



An AS 9100D

Certified

**Regd. Office:** Aerospace SEZ Sector, Plot Nos. 29,30 and 107,  
Hitech Defence and Aerospace Park, Kavadasanahalli,  
Bengaluru Rural – 562110, Karnataka, India

**DCX SYSTEMS LIMITED**

**CIN: U31908KA2011PLC061686**

*(Formerly known as DCX Cable Assemblies Pvt Ltd)*

**email:**[cs@dcxindia.com](mailto:cs@dcxindia.com)

**Tel:** 080-67119555

**web:**[www.dcxindia.com](http://www.dcxindia.com)

**EXTRACT OF THE MINUTES OF THE MEETING OF IPO COMMITTEE OF DCX SYSTEMS LIMITED HELD ON WEDNESDAY, OCTOBER 19, 2022, AT THE REGISTERED OFFICE OF THE COMPANY AT AEROSPACE SEZ SECTOR, PLOT NOS. 29,30 AND 107, HITECH DEFENCE AND AEROSPACE PARK, KAVADASANAHALLI, BENGALURU RURAL – 562110, KARNATAKA, INDIA**

**APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY**

It was noted that the Company, in response to the draft red herring prospectus dated April 5, 2022, (the “DRHP”) filed by the Company with the Securities and Exchange Board of India (the “SEBI”), has received the final observation letter bearing reference no. SEBI/SRO/SG/JP/OW/P/2022/27490/1 dated July 05, 2022 from the SEBI, which contained its observations and request for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, Karnataka at Bangalore (the “RoC”), SEBI, BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”). Subsequently, the Company filed an Updated Draft Red Herring Prospectus (“UDRHP 1”) with SEBI on September 21, 2022 and received the approval of SEBI pursuant to its letter dated September 29, 2022. Pursuant to the change in the offer size from existing limit of up to ₹ 7,476.00 million to ₹ 6,000.00 million, as disclosed in the UDRHP 1, the Company filed a revised updated draft herring prospectus (“UDRHP 2”) with SEBI on October 09, 2022 and received the approval of SEBI pursuant to its letter dated October 09, 2022. Further, pursuant to the change in the offer sized from the existing limit of up to ₹ 6,000.00 million as disclosed in the UDRHP 2 to ₹ 5,000 million, the Company filed a revised updated draft herring prospectus (“UDRHP 3”) with SEBI on October 17, 2022 and received the approval of SEBI pursuant to its letter dated October 18, 2022. The Chairman placed before the committee the draft of the red herring prospectus of the Company to be filed with the RoC for their approval.

The Committee considered the matter with the permission of the Chairman and all the Members present at the meeting and passed the following resolution unanimously:

“RESOLVED THAT in furtherance of the resolution of the IPO Committee dated October 17, 2022 approving filing of revised updated draft herring prospectus (“UDRHP 3”), October 08, 2022 approving filing of the Updated Draft Red Herring Prospectus (“UDRHP 2”) and September 21, 2022 approving filing of the Updated Draft Red Herring Prospectus (“UDRHP 1”), the in-principle approval received from BSE Limited and National Stock Exchange of India Limited each dated May 23, 2022, subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, and the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended the Securities Contracts (Regulations) Rules, 1957, as amended and any other regulations issued by the SEBI, the red herring prospectus dated October 19, 2022 (the “RHP”), in respect of the initial public offer of equity shares of face value of ₹2 each (“Equity Shares”) of the Company comprising of a Fresh Issue aggregating up to ₹4,000 million (“Fresh Issue”) and an offer for sale of such Equity Shares by the Selling Shareholder(s) aggregating up to ₹1,000 million (the “Offer for Sale”) by the Selling Shareholder(s) (as defined in the Red Herring Prospectus) (collectively, the “Offer”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer (“BRLMs”), within the price band to be decided by the Company in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby taken on record and approved for filing with the RoC, the SEBI, the Stock Exchanges and such other authorities or persons as may be required.”





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“RESOLVED FURTHER THAT IPO Committee members be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to file the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.”

“RESOLVED FURTHER THAT Dr. Raghavendra Rao Hosakote Shamarao - Chairman and Managing Director, Mr. Sankarakrishnan Ramalingam - Whole Time Director , Mr. Ranga K.S - Chief Financial Officer and Mr. Nagaraj R Dhavaskar -Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to sign the RHP for and on behalf of the Company.”

“RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.”

“RESOLVED FURTHER THAT, Dr. Raghavendra Rao Hosakote Shamarao - Chairman and Managing Director, Mr. Sankarakrishnan Ramalingam - Whole Time Director , Mr. Ranga K.S - Chief Financial Officer and Mr. Nagaraj R Dhavaskar -Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the BRLMs appointed in this respect.”

“RESOLVED FURTHER THAT, all monies received out of the Offer (as defined in the Red Herring Prospectus) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT a copy of the above resolutions, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action.”

//CERTIFIED TRUE COPY//  
FOR DCX Systems Limited

**NAGARAJ R DHAVASKAR**  
**COMPANY SECRETARY, LEGAL**  
**AND COMPLIANCE OFFICER**  
**M. NO: A53230**

