Notice of the 14th Annual General Meeting

NOTICE is hereby given that the **14th ANNUAL GENERAL MEETING** of the Members of **DRC SYSTEMS INDIA LIMITED** will be held on Thursday, September 17, 2026 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, 2026, 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, 2026 together with the report of Auditors thereon.

Item No. 2 – Appointment of Mr. Sanket Khemuka (DIN: 06910440) as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Sanket Khemuka (DIN: 06910440), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 - Re-appointment of Mr. Hiten Ashwin Barchha (DIN: 05251837) as the Managing 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 Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("Act") and Securities and Exchange Board of India (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 subject to such other consents, permissions, approvals as may be necessary and in accordance with the Articles of Association of the Company and based upon the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/ to be constituted by the Board), the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Hiten Ashwin Barchha (DIN: 05251837) as Managing Director of the Company, for a further period of 3 (Three) years, with effect from November 09, 2026 on the terms and conditions of re-appointment as mentioned in this resolution and the explanatory statement annexed hereto and at remuneration not exceeding Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board and/or the Nomination and Remuneration Committee, in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Hiten Ashwin Barchha shall be such amount as may be fixed by the Board (including its Committee thereof) from time to time but not exceeding Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs Only) per annum and that the terms and conditions of the aforesaid remuneration payable to Mr. Hiten Ashwin Barchha be varied/altered/revised within said overall limit, in such manner as may be required during the aforesaid period of 3 (Three) years.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board be and is hereby severally authorized to vary and alter the terms of appointment including salary, commission, allowances, perquisites and other benefits etc. payable to Mr. Hiten Ashwin Barchha within such prescribed limits or ceiling and as agreed by and between the Company and Mr. Hiten Ashwin Barchha as per the applicable provisions of the Act.

RESOLVED FURTHER THAT Mr. Hiten Ashwin Barchha shall not be liable to retire by rotation during his tenure as the Managing Director of the Company, subject to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

RESOLVED FURTHER THAT Mr. Hiten Ashwin Barchha shall exercise substantial powers of management, subject to superintendence, control and direction of the Board of Directors of the Company.

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. 4 - Re-appointment of Mr. Janmaya Preyas Pandya (DIN: 09019756) as an Executive 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 Section 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("Act") and Securities and Exchange Board of India (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 subject to such other consents, permissions, approvals as may be necessary and in accordance with the Articles of Association of the Company and based upon the recommendations of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted/ to be constituted by the Board), the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Janmaya Preyas Pandya (DIN: 09019756) as an Executive Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years, with effect from January 06, 2027 on the terms and conditions of re-appointment as mentioned in this resolution and the explanatory statement annexed hereto and at remuneration not exceeding Rs. 1.00 Crore (Rupees One Crore Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board of Directors and/or the Nomination and Remuneration Committee, in accordance with Schedule V and other applicable provisions of the Act.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Janmaya Preyas Pandya shall be such amount as may be fixed by the Board (including its Committee thereof) from time to time but not exceeding Rs. 1.00 Crore (Rupees One Crore Only) per annum and that the terms and conditions of the aforesaid remuneration payable to Mr. Janmaya Preyas Pandya be varied/altered/revised within said overall limit, in such manner as may be required during the aforesaid period of 3 (Three) years.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board be and is hereby severally authorized to vary and alter the terms of appointment including salary, commission, allowances, perquisites and other benefits etc. payable to Mr. Janmaya Preyas Pandya within such prescribed limits or ceiling and as agreed by and between the Company and Mr. Janmaya Preyas Pandya as per the applicable provisions of the Act.

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."

Registered Office:
24th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India
Date: August 06, 2026

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

Jainam Shah
Company Secretary

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special businesses 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, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 date September 25, 2023, 09/2024 dated September 19, 2024, Circular No. 03/2025 dated September 22, 2025 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 14th 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 scrutinizer by email at csdoshiac@gmail.com and 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. In line with the aforesaid Circulars, the Notice of AGM along with the Annual Report 2025-26 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 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 2025-26 has been uploaded on the website of the Company at www.drcsystems.com. The Notice and Annual Report 2025-26 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 2025-26 at the Company's website and manner of registering the email IDs of those Members who have not registered the same with the Company/ Company's Registrar to an Issue and Share Transfer Agent, i.e. MUFG Intime India Private Limited.

9. 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.

10. 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.

11. 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 to an Issue and 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 2025-26, Notices, Circulars, etc. from the Company electronically.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.

13. As per Regulation 40 of 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. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, 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 to contact to the RTA at ahmedabad@in.mpms.mufg.com.

14. 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.

15. 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.

16. SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, 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.

    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.

17. 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.

18. 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.

19. 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.

20. 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 the net proceeds of Fractional Shares if not claimed for a consecutive period of 7 years from the date of its allotment, such shares shall be liable to be transferred to the demat account of the IEPF Authority and the net proceeds of Fractional Shares shall be transferred to the Investor Education and Protection Fund ("IEPF"), in accordance with 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.

21. **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.

22. **General Information:**

    i. Shareholders/Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

    ii. Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

    iii. Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

iv. Shareholders 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 a 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.

v. Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

vi. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

23. 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 Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 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 through remote e-voting prior to the AGM, as well as through e-voting during the AGM, is provided by MUFG Intime India Private Limited.

B. The remote e-voting period, commences at 09:00 a.m. on Sunday, September 13, 2026 and ends at 05:00 p.m. on Wednesday, September 16, 2026. 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 10, 2026, 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 13, 2026 and ends at 05:00 p.m. on Wednesday, September 16, 2026 or e-Voting during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

C. 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.

D. 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.

E. A person who has acquired the Shares and had become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. Thursday, September 10, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during the AGM by following the procedure mentioned in this part.

F. 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.

G. 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 10, 2026.

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

Pursuant to SEBI circular dated December 09, 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	**<u>METHOD 1 - NSDL OTP based login</u>** a. Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b. Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. c. Enter the OTP received on your registered email ID/ mobile number and click on login. d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. e. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **<u>METHOD 2 - NSDL IDeAS facility</u>** **Shareholders registered for IDeAS facility:** a. Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". b. Enter IDeAS User ID, Password, Verification code & click on "Log-in". c. Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services. d. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **Shareholders not registered for IDeAS facility:** a. To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. b. Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit". c. Enter the last 4 digits of your bank account / generate 'OTP'. d. Post successful registration, user will be provided with Login ID and password. e. Follow steps given above in points (a-d). Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
	METHOD 3 - NSDL e-voting website a. Visit URL: https://www.evoting.nsdl.com. b. Click on the "Login" tab available under 'Shareholder/Member' section. c. Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login". d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. e. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	**METHOD 1 - CDSL e-voting page** a. Visit URL: https://www.cdslindia.com. b. Go to e-voting tab. c. Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit". d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account. e. Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **METHOD 2 - CDSL Easi/ Easiest facility:** **Shareholders registered for Easi/ Easiest facility:** a. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)". b. Enter existing username, Password & click on "Login". c. Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **Shareholders not registered for Easi/ Easiest facility:** a. To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. b. Proceed with updating the required fields for registration. c. Post successful registration, users will be provided with username and password on the registered email id. Follow steps given above in points (a-c).

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders (holding securities in demat mode) & login through their depository participants</td><td>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.
a. Login to DP website.
b. After Successful login, user shall navigate through “e-voting” option.
c. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d. Post successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</td></tr>
<tr><td>Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.</td><td>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:
STEP 1: LOGIN / SIGNUP on InstaVote
Shareholders registered for INSTAVOTE facility:
a. Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.
b. Enter details as under:
i. User ID: Enter User ID
ii. Password: Enter existing Password
iii. Enter Image Verification (CAPTCHA) Code
iv. Click “Submit”.
(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)
<table>
<tr><td rowspan="3">Invisible User ID</td><td>NSDL</td><td>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678).</td></tr>
<tr><td>CDSL</td><td>User ID is 16 Digit Beneficiary ID.</td></tr>
<tr><td>Shares held in physical form</td><td>User ID is Event No + Folio no. registered with the Company.</td></tr>
</table>
Shareholders not registered for INSTAVOTE facility:
Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
1. User ID: Enter User ID
<table>
<tr><td rowspan="3">Invisible User ID</td><td>NSDL</td><td>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678).</td></tr>
<tr><td>CDSL</td><td>User ID is 16 Digit Beneficiary ID.</td></tr>
<tr><td>Shares held in physical form</td><td>User ID is Event No + Folio no. registered with the Company.</td></tr>
</table>
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (<u>last four digits</u>), as recorded with your DP/Company.
• Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
• Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
• Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above</td></tr>
</table>

Type of shareholders	Login Method
	5. 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). 6. Enter Image Verification (CAPTCHA) Code. 7. Click "Submit" (You have now registered on InstaVote). Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b). **STEP 2: Steps to cast vote for Resolutions through InstaVote** A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting". B. Select 'View' icon. E-voting page will appear. C. 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). D. After selecting the desired option i.e. Favour / Against, click on 'Submit'. E. 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. Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently. **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address i.e. csdoshiac@gmail.com and the company at registered email address i.e. ir@drcsystems.com.
Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")	**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration** a. Visit URL: https://instavote.linkintime.co.in. b. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund" c. Fill up your entity details and submit the form. d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in. e. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote). **STEP 2 – Investor Mapping** a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. b. Click on "Investor Mapping" tab under the Menu section c. Map the Investor with the following details: i. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID. ii. 'Investor's Name - Enter Investor's Name as updated with DP. iii. 'Investor PAN' - Enter your 10-digit PAN. iv. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

Type of shareholders	Login Method
	NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures. d. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”. **STEP 3 – Steps to cast vote for Resolutions through InstaVote** The corporate shareholder can vote by two methods, during the remote e-voting period. **METHOD 1 - VOTES ENTRY** a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. b. Click on “Votes Entry” tab under the Menu section. C. Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”. d. Enter “16-digit Demat Account No.”. e. 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’. f. 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). **METHOD 2 - VOTES UPLOAD** a. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. b. After successful login, you will see “Notification for e-voting”. C. Select “View” icon for “Company’s Name / Event number”. d. E-voting page will appear. e. Download sample vote file from “Download Sample Vote File” tab. f. Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option. g. Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently). **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address i.e. csdoshiac@gmail.com and the company at registered email address i.e. ir@drcsystems.com.

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in:

- 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 Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in.

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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.

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/ Non-Individual Shareholders holding securities in demat mode.

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

General Instructions – Shareholders:

» 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".

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

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

a. Open the internet browser and launch the URL for InstaMeet << https://instameet.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).

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

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

a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.

c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.

e. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

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

27. 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 - 4918 6000 / 4918 6175.

28. **Other Instructions:**

i. M/s. SPANJ & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM in a fair and transparent manner.

ii. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast (through remote e-Voting and during the AGM) and will submit consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Company Secretary or a person authorized by the Chairman in writing, who shall countersign the same.

iii. Based on the report received from the Scrutinizer, the Company will submit within Two working days of the conclusion of the Meeting to the stock exchanges i.e. 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 https://instavote.linkintime.co.in.

iv. 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 Re-appointment of Mr. Hiten Ashwin Barchha (DIN: 05251837) as the Managing Director of the Company

Mr. Hiten Ashwin Barchha (DIN: 05251837) is one of the Promoters and the Managing Director of the Company. With his strong business acumen, strategic vision, and leadership skills, he has played a pivotal role in shaping the long-term growth strategy of the Company. He has significantly contributed towards business development in key focus areas, execution of new projects, enhancement of operational efficiencies, and achievement of commercial success. He was re-appointed as the Managing Director of the Company for a period of three (3) years commencing from November 09, 2023 and ending on November 08, 2026.

The Board is of the view that Mr. Hiten Ashwin Barchha's continued association with the Company would be immensely beneficial and would contribute significantly to its future growth and success. Considering his leadership, industry experience, strategic guidance, and substantial contribution to the management and development of the Company's business and projects, the Board considers it desirable and in the best interests of the Company to re-appoint him as the Managing Director of the Company for a further period of three (3) years with effect from November 09, 2026, subject to the approval of the Members of the Company and such other approvals as may be required.

In accordance with the provisions of Section 196, 197, 198 and 203 of Companies Act, 2013 ("Act"), read with Schedule V of the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force), based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors of the Company in its meeting held on August 06, 2026, re-appointed Mr. Hiten Ashwin Barchha as the Managing Director of the Company for a period of three years with effect from November 09, 2026 and subject to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, not liable to retire by rotation at a remuneration not exceeding Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any as may be determined from time to time by the Board of Directors and/or the Nomination and Remuneration Committee, in accordance with Schedule V and other applicable provisions of the Act.

The Board of Directors and/or the Nomination and Remuneration Committee shall be authorised to revise, alter or vary the remuneration payable to Mr. Hiten Ashwin Barchha from time to time, within the overall limit of Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs Only) per annum proposed to be approved by the Members and in accordance with the provisions of the Act, Schedule V thereto and other applicable laws, without further approval of the Members, wherever such approval is not otherwise required under applicable law.

Mr. Hiten Ashwin Barchha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director. Mr. Hiten Ashwin Barchha is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Mr. Hiten Ashwin Barchha shall be in charge of the overall operations and management of the Company.

He shall draw maximum remuneration upto Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc. including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, payable to him from the Company and shall not be liable to retire by rotation.

Since Mr. Hiten Ashwin Barchha is also a Promoter and a Related Party of the Company, the proposed remuneration constitutes a Related Party Transaction. The Audit Committee has approved the said transaction in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transactions. The Board recommends the resolution for approval of the Members.

A brief profile of Mr. Hiten Ashwin Barchha as required by the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as annexure to this Notice.

The above mentioned terms and conditions shall be deemed to be an abstract under Section 190 of the Act.

The Company has inadequate profits for the financial year ended March 31, 2026 and accordingly, the remuneration payable to Mr. Hiten Ashwin Barchha, Managing Director, is subject to the provisions of Section 197 read with Schedule V to the Companies Act, 2013. The remuneration proposed to be paid to Mr. Hiten Ashwin Barchha, Managing Director is Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs Only) per annum, which exceeds the limit prescribed under Schedule V.

Accordingly, pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force) and Regulation 17 of Listing Regulations, approval of the Members by way of Special Resolution is being sought for payment of remuneration to Mr. Hiten Ashwin Barchha (DIN: 05251837).

The Company confirms that it has not committed any default in payment of dues to any bank, public financial institution, non-convertible debenture holders or any other secured creditor.

The Company further confirms that Mr. Hiten Ashwin Barchha satisfies the applicable conditions specified in Part I of Schedule V to the Act for his re-appointment as Managing Director.

The statement pursuant to Clause (IV) of Section II of Schedule V of Companies Act, 2013 is as under:

I.	**General Information**	
1	Nature of Industry	Information Technology
2	Date or expected date of commencement of commercial production	Not Applicable.
3	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
4	Financial Performance based on given indicators	**Performance for Financial Year 2025-26:** Revenue from Operations: Rs. 4,865.6 Lakhs, Profit After Tax: Rs. 344.4 Lakhs, Earnings per share: 0.25
5	Foreign investments or collaborations, if any.	Rs. 3,133.72 Lakhs
II.	**Information about the appointee:**	
1	Background details	Mr. Hiten Ashwin Barchha holds a Bachelor's degree in Computer Science from DDU, Nadiad
2	Past remuneration (FY 2025-26)	Rs. 81.24 Lakhs p.a.
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Hiten Ashwin Barchha is an experienced professional with a demonstrated history of working in the information technology and services industry. He has over 17 years of industry experience and focused on bringing innovation and efficiency to business by leveraging the right IT tools and technologies. Passionate about the potential use of new technologies that can help the business remain ahead of curve.
5	Remuneration proposed	As mentioned in the Resolution stated above
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibilities shouldered by him in relation to the enhanced business activities of the Company, the proposed remuneration is commensurate with industry standards and with the remuneration paid for Board-level positions in companies of similar size and comparable business operations.

7	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel	Mr. Hiten Ashwin Barchha holds 26,96,730 Equity Shares of the Company.
III.	**Other information:**	
1	Reasons of loss or inadequate profits	During the financial year, the Company's profitability was impacted by a combination of external and operational factors. While the Company achieved growth in its revenue from operations, profitability was affected by geopolitical uncertainties and macroeconomic volatility, which influenced customer spending and project execution timelines. The Company also experienced pressure on resource utilisation levels due to intense competition in the technology services industry. Further, higher contracting costs, increased finance costs, strategic investments to strengthen business capabilities and market presence, and higher sub-contracting expenditure incurred to meet customer requirements and maintain competitiveness impacted the Company's profit margins. Additionally, the recognition of an exceptional item relating to the statutory impact of the new Labour Codes further affected the profitability for the year.
2	Steps taken or proposed to be taken for improvement	The Company has adopted a proactive approach towards improving its operational and financial performance through continuous monitoring of business and market risks. It has implemented measures to strengthen operational efficiency, optimise resource utilisation, enhance cost management, and improve project execution. The Company has also undertaken strategic initiatives focused on expanding its customer base, strengthening existing client relationships, increasing service offerings, and enhancing delivery capabilities. These measures, together with continued emphasis on innovation, digital transformation, and prudent financial management, are expected to improve the Company's operational performance, profitability, and overall financial position in the coming years.
3	Expected increase in productivity and profits in measurable terms	The Company is focused on improving productivity through enhanced resource utilisation, operational efficiencies, optimisation of delivery processes, and effective cost management. The Company continues to undertake strategic initiatives aimed at improving revenue growth, strengthening margins, and enhancing profitability. The management remains committed to achieving sustainable and consistent growth in revenue and profitability in the coming periods through improved operational performance, expansion of customer relationships, and disciplined execution of business strategies. The Company expects these initiatives to result in measurable improvements in productivity, operating efficiencies, and overall financial performance.

The resolution contained in Item No. 3 of the accompanying Notice, accordingly, seeks Member's approval for re-appointment of Mr. Hiten Ashwin Barchha as the Managing Director of the Company.

The Board of Directors has authority / liberty to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board of Directors and Mr. Hiten Ashwin Barchha.

Except Mr. Hiten Ashwin Barchha and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

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. 3 of this Notice, for approval by the Members of the Company.

Item No. 4 Re-appointment of Mr. Janmaya Preyas Pandya (DIN: 09019756) as an Executive Director of the Company

Mr. Janmaya Preyas Pandya (DIN: 09019756) is the Executive Director and Chief Financial Officer of the Company. In recognition of his extensive experience and expertise in the field of finance, as well as his valuable contributions to the growth and operations of the Company, he was re-appointed as an Executive Director of the Company for a period of three (3) years with effect from January 06, 2024. His current term as Executive Director shall expire on January 05, 2027.

In view of the above, the Board noted that under his financial leadership, the Company has achieved significant improvements in financial management, operational efficiency, and overall business performance. Considering his extensive experience in finance, accounting, auditing, and business operations, along with his continued valuable contributions to the Company, the Board is of the view that it would be in the best interests of the Company to re-appoint Mr. Janmaya Preyas Pandya as an Executive Director of the Company for a further period of three (3) years with effect from January 06, 2027, subject to the approval of the Members of the Company and such other approvals as may be required.

In accordance with the provisions of Section 197 of Companies Act, 2013 ("Act"), read with Schedule V of the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force), based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and the Board of Directors, at its meeting held on August 06, 2026 has re-appointed Mr. Janmaya Preyas Pandya (DIN: 09019756) for a further period of three years w.e.f. January 06, 2027, at a remuneration not exceeding Rs. 1.00 Crore (Rupees One Crore Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration and such bonus/ incentive/ performance linked incentive, if any, as may be determined from time to time by the Board of Directors and / or Nomination and Remuneration Committee, in accordance with Schedule V and other applicable provisions of the Act.

The Board of Directors and/or the Nomination and Remuneration Committee shall be authorised to revise, alter or vary the remuneration payable to Mr. Janmaya Preyas Pandya from time to time, within the overall limit of Rs. 1.00 Crore (Rupees One Crore Only) per annum proposed to be approved by the Members and in accordance with the provisions of the Act, Schedule V thereto and other applicable laws, without further approval of the Members, wherever such approval is not otherwise required under applicable law.

Mr. Janmaya Preyas Pandya is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director. Mr. Janmaya Preyas Pandya is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

He shall draw maximum remuneration upto Rs. 1.00 Crore (Rupees One Crore Only) per annum inclusive of salary, commission, allowances, perquisites and other benefits etc., including any increment in remuneration by way of bonus/ incentive/ performance linked incentive, if any, payable to him from the Company.

A brief profile of Mr. Janmaya Preyas Pandya as required by the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India are provided as annexure to this Notice.

The Company has inadequate profits for the financial year ended March 31, 2026 and accordingly, the remuneration payable to Mr. Janmaya Preyas Pandya, Executive Director, is subject to the provisions of Section 197 read with Schedule V to the Companies Act, 2013. The remuneration proposed to be paid to Mr. Janmaya Preyas Pandya, Executive Director, is Rs. 1.00 Crore (Rupees One Crore Only) per annum, which exceeds the limit prescribed under Schedule V.

Accordingly, pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being force), approval of the Members by way of Special Resolution is being sought for payment of remuneration to Mr. Janmaya Preyas Pandya (DIN: 09019756).

The Company confirms that it has not committed any default in payment of dues to any bank, public financial institution, non-convertible debenture holders or any other secured creditor.

The statement pursuant to Clause (IV) of Section II of Schedule V of Companies Act, 2013 is as under:

I.	**General Information**	
1	Nature of Industry	Information Technology
2	Date or expected date of commencement of commercial production	Not Applicable.
3	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
4	Financial Performance based on given indicators	**Performance for Financial Year 2025-26:** Revenue from Operations: Rs. 4,865.6 Lakhs, Profit After Tax: Rs. 344.4 Lakhs, Earnings per share: 0.25
5	Foreign investments or collaborations, if any.	Rs. 3,133.72 Lakhs
II.	**Information about the appointee:**	
1	Background details	Mr. Janmaya Preyas Pandya holds a bachelor's degree in Commerce from H.L. College of Commerce, Gujarat and a PGDM – Finance from Goa Institute of Management, Goa. He has cleared Level II of the Chartered Financial Analyst Program of CFA Institute.
2	Past remuneration (FY 2025-26)	Rs. 30.11 Lakhs
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Janmaya Preyas Pandya is responsible for providing strategic direction to the Company's financial management and contributes to key business and operational decisions. His responsibilities include financial planning and analysis, budgeting, financial reporting, taxation, internal financial controls, risk management, statutory and regulatory compliances. He works closely with the senior management team in evaluating business opportunities, business performance, and long-term strategic initiatives. His experience, financial acumen, strategic perspective, and understanding of the Company's operations enable him to effectively contribute to the Company's long-term business objectives and sustainable growth.
5	Remuneration proposed	As mentioned in the Resolution stated above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the responsibilities shouldered by him, particularly in relation to financial management, financial reporting, internal controls and other finance-related functions, the proposed remuneration is commensurate with industry standards and the management level positions held in similar sized and similarly positioned business.
7	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel	Mr. Janmaya Preyas Pandya holds 1,49,710 Equity Shares of the Company.

III.	Other information:	
1	Reasons of loss or inadequate profits	During the financial year, the Company's profitability was impacted by a combination of external and operational factors. While the Company achieved growth in its revenue from operations, profitability was affected by geopolitical uncertainties and macroeconomic volatility, which influenced customer spending and project execution timelines. The Company also experienced pressure on resource utilisation levels due to intense competition in the technology services industry. Further, higher contracting costs, increased finance costs, strategic investments to strengthen business capabilities and market presence, and higher sub-contracting expenditure incurred to meet customer requirements and maintain competitiveness impacted the Company's profit margins. Additionally, the recognition of an exceptional item relating to the statutory impact of the new Labour Codes further affected the profitability for the year.
2	Steps taken or proposed to be taken for improvement	The Company has adopted a proactive approach towards improving its operational and financial performance through continuous monitoring of business and market risks. It has implemented measures to strengthen operational efficiency, optimise resource utilisation, enhance cost management, and improve project execution. The Company has also undertaken strategic initiatives focused on expanding its customer base, strengthening existing client relationships, increasing service offerings, and enhancing delivery capabilities. These measures, together with continued emphasis on innovation, digital transformation, and prudent financial management, are expected to improve the Company's operational performance, profitability, and overall financial position in the coming years.
3	Expected increase in productivity and profits in measurable terms	The Company is focused on improving productivity through enhanced resource utilisation, operational efficiencies, optimisation of delivery processes, and effective cost management. The Company continues to undertake strategic initiatives aimed at improving revenue growth, strengthening margins, and enhancing profitability. The management remains committed to achieving sustainable and consistent growth in revenue and profitability in the coming periods through improved operational performance, expansion of customer relationships, and disciplined execution of business strategies. The Company expects these initiatives to result in measurable improvements in productivity, operating efficiencies, and overall financial performance.

The resolution contained in Item No. 4 of the accompanying Notice, accordingly, seeks Member's approval for re-appointment of Mr. Janmaya Preyas Pandya as the Executive Director of the Company.

The Board of Directors has authority / liberty to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board of Directors and Mr. Janmaya Preyas Pandya.

Except Mr. Janmaya Preyas Pandya and his relatives, none of the Directors, Key Managerial Personnel or their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

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. 4 of this Notice, for approval by the Members of the Company.

Registered Office:
24th Floor, GIFT Two Building,
Block No. 56, Road-5C, Zone-5,
GIFT CITY, Gandhinagar – 382 050,
Gujarat, India
Date: August 06, 2026

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

Jainam Shah
Company Secretary

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. Sanket Khemuka**	**Mr. Hiten Ashwin Barchha**	**Mr. Janmaya Preyas Pandya**
DIN	06910440	05251837	09019756
Date of Birth	March 07, 1974	December 03, 1985	February 22, 1990
Age	52 Years	40 Years	36 Years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	December 05, 2020	June 08, 2020	January 06, 2021
Qualifications	Bachelor of Engineering (Electronics) and Master of Business Administration (Marketing) from IIM Lucknow.	Bachelor's Degree in Computer Science from DDU, Nadiad.	Bachelor's Degree in Commerce, PGDM – Finance and passed CFA exam Level II.
Experience & Expertise in specific functional areas	Mr. Sanket Khemuka has more than 20 years of progressive experience in developing strategic initiatives that support product management, branding, business development, and sales in the technology industry. He has a proven track record of deploying and managing complex network infrastructures, combined with extensive experience in big data analytics, SaaS, and unified communications, data centre, and cloud computing protocols. He also routinely conducts in-depth market research to gather valuable insights, identify opportunities, and improve product positioning.	Mr. Hiten Ashwin Barchha is an experienced professional with a demonstrated history of working in the information technology and services industry. He has over 17 years of industry experience and focused on bringing innovation and efficiency to business by leveraging the right IT tools and technologies. Passionate about the potential use of new technologies that can help the business remain ahead of curve.	Mr. Janmaya Preyas Pandya is responsible for providing strategic direction to the Company's financial management and contributes to key business and operational decisions. His responsibilities include financial planning and analysis, budgeting, financial reporting, taxation, internal financial controls, risk management, statutory and regulatory compliances. He works closely with the senior management team in evaluating business opportunities, business performance, and long-term strategic initiatives. His experience, financial acumen, strategic perspective, and understanding of the Company's operations enable him to effectively contribute to the Company's long-term business objectives and sustainable growth.

Terms and conditions of Appointment/ reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	As set out in Resolution and the Explanatory Statement	As set out in Resolution and the Explanatory Statement
Remuneration proposed to be paid	Not applicable, he will be paid sitting fees in accordance with applicable provisions of law.	As set out in Resolution and the Explanatory Statement	As set out in Resolution and the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	Please refer to the Corporate Governance Report (Annexure - C) as part of Board's Report.		
Number of Meeting of the Board attended during the Financial Year 2025-26	7 (Seven)	8 (Eight)	8 (Eight)
Names of other Companies in which the Director holds Directorship as on 31.03.2026	1. Mugenesys Software Private Limited 2. Mugenesys Properties Private Limited 3. Playckc Interactive Private Limited	Nil	Nil
Names of other listed Companies from which the Director has resigned in past three years.	Nil	Nil	Nil
Names of Committees of other Companies in which the Director holds Chairmanship/ Membership as on 31.03.2026	Nil	Nil	Nil
Shareholding in the Company as on 31.03.2026	Nil	26,96,730 Equity Shares	1,49,710 Equity Shares
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.	N.A.	N.A.
Relationships between Directors, Key Managerial Personnel and Managers of the Company	N.A.	N.A.	N.A.
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. Sanket Khemuka is not debarred from holding the office of director pursuant to any SEBI order or any other authority.	Mr. Hiten Ashwin Barchha is not debarred from holding the office of director pursuant to any SEBI order or any other authority.	Mr. Janmaya Preyas Pandya is not debarred from holding the office of director pursuant to any SEBI order or any other authority.