shares to be allotted to the Proposed Allottee shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- i) The Equity Shares so offered, issued and allotted will be listed on the BSE and NSE, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the names and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, sequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 4 – Appointment of Secretarial Auditor

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per the recommendations of Audit committee and Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mr. Jitendra Leeya, Practising Company Secretary (Peer reviewed certificate number: 2089/2022) as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of the 13th Annual General Meeting (AGM) until the conclusion of the 18th AGM of the Company to be held in the Financial Year 2029-30, on such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to determine the remuneration of the Secretarial Auditor including the revision in the remuneration during the tenure, if any, in consultation with the Secretarial Auditor, and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Item No. 5 – Re-appointment of Mr. Keyur Jagdishchandra Shah (DIN: 03111182) as an Independent Director of the Company

To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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 based on the recommendation of Nomination and Remuneration Committee, and the Board of Directors, consent of the members of the Company be and is hereby accorded for

the re-appointment of Mr. Keyur Jagdishchandra Shah (DIN: 03111182), who holds office of Independent Director for first term of 5 (five) consecutive years up to December 04, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and sub-section (6) of Section 149 of the Act, as amended from time to time, and who is eligible for reappointment as Non-Executive Independent Director, for the second term as per the provisions of the Act, the Rules and the Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a Member proposing his candidature as Non-Executive Independent Director of the Company, for the second term of five years with effect from December 05, 2025 to December 04, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Item No. 6 – Re-appointment of Mr. Jigar Pradipchandra Shah (DIN: 08174430) as an Independent Director of the Company

To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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 based on the recommendation of Nomination and Remuneration Committee, and the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Jigar Pradipchandra Shah (DIN: 08174430), who holds office of Independent Director for first term of 5 (five) consecutive years up to December 04, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and sub-section (6) of Section 149 of the Act, as amended from time to time, and who is eligible for reappointment as Non-Executive Independent Director, for the second term as per the provisions of the Act, the Rules and the Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a Member proposing his candidature as Non-Executive Independent Director of the Company, for the second term of five years with effect from December 05, 2025 to December 04, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Item No. 7 – Re-appointment of Ms. Dipti Abhijeet Chitale (DIN: 08991506) as an Independent Director of the Company

To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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 based on the recommendation of Nomination and Remuneration Committee, and the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of Ms. Dipti Abhijeet Chitale (DIN: 08991506), who holds office of Independent Director for first term of 5 (five) consecutive years up to December 09, 2025 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and sub-section (6) of Section 149 of the Act, as amended from time to time, and who is eligible for reappointment as Non-Executive Independent Director, for the second term as per the provisions of the Act, the Rules and the Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a Member proposing her candidature as Non-Executive Independent Director of the Company, for the second term of five years with effect from December 10, 2025 to December 09, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, and to take such actions/ decisions in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

Item No. 8 – Approval of Material Related Party Transactions with AppiZap LLC FZ

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as applicable and any amendments thereto, other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/ or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with AppiZap LLC FZ ("AppiZap"), an Associate of Wholly Owned Subsidiary of the Company, a related party of the Company, for a period commencing from this 13th Annual General Meeting upto the date of next 14th Annual General Meeting of the Company to be held in the year 2026, up to a maximum aggregate value of Rs. 2,000 Lakhs (Rupees Two Thousand Lakhs only) plus applicable taxes, in the ordinary course of business of the Company and at arm's length basis on such terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the Company and AppiZap.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to enter into the above-mentioned contract/transaction/arrangement and to execute, deliver and perform all such transaction documents, contracts, deeds, undertakings and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers or authorities herein conferred by this resolution to any Committee of Directors and/or Director(s) and/or official(s) of the Company/ or any other Officer(s)/Authorised Representative(s) or any other person(s) so authorised by it, or to engage any advisor, consultant, agent or intermediary as deemed necessary by the Board in accordance with applicable laws and to do all such acts, deeds, matters and things and also to execute such documents, writings etc., as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 9 – Increase in the Authorized Share Capital and 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"), (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. 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 to Rs. 17,50,00,000 (Rupees Seventeen Crores Fifty Lakhs Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 2,50,00,000 (Two Crores Fifty Lakhs) 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 Authorised Share Capital of the Company is Rs. 17,50,00,000 (Rupees Seventeen Crores Fifty Lakhs Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each.”

RESOLVED FURTHER THAT Mr. Hiten Barchha, Managing Director and/ or Mr. Janmaya Pandya, Executive Director & Chief Financial Officer 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.”

Registered Office:

24th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India

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

Jainam Shah
Company Secretary

Date: August 26, 2025

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special businesses mentioned in the above Notice is annexed herewith.
2. A statement providing additional details of the Directors seeking appointment / re-appointment at the ensuing AGM of the Company are given in this Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and other relevant circulars ("MCA Circulars") read with the earlier circulars of Securities and Exchange Board of India and Circular No. SEBI/HO/CFD/CFDPoD-2/P/ CIR/2024/133 October 03, 2024, which does not require physical presence of the Members at common venue. In view of this, the 13th Annual General Meeting (AGM) is being conducted through Video Conference ("VC")/Other Audio Visual Means ("OAVM"). The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the provisions of the Companies Act, 2013 ("Act"), a Member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the MCA Circulars and SEBI 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 AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at 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/power of attorney 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.
6. 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.
7. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
8. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
9. In line with the aforesaid Circulars, the Notice of AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA / Depositories. Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the shareholders who have not registered their Email IDs with the Company / RTA / Depositories. Members may note that the Notice and the Annual Report 2024-25 has been uploaded on the website of the Company at www.drcsystems.com. The Notice and Annual Report 2024-25 can also be accessed from the websites of the Stock Exchanges i.e. the BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the e-voting website of MUFG Intime India Private Limited ("MUFG") (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>.

The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2024-25 at the Company's website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Registrar and Share Transfer Agent, i.e. MUFG Intime India Private Limited.

10. Shareholders seeking any information with regard to financial statements or any matter to be placed at the AGM 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.
11. To prevent fraudulent transactions, Members holding shares in physical form are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members holding shares in demat form are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. To support the "Green Initiative", Members holding shares in physical form are requested to notify/send their email id and bank account details to the Registrar & Share Transfer Agent (RTA) of the Company i.e. MUFG Intime India Private Limited. In addition, members holding shares in the demat form are requested to contact their respective Depository Participant and register their email id and bank account for receiving all communication including Annual Report 2024-25, Notices, Circulars, etc. from the Company electronically.
13. 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 DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
14. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred, transmitted and transposed only in dematerialized form. 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. MUFG Intime India Private Limited for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. To avoid any inconvenience, you are requested to kindly convert your shares in demat form. In case of any clarification, shareholders are requested contact to the RTA at ahmedabad@in.mpms.mufg.com

15. Pursuant to Section 72 of the Act, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the RTA of the Company i.e. MUFG Intime India Private Limited. 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 i.e. www.drcsystems.com.
16. 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 Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
17. SEBI vide its Circular Nos. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 read with SEBI/HO/MIRSD/ PoD-1/P/ CIR/2024/81 dated June 10, 2024 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available shall be frozen by the RTA on or after due date. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents/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.

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. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

18. 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 Online Dispute Resolution". The said Master Circular and the process note are available on the website of the Company at 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 <https://scores.sebi.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.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act, the certificate from Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme of the Company has been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in the Notice will be available for inspection in electronic mode during the AGM.
20. The Members can join the AGM through the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM 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 AGM without restrictions on account of first come first served basis.
21. Members desiring to claim unclaimed shares and net proceeds of Fractional Shares are requested to correspond with RTA as mentioned above or to the Company at its Registered Office. Members are requested to note that, shares and net proceeds of Fractional Shares if not claimed for a consecutive period of 7 years from the date of its allotment, are liable to be transferred to the demat account of the IEPF Authority and Investor Education and Protection Fund ("IEPF"), respectively as per Section 124 of the Act, read with applicable IEPF rules. In view of this, Members/Claimants are requested to claim their unclaimed shares and net proceeds of fractional shares from the Company, within the stipulated timeline.

Members may please note that in the event of transfer of such shares and the unclaimed net proceeds of Fractional Shares to IEPF, members are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.mca.gov.in and sending original documents enumerated in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

22. **Process for those members whose email ids are not registered - for registration of Email addresses to obtain AGM Notice/ Annual Report of the Company:**
 - a. For Members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to ir@drcsystems.com.
 - b. Members holding shares in Demat mode can get their E-mail ID registered by contacting their respective Depository Participant.

23. 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 AGM may register themselves as a speaker in advance at least 7 days before the AGM 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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

24. VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of 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 AGM ('remote e-voting') is provided by MUFG Intime India Private Limited.
- B. The Members, who will be present in the AGM 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 AGM may also attend / participant in the AGM through VC but shall not be entitled to cast their vote again.
- D. The remote e-voting period, commences at 09:00 a.m. on Sunday, September 21, 2025 and ends at 05:00 p.m. on Wednesday, September 24, 2025. 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, September 18, 2025, may cast their vote by remote e-voting. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences at 09:00 a.m. on Sunday, September 21, 2025 and ends at 05:00 p.m. on Wednesday, September 24, 2025 or e-Voting during the AGM. Once the vote on a resolutions is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- E. The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company.
- F. 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, September 18, 2025.

25. Instructions for remote e-voting and e-voting at the AGM:

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"> 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. 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 & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with CDSL | <ul style="list-style-type: none"> 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 https://web.cdslindia.com/myeasitoken/Home/Login. 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, MUFG Intime, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. |

| | |
|--|---|
| Individual Shareholders (holding securities in demat mode) & login through their depository participants | <ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting. |
| Individual Shareholders holding securities in Physical mode & e-voting service provider is MUFG InTime. | <ol style="list-style-type: none"> Open the internet browser and launch the URL: <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No. + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (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). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. |

Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode & e-voting service Provider is MUFG 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 participant's 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 evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 |
| 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders &evoting service Provider is MUFG 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@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

26. Process and manner for attending the Annual General Meeting through InstaMeet:

For a smooth experience of AGM 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.

- Open the internet browser and launch the URL for InstaMeet<<<https://instameet.in.mpms.mufg.com/>>>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).

27. Instructions for Shareholders/Members to Vote during the Annual 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.

28. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@in.mpms.mufg.com or contact on: - Tel: 022-49186175.

29. Other Instructions:

- 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 AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, within two working days of conclusion of the AGM, 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.
- 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. the BSE Limited and the National Stock Exchange of India Limited, details of the voting results as required under Regulation 44(3) of the Listing Regulations and that shall also be placed on the Company's website www.drcsystems.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in>
- Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No. 3 – To Offer and Issue Equity Shares on Preferential Basis

The Board of Directors at its meeting held on Tuesday, August 26, 2025, subject to the approval of the Members of the Company and such other necessary approvals as may be required, has approved the raising of funds by way of issuance and allotment of upto 1,00,00,000 (One Crore) fully paid up Equity Shares of Re. 1/- (Rupee One Only) each at a price of Rs. 25/- (Rupees Twenty Five only) per Equity Share [including a premium of Rs. 24/- (Rupees Twenty Four Only) per Equity Share] each ("Issue Price") payable in cash, aggregating upto Rs. 25 Crores (Rupees Twenty Five Crores Only) on Preferential Issue Basis to Shiv Minechem, ("Proposed Allottee") in accordance with the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottee.

As per the provisions of Sections 42, 62 and other applicable provisions, if any, of the Act, and the SEBI ICDR Regulations, approval of shareholders by way of a special resolution is required for allotment of Equity Shares on a preferential basis by way of a private placement.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Equity Shares to the Proposed Allottee in accordance with the provisions of the Act, the SEBI ICDR Regulations and any other applicable laws.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

a. Objects of the Preferential Issue:

The Issue Proceeds shall be utilized towards following objects of the Preferential Issue:

| Sr. No. | Nature of Utilisation | Amount (In Rs.)* | Tentative timeline for utilization of funds |
|---------|---|------------------|--|
| 1 | To meet working capital requirements | 2,00,00,000 | Within 12 months from the date of receipt of funds |
| 2 | Prepayment / Repayment of Liabilities | 13,00,00,000 | Within 12 months from the date of receipt of funds |
| 3 | Making investments including investment in Subsidiaries Companies | 3,75,00,000 | Within 12 months from the date of receipt of funds |
| 4 | General corporate purposes** | 6,25,00,000 | Within 12 months from the date of receipt of funds |
| Total | | 25,00,00,000 | |

*Considering 100% subscription of Equity Shares within the stipulated time.

** The amount to be utilized towards general corporate purpose does not exceed 25% of the issued proceeds.

b. Kinds of securities offered and the price at which security is being offered and total number of specified securities to be issued:

Preferential Issue of up to 1,00,00,000 Equity Shares at the issue price of Rs. 25/- (including premium of Rs. 24/-), aggregating up to 25,00,00,000/- (Rupees Twenty Five Crores Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

c. Basis on which the price has been arrived at:

The Company's Equity Shares are listed on the BSE Limited and the National Stock Exchange of India Limited and are frequently traded in accordance with Regulation 164 of the ICDR Regulations. For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited, the Stock Exchange which has the higher trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered.

The Floor Price of Rs. 19.79/- is determined as per the pricing formula prescribed under Chapter V of SEBI ICDR Regulations for the Preferential Issue of warrant and is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 19.79/- per Equity Share;
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 17.54/- per Equity Share.
- As per the valuation report dated August 26, 2025 issued by Chetankumar J Shah, an Independent Registered Valuer Entity (Reg. No. IBBI/RV/06/2020/13505), certifying the floor price to be Rs. 17.76/- per Equity Share. The Valuation Report dated August 26, 2025 is also made available on the website of the Company at <https://www.drcsystems.com/wp-content/uploads/2025/08/Valuation-Report.pdf> as per the condition prescribed in the Chapter V of SEBI ICDR Regulations and the Articles of Association of the Company for determination of price incase of Preferential Issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the Board proposes to issue Equity Shares at a Price of Rs. 25/- (Rupees Twenty Five only) per Equity Share, which is higher than the above Floor Price determined in accordance with Chapter V of SEBI ICDR Regulations.

d. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs. 25/- (Rupees Twenty Five only) which consists of Rs. 1/- (Rupee One Only) as Face Value and Rs. 24/- (Rupees Twenty Four Only) as premium per Equity Share. Kindly refer to the abovementioned point no. c for the basis of determination of the price.

e. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for the Equity Shares of the Company is Tuesday, August 26, 2025, being the date 30 days prior to the date of Annual General Meeting ("AGM").

f. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

The Promoters or the Promoter Group, Directors or the Key Management Personnel or Senior Management do not intend to subscribe to the offer of Equity Shares under the Preferential Issue.

g. Shareholding Pattern of the issuer before and after the Preferential Issue:

The pre issue shareholding pattern of the Company as on August 22, 2025 and the post-issue shareholding pattern is mentioned herein below:

| Sr. No. | Descriptions | Pre-Issue Shareholding | | Post-Issue Shareholding* | |
|------------|---|------------------------|--------------|--------------------------|--------------|
| | | No. of Shares | % of holding | No. of Shares | % of holding |
| A | Promoter and Promoter Group Shareholding | | | | |
| (1) | Indian | | | | |
| a | Individuals/Hindu undivided Family | 2,97,23,280 | 22.17 | 2,97,23,280 | 20.63 |
| b | Central Government/ State Government(s) | - | - | - | - |
| c | Financial Institutions/ Banks | - | - | - | - |

| | | | | | |
|--|---|--------------------|--------------|--------------------|--------------|
| d | Any Other (specify) | - | - | - | - |
| Sub-Total (A)(1) | | 2,97,23,280 | 22.17 | 2,97,23,280 | 20.63 |
| (2) | Foreign | | | | |
| a | Individuals (Non-Resident Individuals/ Foreign Individuals) | - | - | - | - |
| b | Government | - | - | - | - |
| c | Institutions | - | - | - | - |
| d | Foreign Portfolio Investor | - | - | - | - |
| e | Any Other (specify) | - | - | - | - |
| Sub-Total (A)(2) | | - | - | - | - |
| Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) | | 2,97,23,280 | 22.17 | 2,97,23,280 | 20.63 |
| B | Public Shareholding | | | | |
| (1) | Institutions (Domestic) | | | | |
| a | Mutual Funds | | | | |
| b | Venture Capital Funds | - | - | - | - |
| c | Alternate Investment Funds | 5,00,000 | 0.37 | 5,00,000 | 0.35 |
| d | Banks | - | - | - | - |
| e | Insurance Companies | - | - | - | - |
| f | Provident Funds/ Pension Funds | - | - | - | - |
| g | Asset reconstruction companies | - | - | - | - |
| h | Sovereign Wealth Funds | - | - | - | - |
| i | NBFCs registered with RBI | - | - | - | - |
| j | Other Financial Institutions | - | - | - | - |
| k | Any Other (specify) | - | - | - | - |
| Sub-Total (B)(1) | | 5,00,000 | 0.37 | 5,00,000 | 0.35 |
| (2) | Institutions (Foreign) | | | | |
| a | Foreign Direct Investment | - | - | - | - |
| b | Foreign Venture Capital Investors | - | - | - | - |
| c | Sovereign Wealth Funds | - | - | - | - |
| d | Foreign Portfolio Investors Category I | 210 | 0.00 | 210 | 0.00 |
| e | Foreign Portfolio Investors Category II | 2,355 | 0.00 | 2,355 | 0.00 |

| | | | | | |
|-------------------------|---|--------------|-------------|--------------|-------------|
| f | Overseas Depositories (holding DRs) (balancing figure) | - | - | - | - |
| g | Any Other (specify) | - | - | - | - |
| Sub-Total (B)(2) | | 2,565 | 0.00 | 2,565 | 0.00 |
| (3) | Central Government / State Government(s) | | | | |
| a | Central Government / President of India | - | - | - | - |
| b | State Government / Governor | - | - | - | - |
| c | Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter | - | - | - | - |
| Sub-Total (B)(3) | | - | - | - | - |
| (4) | Non-institutions | | | | |
| a | Associate companies / Subsidiaries | - | - | - | - |
| b | Directors and their relatives (excluding independent directors and nominee directors) | 1,49,710 | 0.11 | 1,49,710 | 0.10 |
| c | Key Managerial Personnel | 75,770 | 0.06 | 75,770 | 0.05 |
| d | Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category) | - | - | - | - |
| e | Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust' | - | - | - | - |
| f | Investor Education and Protection Fund (IEPF) | - | - | - | - |
| g | Resident Individuals holding nominal share capital up to Rs. 2 lakhs | 2,01,99,332 | 15.07 | 2,01,99,332 | 14.02 |
| h | Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs | 3,46,26,461 | 25.83 | 3,46,26,461 | 24.03 |
| i | Non-Resident Indians (NRIs) | 22,45,566 | 1.67 | 22,45,566 | 1.56 |
| j | Foreign Nationals | - | - | - | - |

| | | | | | |
|----------|---|---------------------|---------------|---------------------|---------------|
| k | Foreign Companies | - | - | - | - |
| l | Bodies Corporate | 4,26,53,778 | 31.81 | 4,26,53,778 | 29.60 |
| m | Any Other (specify) | | | | |
| | -Clearing Member | 2,07,495 | 0.15 | 2,07,495 | 0.15 |
| | -Hindu Undivided Family | 10,93,798 | 0.82 | 10,93,798 | 0.76 |
| | -LLP | 25,60,735 | 1.91 | 25,60,735 | 1.78 |
| | -Trusts | 840 | 0.00 | 840 | 0.00 |
| | -Unclaimed or Suspense or Escrow Account | 42,000 | 0.03 | 42,000 | 0.03 |
| | - Firm | - | - | 1,00,00,000 | 6.94 |
| | Sub-Total (B)(4) | 10,38,55,485 | 77.46 | 11,38,55,485 | 79.02 |
| | Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4) | 10,43,58,050 | 77.83 | 11,43,58,050 | 79.37 |
| C | Non-Promoter- Non Public Shareholder Shareholding | | | | |
| (1) | Custodian/DR Holder - Name of DR Holders (If Available) | - | - | - | - |
| (2) | Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 | - | - | - | - |
| | "Total Non-Promoter - Non Public Shareholding (C)= (C)(1)+(C)(2)" | - | - | - | - |
| | Total (A+B+C2) | 13,40,81,330 | 100.00 | 14,40,81,330 | 100.00 |
| | Total (A+B+C) | 13,40,81,330 | 100.00 | 14,40,81,330 | 100.00 |

***Notes:**

1. The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee of Equity Shares will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

h. Name and address of valuer who performed valuation:

The Valuation was performed by Chetankumar J Shah, an Independent Registered Valuer, (Reg. No. IBBI/RV/06/2020/13505), having his office at 311, Sampada, Nr. Mithakhali Cross Road, B/H L G Showroom, Navrangpura, Ahmedabad - 380009.

i. Amount which the Company intends to raise by way of such securities:

The Company intends to raise upto Rs. 25.00 Crores (Rupees Twenty Five Crores Only).

j. Material terms of the proposed Preferential Issue of Equity Shares:

The material terms of the proposed Preferential Issue of Equity Shares are stipulated in the special resolution as set out at Item No. 3 of this Notice.

k. The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares are proposed to be issued and allotted to Shiv Minechem on Preferential Issue basis under the Non-Promoter Category of the Company.

l. Principle terms of assets charged as securities: Not Applicable

m. Time frame within which the preferential issue shall be completed:

In accordance with SEBI ICDR Regulations, the allotment of equity shares shall be completed within a period of fifteen (15) days from the date of passing of the special resolution by members of the Company, provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of fifteen (15) days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

n. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

The name of the Proposed Allottee is Shiv Minechem.

The Company has obtained the PAN: ADFFS7160R of the Proposed Allottee.

Mr. Raj Ahir, PAN: ANWPA3828K and Mr. Vinay Shivji Dangar, PAN: AQHPD5427F are ultimate beneficial owners of the Proposed Allottee and ultimately controls the Proposed Allottee.

o. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottee and change in control, if any in the Company consequent to the preferential issue is as below:

| Sr. No. | Name of Proposed Allottee(s) | Category | Natural persons who are the ultimate beneficial owners | Pre Issue Shareholding | | No. of Equity Shares to be allotted | Post Issue Shareholding | |
|---------|------------------------------|-----------------------|--|------------------------|-------------------|-------------------------------------|-------------------------|-------------------|
| | | | | No. of Shares | % of Shareholding | | No. of Shares | % of Shareholding |
| 1 | Shiv Minechem | Public Body Corporate | Partners: 1. Mr. Raj Ahir PAN: ANWPA3828K 2. Mr. Vinay Shivji Dangar PAN: AQHPD5427F | 0 | 0.00 | 1,00,00,000 | 1,00,00,000 | 6.94 |

Further, there will be no change in the management or control of the Company consequent upon proposed offer and allotment.

p. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottee post the preferential issue is "Non-Promoter Category".

q. Practicing Company Secretary's Certificate:

A certificate from CS Jayesh Thummar, Proprietor of J V Thummar & Associates, Practicing Company Secretary, certifying that the Preferential issue is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at <https://www.drcsystems.com/wp-content/uploads/2025/08/Compliance-Certificate.pdf>

- r. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotment during the current Financial Year 2025-26.

- s. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable as the allotment of Equity Shares under the Preferential Issue is for cash consideration.

- t. Lock-in Period:**

1. The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations
2. The entire pre-preferential allotment shareholding of the above Allottee, if any, shall be locked-in as per the requirement of Chapter V of the SEBI ICDR Regulations.

- u. Listing:**

The Equity Shares will be listed on the Stock Exchanges at which the existing shares are listed subject to the receipt of necessary regulatory permissions and approvals as the case may be. The above shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company in all respects.

- v. Undertaking:**

1. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
2. Neither the Company nor any of its Directors or Promoters are a wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations
4. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
5. The Proposed Allottee have confirmed that they have not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.*

*Since the Company's Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the proposed resolution.

The Board, accordingly, recommends passing the Special Resolution as set out in Item No. 3 of this Notice, for the approval of the Members.

Item No. 4 - Appointment of Secretarial Auditor

In terms of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company is required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary (PCS), to its Board Report.

The Board of Directors of the Company at its meeting held on May 28, 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the members of the Company, appointment of Mr. Jitendra Leeya, Practicing Company Secretary (Peer reviewed certificate number: 2089/2022) as Secretarial Auditor of the Company for a term of 5 (five) consecutive years, from the conclusion of the 13th Annual General Meeting (AGM) until the conclusion of the 18th AGM of the Company to be held in the Financial Year 2029-30.

Mr. Jitendra Leeya is an Associate Member of The Institute of Company Secretaries of India (peer reviewed), with over a decade of professional experience having specialization in corporate, secretarial & compliance advisory services for large and medium sized corporates. He is also involved into regulatory compliance management of various listed and closely held Companies.

Mr. Jitendra Leeya has given his consent to act as secretarial auditor of the company and confirmed that the aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, he has provided a confirmation that he is subject to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to the Secretarial Auditor for FY 2025-26 is Rs. 1,80,000/- excludes applicable taxes and out-of-pocket expenses. In addition to the Secretarial Audit, the Company may also obtain certifications from Mr. Jitendra Leeya, Practicing Company Secretary under various statutory provisions and other permissible non-audit services as required from time to time. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

The above disclosures are in compliance of the provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

Item No. 5 - Re-appointment of Mr. Keyur Jagdishchandra Shah (DIN: 03111182) as Independent Director of the Company

Mr. Keyur Jagdishchandra Shah (DIN: 03111182) was appointed as an Independent Director of the Company with the approval of Shareholders at the 9th Annual General Meeting ('AGM') of the Company held on September 28, 2021, for a tenure of 5 consecutive years w.e.f. December 05, 2020 till December 04, 2025 in accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In accordance with Section 149 of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall hold office for a term up to 5 (five) years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors.

The Board at its meeting held on August 26, 2025 based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Keyur Jagdishchandra Shah as a Member of the Board and considering that the continued association of Mr. Keyur Jagdishchandra Shah (DIN: 03111182) would be beneficial to the Company, proposed to re-appoint him as an Independent Director of the Company, for the second term effective from December 05, 2025 up to December 04, 2030 (both days inclusive). Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Keyur Jagdishchandra Shah (DIN: 03111182) for the office of Director.

The Company has received a declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the Members. Mr. Keyur Jagdishchandra Shah is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. He is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of Directors by rotation at the AGM.

In the opinion of the Board, Mr. Keyur Jagdishchandra Shah fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Mr. Keyur Jagdishchandra Shah possesses appropriate skills, experience and knowledge, thus in the opinion of the Directors of the Company, his presence and participation in the deliberations of the Board would be beneficial for the Company.

Details of Mr. Keyur Jagdishchandra Shah is provided in the Annexure to this Notice, pursuant to the provisions of the Act, Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of re-appointment of Mr. Keyur Jagdishchandra Shah setting out the terms and conditions of appointment is available electronically for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

Except Mr. Keyur Jagdishchandra Shah and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends passing the Special Resolution as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

Item No. 6 - Re-appointment of Mr. Jigar Pradipchandra Shah (DIN: 08174430) as an Independent Director of the Company

Mr. Jigar Pradipchandra Shah (DIN: 08174430) was appointed as an Independent Director of the Company with the approval of Shareholders at the 9th Annual General Meeting ('AGM') of the Company held on September 28, 2021, for a tenure of 5 consecutive years w.e.f. December 05, 2020 till December 04, 2025 in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with Section 149 of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall hold office for a term up to 5 (five) years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors.

The Board at its meeting held on August 26, 2025 based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Jigar Pradipchandra Shah as a Member of the Board and considering that the continued association of Mr. Jigar Pradipchandra Shah (DIN: 08174430) would be beneficial to the Company, proposed to re-appoint him as an Independent Director of the Company, for the second term effective from December 05, 2025 up to December 04, 2030 (both days inclusive). Further, the Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member proposing the candidature of Mr. Jigar Pradipchandra Shah (DIN: 08174430) for the office of Director.

The Company has received a declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the Members. Mr. Jigar Pradipchandra Shah is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. He is not debarred

from holding the office of Director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of Directors by rotation at the AGM.

In the opinion of the Board, Mr. Jigar Pradipchandra Shah fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Mr. Jigar Pradipchandra Shah possesses appropriate skills, experience and knowledge, thus in the opinion of the Directors of the Company, his presence and participation in the deliberations of the Board would be beneficial for the Company.

Details of Mr. Jigar Pradipchandra Shah is provided in the Annexure to this Notice, pursuant to the provisions of the Act, Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of re-appointment of Mr. Jigar Pradipchandra Shah setting out the terms and conditions of appointment is available electronically for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

Except Mr. Jigar Pradipchandra Shah and his relatives none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends passing the Special Resolution as set out in Item no. 6 of this Notice, for approval by the Members of the Company.

Item No. 7 - Re-appointment of Ms. Dipti Abhijeet Chitale (DIN: 08991506) as an Independent Director of the Company

Ms. Dipti Abhijeet Chitale (DIN: 08991506) was appointed as an Independent Director of the Company with the approval of Shareholders at the 9th Annual General Meeting ('AGM') of the Company held on September 28, 2021, for a tenure of 5 consecutive years w.e.f. December 10, 2020 till December 09, 2025 in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with Section 149 of the Companies Act, 2013 ('the Act') read with Companies (Appointment and Qualification of Directors) Rules, 2014, an Independent Director shall hold office for a term up to 5 (five) years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors.

The Board at its meeting held on August 26, 2025 based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Ms. Dipti Abhijeet Chitale as a Member of the Board and considering that the continued association of Ms. Dipti Abhijeet Chitale would be beneficial to the Company, proposed to re-appoint her as an Independent Director of the Company, for the second term effective from December 10, 2025 up to December 09, 2030 (both days inclusive). Further, the Company has, in terms of Section 160(1) of the Act, received notice in writing from a Member proposing the candidature of Ms. Dipti Abhijeet Chitale (DIN:08991506) for the office of Director.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the Members. Ms. Dipti Abhijeet Chitale is not disqualified from being re-appointed as Director in terms of Section 164 of the Act. She is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of Independent Directors will not be liable to determination by retirement of Directors by rotation at the AGM.

In the opinion of the Board, Ms. Dipti Abhijeet Chitale fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Ms. Dipti Abhijeet Chitale possesses appropriate skills, experience and knowledge, thus in the opinion of the Directors of the Company, her presence and participation in the deliberations of the Board would be beneficial for the Company.

Details of Ms. Dipti Abhijeet Chitale is provided in the Annexure to this Notice, pursuant to the provisions of the Act, Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of re-appointment of Ms. Dipti Abhijeet Chitale setting out the terms and conditions of appointment is available electronically for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

Except Ms. Dipti Abhijeet Chitale and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

This Explanatory Statement may also be regarded as a disclosure under applicable provisions of the Listing Regulations.

The Board recommends passing the Special Resolution as set out in Item no. 7 of this Notice, for approval by the Members of the Company.

Item No. 8 - Approval of Material Related Party Transactions with AppiZap LLC FZ

As per Regulation 23 of the SEBI Listing Regulations, inter alia, states that effective from April 1, 2022, all Material Related Party Transactions ('RPT') shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Board and Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business

The relevant information pertaining to transactions with the Related Parties as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is given as follows:

| Sr. No. | Description | Details |
|---------|---|---|
| 1. | Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise) | AppiZap LLC FZ ("AppiZap") AppiZap is an Associate of Wholly Owned Subsidiary of the Company. |
| 2. | Type, material terms, tenure, monetary value and particulars of the proposed RPTs | Service given Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s). Approval of the shareholders is being sought for transaction(s) of service given / to be given from this 13 th Annual General Meeting upto the date of 14 th Annual General Meeting to be held in the year 2026. |
| 3. | Value of the transaction | Up to Rs. 2,000 Lakhs plus applicable taxes |
| 4. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Approximately 30.60% of annual consolidated turnover of the Company for FY 2024-25. |
| 5. | Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: | |
| a. | Details of the source of funds in connection with the proposed transaction | Not Applicable |
| b. | Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> Nature of indebtedness Cost of funds and Tenure | Not applicable |
| c. | Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Not applicable |

| | | |
|----|--|---|
| d. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | Not applicable |
| 6. | Justification as to why the RPT is in the interest of the listed entity | DRC Systems India Limited uses its technical domain expertise and competencies available in the development of AppiZap's Low-Code No-Code (LCNC) Platform framework which enables users to build and deploy custom applications with minimal coding effort. By reducing the complexity of traditional software development, it allows organizations to accelerate their digital transformation and improve productivity. The domain expertise and competencies available within the group will help in delivering world class technology services to our prestigious clients which eventually help the company in augmenting revenue generation, scalability and licensing. |
| 7. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable |
| 8. | Any other information that may be relevant | All relevant information is mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice. |

The proposed related party transactions are purely for the purpose of furthering the main business activities ensuring that it would be in the best interest of the Company and towards achieving synergies and economies of scale and strengthen sustainability.

As per the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

None of the Directors, KMPs and/or their respective relatives is in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the Resolution mentioned at Item No. 8 of the Notice.

Based on the approval of the Audit Committee, the Board recommends the Ordinary Resolution set forth in Item No. 8 of the Notice convening this AGM, for approval by the Members.

Item No. 9 - Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association

Presently, 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.

In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 17,50,00,000 (Rupees Seventeen Crores Fifty Lakhs Only) divided into 17,50,00,000 (Seventeen Crores Fifty Lakhs) Equity Shares of Face Value of Re. 1/- (Rupee One Only) each by addition of 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Face Value of Re. 1/- (Rupee One Only) 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.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. 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. 9 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. 9 of this Notice.

Registered Office:

24th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India

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

Jainam Shah
Company Secretary

Date: August 26, 2025

Details of Directors Seeking Appointment/Re-appointment

[Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

| Particulars | | Profile of the Director | | |
|----------------------------------|--|--|---|--|
| Name of the Director(s) | Mr. Janmaya Preyas Pandya | Mr. Keyur Jagdishchandra Shah | Mr. Jigar Pradipchandra Shah | Ms. Dipti Abhijeet Chitale |
| DIN | 09019756 | 03111182 | 08174430 | 08991506 |
| Date of Birth | February 22, 1990 | March 07, 1979 | September 13, 1978 | June 08, 1986 |
| Age | 35 years | 46 years | 46 years | 39 years |
| Nationality | Indian | Indian | Indian | Indian |
| Date of appointment on the Board | January 06, 2021 | December 05, 2020 | December 05, 2020 | December 10, 2020 |
| Qualifications | Bachelor's Degree in Commerce, PGDM – Finance and passed CFA exam Level II | Bachelor of Law (LLB), Master of Business Administration in Finance (MBA), Insolvency Professional, Registered Valuer under the Insolvency and Bankruptcy Board of India and Fellow member of the Institute of Company Secretaries of India. | Bachelor's Degree in Commerce, Insolvency Professional, Registered Valuer under the Insolvency and Bankruptcy Board of India and Fellow member of the Institute of Chartered Accountants of India | Bachelor's Degree in Commerce, Certified Japanese language proficiency test LEVEL – 2. |

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| Experience & Expertise in specific functional areas | <p>Mr. Janmaya Pandya is bringing over a decade of extensive experience in finance, accounting, auditing, and business operations. He possesses deep expertise in financial planning and analysis, budgeting, internal financial controls, MIS reporting, and advanced financial modelling. At DRC Systems, he has been instrumental in aligning financial operations with the company's strategic objectives in the IT services and digital transformation space. His financial leadership has significantly contributed to optimizing performance, enhancing operational efficiency, and enabling sustainable business growth. He has played a pivotal role in aligning financial operations with the company's digital transformation strategy, while ensuring adherence to regulatory requirements and global best practices. Known for his analytical approach and ability to drive process improvements, Mr. Janmaya Pandya continues to add value by ensuring sound financial stewardship and contributing to the company's long-term vision.</p> | <p>Mr. Keyur Shah has more than 22 years of experience in corporate finance, merchant banking, and corporate laws. He is an Insolvency Professional and a Registered Valuer with a specialization in Business Valuation.</p> <p>Mr. Shah has acquired vast experience in the corporate world during his employment with merchant banking entity, Religare Capital Markets Ltd and some textile houses in Ahmedabad. He has also been instrumental in debt syndication for entities across financial hubs like Dubai, Hong Kong, Singapore, South Africa, and London. He frequently appears before regulators like the NCLT, ROC, RD offices, and Trademark Authorities.</p> <p>In 2009, Keyur Shah Chaired the Ahmedabad Chapter of the Institute of Company Secretaries. He also addresses the students and members of the ICSI in various seminars and training programs on the topics of Corporate Laws, Valuation and IPOs.</p> | <p>Mr. Jigar Shah is a Fellow member of the ICAI, SEBI Registered Investment Advisor, Insolvency Professional and Registered Valuer under the IBBI in the asset class of securities and financial assets. Mr. Jigar Shah carries a vast experience of more than 22 years and has been in independent practice since 2012 in the areas of debt syndication, private equity, Insolvency Professional, Registered Valuer, Investment Advisors.</p> | <p>Ms. Dipti Chitale is Japanese Language Professional with over a decade of experience in the localization industry, currently working as a Localization Project Manager with Italian Company. Proven expertise in managing multilingual localization projects, cross-cultural communication, and delivering high-quality language solutions in fast-paced, global environments.</p> |
| Terms and conditions of Appointment/reappointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 | Re-appointment as an Independent Director for the second term of 5 (Five) years commencing from December 05, 2025 | Re-appointment as an Independent Director for the second term of 5 (Five) years commencing from December 05, 2025 | Re-appointment as an Independent Director for the second term of 5 (Five) years commencing from December 10, 2025 |
| Remuneration proposed to be paid | As per existing terms and conditions | Not applicable, he will be paid sitting fees in accordance with applicable provisions of law. | Not applicable, he will be paid sitting fees in accordance with applicable provisions of law. | Not applicable, she will be paid sitting fees in accordance with applicable provisions of law. |
| Remuneration last drawn (including sitting fees, if any) | Please refer to the Corporate Governance Report (Annexure - C) as part of Board's Report | | | |

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| Number of Meeting of the Board attended during the Financial Year 2024-25 | 6 (Six) | 6 (Six) | 6 (Six) | 6 (Six) |
| Names of other Companies in which the Director holds Directorship as on as on 31.03.2025 | Nil | 1.Infinium Pharmachem Limited 2.Pirimid Technologies Limited 3.Atharva Valuation (OPC) Private Limited 4.Keyur J Shah Advisors Private Limited | 1. Odigma Consultancy Solutions Limited 2. Den Valuation (OPC) Private Limited | Nil |
| Names of other listed Companies from which the Director has resigned in past three years. | Nil | Nil | Nil | Nil |
| Names of Committees of other listed Companies in which the Director holds Chairmanship/ Membership as on 31.03.2025 | Nil | Infinium Pharmachem Limited 1. Chairman of Audit Committee 2. Chairman of Stakeholder Relationship Committee | Odigma Consultancy Solutions Limited 1. Chairman of Audit Committee 2. Member of Stakeholder Relationship Committee | Nil |
| Shareholding in the Company as on 31.03.2025 | 1,14,710 Equity Shares | Nil | Nil | Nil |
| In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | N.A. | Mr. Keyur Shah possesses appropriate skills, experience and knowledge, thus in the opinion of the Directors of the Company, his presence and participation in the deliberations of the Board would be beneficial for the Company. | Mr. Jigar Shah possesses appropriate skills, experience and knowledge, thus in the opinion of the Directors of the Company, his presence and participation in the deliberations of the Board would be beneficial for the Company. | Ms. Dipti Chitale possesses appropriate skills, experience and knowledge, thus in the opinion of the Directors of the Company, her presence and participation in the deliberations of the Board would be beneficial for the Company. |
| Relationships between Directors, Key Managerial Personnel and Managers of the Company | N.A. | N.A. | N.A. | N.A. |

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| Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018- 19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018 | Mr. Janmaya Pandya is not debarred from holding the office of director pursuant to any SEBI order or any other authority. | Mr. Keyur Shah is not debarred from holding the office of director pursuant to any SEBI order or any other authority | Mr. Jigar Shah is not debarred from holding the office of director pursuant to any SEBI order or any other authority | Ms. Dipti Chitale is not debarred from holding the office of director pursuant to any SEBI order or any other authority |
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