

# FORM NO. MGT-7

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



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

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

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

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

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM 17/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

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

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

\*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DRC Systems USA LLC		Subsidiary	100
2	DRC SYSTEMS EMEA L.L.C-FZ		Subsidiary	100

3	NIGHTHACK TECHNOLOGY PRI	U72200KA2014PTC074021	Associate	45.05
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#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	150,000,000	132,465,930	132,465,930	132,465,930
Total amount of equity shares (in Rupees)	150,000,000	132,465,930	132,465,930	132,465,930

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	150,000,000	132,465,930	132,465,930	132,465,930
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	150,000,000	132,465,930	132,465,930	132,465,930

###### (b) Preference share capital

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

Number of classes

0

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

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	100	43,901,960	43902060	43,902,060	43,902,060	
<b>Increase during the year</b>	0	88,563,870	88563870	88,563,870	88,563,870	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	88,310,620	88310620	88,310,620	88,310,620	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	253,250	253250	253,250	253,250	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	100	132,465,830	132465930	132,465,930	132,465,930	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify				0	0	
NA						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE03RS01027

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

0

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

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

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

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

Date of the previous annual general meeting

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

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

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
<b>Total</b>			0

**Details of debtentures**

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

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

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

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

358,795,735

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

250,347,049

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	29,723,280	22.44	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	29,723,280	22.44	0	0

**Total number of shareholders (promoters)**

5

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	45,103,129	34.05	0	
	(ii) Non-resident Indian (NRI)	2,318,057	1.75	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	890,905	0.67	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	54,387,846	41.06	0	
10.	Others Trust, Clearing Members, U	42,713	0.03	0	
	<b>Total</b>	102,742,650	77.56	0	0

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

17,664

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

17,669

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

6

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS FINANCIAL	BNP PARIBAS HOUSE 1 NORTH AVENUE			210	0
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			28,285	0.02
SPARROW ASIA DIVERSIFIED	STANDARD CHARTERED BANK Sec			207,360	0.16
GOVERNMENT PENSION	CITIBANK N.A. CUSTODY SERVICES			149,610	0.11
SOCIETE GENERALE	SBI SG GLOBAL SECURITIES SERVICE			120	0
THE EZRAH CHARITABLE	DBS BANK INDIA LTD FIRST FLOOR			505,320	0.38

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

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	6,671	17,664
Debenture holders	0	0

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

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

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	2.04	0
<b>B. Non-Promoter</b>	1	5	1	5	0.05	0
(i) Non-Independent	1	1	1	1	0.05	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>5</b>	<b>2</b>	<b>5</b>	<b>2.09</b>	<b>0</b>

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

9

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KEYUR JAGDISHCHA	03111182	Director	0	
HITEN ASHWIN BARC	05251837	Managing Director	2,696,730	
JANMAYA PREYAS P,	09019756	Director	64,710	
SANKET KHEMUKA	06910440	Director	0	
ROOPKISHAN SOHAN	02800417	Director	30	
JIGAR PRADIPCHANL	08174430	Director	0	
DIPTI ABHIJEET CHIT	08991506	Director	0	
JANMAYA PREYAS P,	BYBPP9366E	CFO	64,710	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JAINAM ASHVINKUMAR	EJOPS5195F	Company Secretary	270	

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

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

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

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

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	14/09/2023	7,300	47	37.95
EXTRAORDINARY GENERAL MEETING	15/02/2024	12,714	50	66.72

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2023	7	5	71.43
2	28/07/2023	7	6	85.71
3	20/10/2023	7	5	71.43
4	18/01/2024	7	5	71.43
5	29/03/2024	7	5	71.43

**C. COMMITTEE MEETINGS**

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	29/05/2023	4	3	75
2	AUDIT COMM	28/07/2023	4	4	100
3	AUDIT COMM	20/10/2023	4	3	75
4	AUDIT COMM	18/01/2024	4	3	75
5	AUDIT COMM	29/03/2024	4	3	75
6	STAKEHOLDER	29/05/2023	3	2	66.67
7	STAKEHOLDER	20/10/2023	3	2	66.67
8	NOMINATION	29/05/2023	4	3	75
9	NOMINATION	01/12/2023	4	3	75
10	NOMINATION	29/03/2024	4	2	50

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	17/09/2024
								(Y/N/NA)
1	KEYUR JAGD	5	5	100	10	10	100	Yes
2	HITEN ASHW	5	5	100	5	5	100	Yes
3	JANMAYA PR	5	5	100	0	0	0	Yes
4	SANKET KHE	5	1	20	3	1	33.33	No
5	ROOPKISHAN	5	1	20	10	2	20	No
6	JIGAR PRADI	5	5	100	10	10	100	Yes
7	DIPTI ABHIJE	5	4	80	0	0	0	Yes

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

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HITEN BARCHHA	MANAGING DIR	6,499,992	0	0	0	6,499,992
	Total		6,499,992	0	0	0	6,499,992

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JANMAYA PANDYA	CFO	1,552,212	0	570,000	0	2,122,212
2	JAINAM SHAH	COMPANY SEC	810,000	0	547,200	0	1,357,200
	Total		2,362,212	0	1,117,200	0	3,479,412

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JANMAYA PANDYA	EXECUTIVE DIR	1,552,212	0	570,000	0	2,122,212
2	KEYUR SHAH	NON EXECUTIVE	0	0	0	175,000	175,000
3	SANKET KHEMUK	NON EXECUTIVE	0	0	0	25,000	25,000
4	JIGAR SHAH	NON EXECUTIVE	0	0	0	175,000	175,000
5	ROOPKISHAN DAV	NON EXECUTIVE	0	0	0	35,000	35,000
6	DIPTI CHITALE	NON EXECUTIVE	0	0	0	60,000	60,000
	Total		1,552,212	0	570,000	470,000	2,592,212

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

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

B. If No, give reasons/observations

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

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

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

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(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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

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

Yes  No

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

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

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

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

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

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

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

To be digitally signed by

Director



DIN of the director

0\*2\*1\*3\*

To be digitally signed by

Jainam Ashvinkumar Shah  
Digitally signed by Jainam Ashvinkumar Shah  
Date: 2024.10.26 16:47:37 +0530'

Company Secretary

Company secretary in practice

Membership number

4\*6\*1

Certificate of practice number

**Attachments**

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

Attach

Attach

Attach

Attach

**List of attachments**

List of Shareholders.pdf  
Form MGT - 8 DRC.pdf  
other info to MGT-7.pdf  
clarification.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



**Form No. MGT 8**

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

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **DRC SYSTEMS INDIA LIMITED [CIN: L72900GJ2012PLC070106]** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder on test check basis for the financial year ended on **31<sup>st</sup> March, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officer's and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed thereof;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within limit except some forms which were filed beyond the prescribed time with additional fees;
  4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. in the matter of closure of Register of Members / Security holders, during the financial year under review the register of members and Share transfer Books were closed from 07<sup>th</sup> September, 2023 to 14<sup>th</sup> September, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM);
  6. advances/loans given to companies referred in section 185 of the Act, however, the company has not advanced any loans to its directors and/or persons or firms referred in section 185 of the Act; and loans granted to companies referred in section 185 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were with the compliance of law;





## DRC SYSTEMS INDIA LIMITED

7. contracts/arrangements with related parties as specified in section 188 of the Act more specifically mentioned in Related party transactions mentioned in audited balance sheet of the company were entered in the register maintained for the purpose;
8. there were no instance of buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances however transfer or transmission of shares are generally being processed by the board and submitted to RTA as and when required as required under the law. However, During the year under review,
  - Nomination and Remuneration Committee of the Company in its meeting held on 01<sup>st</sup> December, 2023, had allotted 2,53,250 Equity Shares to the Employees under ESOP Scheme and
  - Ordinary Resolution was passed in Extra Ordinary General Meeting of the Company held on 15<sup>th</sup> February, 2024 for issue of Bonus Equity Shares of Face Value of Re. 1/- each, credited as fully paid up Equity Shares to eligible Members of the Company in the proportion of 2 (Two) new fully paid up Equity Shares of Face Value of Re. 1/- each for every 1 (One) existing fully paid-up Equity Share of Face Value of Re. 1/- each held by the Members of the Company & Securities Allotment Committee of the Company in its meeting held on 29<sup>th</sup> February, 2024, had allotted 8,83,10,620 Equity Shares by way of Bonus shares to the members whose name appear in the Register of Member as on 27<sup>th</sup> February, 2024 being record date;
9. there was no instance of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under review;
10. During the year under review Company has not declared any dividend. The company was not required to transfer any unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund during the year under review;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof as applicable;
12. in the matter of constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, During the year under review, Special Resolution was passed in Annual General Meeting of the Company held on 14<sup>th</sup> September, 2023 for Re-Appointment of Mr. Hiten Barchha (DIN: 05251837) as Managing Director of the Company for a further period of 3 (three) years with effect from 9<sup>th</sup> November, 2023 and Re-Appointment of Mr. Janmaya Pandya (DIN:09019756) as Executive Director of the Company for a period of three years with effect from 6<sup>th</sup> January, 2024;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;



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14. there were no instance of obtaining approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Companies Act, 2013;
15. there were no instances of acceptance/ renewal/ repayment of deposits from public falling within the purview of public deposits as per the Act during the financial year under review;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable and the company had passed necessary shareholders resolution giving authority for borrowings in excess of the limits;
17. In relation to loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, the company had passed necessary shareholders resolution under section 186 of the Act;
18. Company had passed Ordinary Resolution in Extra Ordinary General Meeting held on 15<sup>th</sup> February, 2024 for Increase in the Authorized Share Capital of the Company from Rs. 6,00,00,000/- divided into 6,00,00,000 Equity Shares of Face Value of Re. 1/- each to Rs. 15,00,00,000/- divided into 15,00,00,000 Equity shares of Face Value of Re. 1/- each by addition of 9,00,00,000 Equity Shares of Face Value of Re. 1/- each and altered Capital Clause of Memorandum of Association and had not altered its Articles of Association during the year under review;

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

Place: Ahmedabad

Signature:

Date: 25/10/2024



**JITENDRA PRAVINBHAI LEEYA**  
Practicing Company Secretary  
ACS/FCS No.: A31232  
C P No.: 14503  
P R No.: 2089/2022  
UDIN: A031232F001747298

**CLARIFICATION OF POINTS IN FORM MGT-7**

**POINT NO. III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES  
(INCLUDING JOINT VENTURES)**

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>CIN / FCRN</b>	<b>Holding/ Subsidiary/Associate/ Joint Venture</b>	<b>% of Shares held</b>
1	AppiZap LLC FZ		Associate of the Wholly Owned Subsidiary	50.00

**MEETINGS OTHER THAN COMMITTEE MEETING**

<b>Sr. No.</b>	<b>Type of Meeting</b>	<b>Date of Meeting</b>	<b>Total Number of Members as on date of the meeting</b>	<b>Attendance</b>	
				<b>Number of Members attended</b>	<b>% of Attendance</b>
1.	Independent Directors Meeting	22/11/2023	04	04	100
2.	Securities Allotment Committee	29/02/2024	03	03	100
3.	Complaints Committee for Redressal of Sexual Harassment Meeting	03/11/2023	04	04	100

**POINT NO.VI. (a) TOTAL NO. OF SHAREHOLDERS (PROMOTERS) - Promoters include Promoter Group.**

**POINT NO. VI (b) (6) - SHARE HOLDING PATTERN - Public / Other than promoters - Foreign Institutional Investors**

Category "Foreign Institutional Investors" includes shares held by institutions under the category "Foreign Portfolio Investors".