

NOTICE OF THE ANNUAL GENERAL MEETING

To,

**The Members of the Company,
The Board of Directors of the Company,
The Statutory Auditors of the Company,
The Secretarial Auditors of the Company**

Shorter Notice is hereby given that the 11th Annual General Meeting (AGM) of the Company will be held on **Thursday, July 28, 2022 at 9.00 AM (IST)** virtually at Aerospace SEZ Sector, Plot Nos.29,30 and 107, Hitech Defence and Aerospace Park, Kavadasanahalli, Bengaluru Rural - 562110, Karnataka, India to consider and transact the following business:

Note: If attending through audio and video conferencing ("VC"), it would be in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 2020, General Circular No.39/2020 dated December 31, 2020, General Circular No.02/2021 dated January 03, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013 ("Act").

ORDINARY BUSINESS:

Item 1: To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ending 31.03.2022, together with the reports of the Board and Auditors thereon be and are hereby received, considered, and adopted."

"RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby authorized to certify and file e-forms with Registrar of Companies and to do all such acts, deeds, and things as may be required to give effect to this resolution."

Item 2: Re-appointment of Mr. Neal Jeremy Castleman (DIN: 05159412) as director retiring by rotation.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Neal Jeremy Castleman (DIN: 05159412), who retires from the Board in accordance with Section 152 (6) of the Companies Act 2013 read with Articles of Association of the Company, be and is hereby elected and reappointed as director of the company whose period of office will be liable to retire by rotation;

“RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby authorized to certify and file e-forms with Registrar of Companies and to do all such acts, deeds, and things as may be required to give effect to this resolution.”

Item 3: Appointment of M/s NBS & Co. [FRN No. 110100W] Chartered Accountants, as the Statutory Auditors of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to appoint M/s NBS & Co. [FRN No. 110100W] Chartered Accountants as Statutory Auditors of the Company for a first term of five consecutive years, to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 16th AGM to be held in the year 2027, at a remuneration to be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Auditors.”

“RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby authorized to certify and file e-forms with Registrar of Companies and to do all such acts, deeds, and things as may be required to give effect to this resolution.”

**By order of the Board of Directors
For DCX Systems Limited**

**Sd/-
(Nagaraj R Dhavaskar)**

**Company Secretary, Legal and Compliance Officer
M. No. 53230**

**Place: Bengaluru
Date: 22.07.2022**

Registered Office Address:

Aerospace SEZ Sector, Plot Nos.29,30 and 107,
Hitech Defence and aerospace Park, Kavadasanahalli,
Bengaluru Rural 562110, Karnataka, India.

Notes: -

1. *The members shall note with reference to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular no. 20/2020 dated May 05, 2020, General Circular No.39/2020 dated December 31, 2020, General Circular No.02/2021 dated January 03, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") issued by Ministry of Corporate Affairs ("MCA") for allowing the companies to conduct the General Meetings through video conferencing or other audio-visual means ("OAVM") thus, this meeting shall also be called through video conferencing in addition to physical mode.*
2. *Video conferencing meeting shall allow two-way teleconferencing for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the email to cs@dcxindia.com.*
3. *The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.*
4. *The facility of appointment of proxies by the members shall not be provided under this facility as meeting can be attended through video conferencing mode.*
5. *All the documents referred to in the notice shall be shared for inspection by the members on receipt of the request from the members on their registered e-mail id with the company as the meeting is called through video conferencing.*
6. *As per the provisions under the MCA Circulars, Members attending the 11th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*
7. *The voting on the matters shall be done through show of hands, so all are requested to keep their videos on to count the votes for passing the resolution.*
8. *Attendance of shareholders attending the meeting through video conferencing shall be counted for the reckoning the quorum.*
9. *The shareholders are requested to confirm their presence to the Annual General Meeting and send any queries on connecting to the OAVM or any other issue relating to meeting on cs@dcxindia.com.*

10. *Members requested to notify to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India immediately, of any change in their Postal Address, Email ID and Phone Number*
11. *Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting*
12. *The record date for ascertaining the members of the Company is Friday, July 15, 2022.*
13. *The following documents will be available for inspection by the Members electronically during the 11th AGM. Members seeking to inspect such documents can send an email to cs@dcxindia.com.*
 - a) *Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.*
 - b) *All such documents referred to in this Notice.*
- 15 *Members may also note that the Notice of the 11th AGM will be available on the Company's website, <https://dcxindia.com/investors/>.*

The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
- 16 *Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days i.e. Monday to Friday between 10.00 a.m. to 5.00 p.m. up to the day of Annual General Meeting.*
- 17 *Video Conferencing link for 11th AGM is as below*
https://teams.microsoft.com/#/conversations/19:meeting_MDBIZDUxMmUtYTUyZS00MTFhLWlyYWWEtYzRiMGM2ZTE4MGI3@thread.v2?ctx=chat.
Alternatively, to Login to Microsoft Teams Application with below credentials
Meeting ID : 479 397 450 753
Passcode : JTCZL8
- 18 *Notice of AGM has been issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and that the consent for "Shorter Notice" has already been received by the Company from not less than ninety-five per cent. of the members entitled to vote thereat.*

ANNEXURE-A

Brief profile of Director seeking re-appointment at the 11th Annual General Meeting to be held on July 28, 2022.

Neal Jeremy Castleman, is the Non-Independent and Non-executive Director of our Company. He has been the Director of our Company since March 14, 2012. He holds a Bachelor of Science degree– Chemistry from the University of Southern California. He has over four decades of experience in the electronics manufacturing sector. He has been working with DCX-CHOL Enterprises, Inc as a director (president and chief-executive officer) since 1997.

ROUTE MAP TO THE VENUE OF THE AGM

