

NOTICE

Notice is hereby given that the **12th (Twelfth)** Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, September 25, 2023, at 4:00 P.M. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

- 1: To Consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon:**

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

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company, reports of the Board and Auditor’s thereon be and are hereby, considered and adopted.”

- 2: Appointment of Mr. Neal Jeremy Castleman (DIN: 05159412) as a Non-Executive, Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment:**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Neal Jeremy Castleman (DIN:05159412) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Non-Executive, Non-Independent Director of the Company, who is liable to retire by rotation.”

SPECIAL BUSINESS:

- 3: Appointment of Mr. Krishnabagawan Srinivasa Ranga (DIN:02386255) as a Director 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 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishnabagawan Srinivasa Ranga (DIN:02386255), who, pursuant to the

Provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, was appointed as an Additional Director with effect from 01st September, 2023 and who holds the office upto the date of forthcoming Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 4: Appointment of Mr. Krishnabagawan Srinivasa Ranga (DIN:02386255) as a Whole-Time Director of the Company and approval of payment of remuneration:**

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

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and subject to the limits of remuneration as provided in Schedule V of the Companies Act, 2013 and such other approvals, as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Krishnabagawan Srinivasa Ranga (DIN:02386255), as the Whole-Time Director of the Company, for a period of 5 (Five) years w.e.f. 1st September, 2023.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors, be and are hereby authorised to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Krishnabagawan Srinivasa Ranga in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law upon the terms and conditions set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary,

proper, expedient, incidental or desirable to give effect to this Resolution.”

5: Approval for continuation of Directorship of Mr. Neal Jeremy Castleman (DIN: 05159412), Non-Executive, Non-Independent Director of the Company after attaining the age of 75 years:

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and applicable provisions of the Companies Act, 2013, if any, read with relevant rules made therein under, consent of the Members of the Company be and is hereby accorded for Mr. Neal Jeremy Castleman (DIN:05159412), Non-Executive, Non-Independent Director of the Company, who will attain the age of 75 years on April 01, 2024, to continue and to hold his office of Non-Executive, Non-Independent Director of the Company, after attaining the age of 75 years.

RESOLVED FURTHER THAT any of the Director and/ or the Company Secretary of the Company be and are hereby jointly / severally authorized to file necessary e-forms and all other necessary information with Registrar of Companies, along with filing of other necessary documents with various other regulatory authorities, as may be required, and issue certified true copies and to do all acts, deeds and things as may be required to give effect to the above resolution.”

6: Approval for levy of charges for serving of any document to the members of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to the Board of Directors of the Company and/or any of the duly constituted Committee of the Board of Directors to charge from the Member such fees equivalent to the estimated actual expenses of delivery of the documents to members through a particular mode requested by such member.

RESOLVED FURTHER THAT such requests by Members along with requisite estimated fees shall be duly received by the Company in advance of dispatch of documents by the Company to the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors and Company Secretary of the Company be and is hereby severally

authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the foregoing resolution.”

By order of the Board of Directors
For DCX Systems Limited

Sd/-

Nagaraj R Dhavaskar

Company Secretary, Legal and Compliance Officer
M. No.: F12530

Place: Bengaluru

Date: August 29, 2023

Registered Office:

Aerospace SEZ Sector, Plot Nos.29,30 and 107,
Hitech Defence and Aerospace Park,
Kavadadasanahalli, Bengaluru Rural 562110, India
CIN: L31908KA2011PLC061686
Tel: 91 80 67119555
Email ID: cs@dcxindia.com
Web: www.dcxindia.com

NOTES:

1. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning resolutions vide item No. 3 to 6 in the Notice of this 12th Annual General Meeting is annexed hereto and forms integral part of this Notice.
2. The information required to be provided as per section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are furnished in the explanatory statement which is annexed hereto.
3. Statement giving details of the Directors seeking appointment and re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").
4. Pursuant to General Circular No. 10/ 2022 and General Circular No. 11/ 2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the 'MCA') and Circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023 issued by Securities Exchange Board of India ('SEBI'), (hereinafter collectively referred as 'Circulars'), companies are allowed to conduct General Meetings through Video Conference ('VC') or Other Audio-Visual Means ('OAVM'), subject to compliance of various conditions mentioned therein. In compliance

with the above, AGM of the Company is being held through VC/ OAVM.

5. The Company has appointed M/s. Link Intime India Pvt Ltd, Registrars and Transfer Agents ('Link Intime' or 'RTA'), to provide VC/OAVM facility for the AGM.
6. Proceedings of the AGM will be web-casted live for all the Members as on the cut-off date i.e., 18th September, 2023 Members may visit <https://instameet.linkintime.co.in> and login through existing user id and password to watch the live proceedings of the AGM. Facility for joining the AGM shall be open 30 minutes before the scheduled time for commencement of AGM and shall be closed 30 minutes after such scheduled time.

7. In view of AGM being held by VC/OVAM:

- a) physical attendance of Members has been dispensed with;
- b) the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice; Corporate Members are required to access the link <https://instameet.linkintime.co.in> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
- c) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act; and
- d) route map for the location of the meeting is also not provided.

8. In case of joint holders attending the AGM, Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.

9. Inspection of Documents:

All the documents referred in the Notice will be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to cs@dcxindia.com.

In addition, following documents shall also be available for inspection electronically:

The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013.

Members seeking to inspect such documents can send an e-mail to cs@dcxindia.com

10. In line with the Circulars, an electronic copy of the Annual Report and AGM Notice is being sent to all the Members holding shares in dematerialised form and whose e-mail

addresses are available with the Depository Participants ('DPs') for communication purposes.

The Annual Report is also available on the Company's Website <https://dcxindia.com/investors/annual-report-and-annual-return>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as well as the website of RTA at <https://instameet.linkintime.co.in>

11. The Company is availing the services of M/s. Link Intime India Pvt Ltd for facilitating e-voting i.e., remote e-voting and e-voting at the AGM. The instructions for e-voting are given herein below:

- a) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.
- b) Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- c) The remote e-voting period commences on Thursday, September 21, 2023 from 9.00 a.m. and ends on Sunday, September 24, 2023 at 5.00 p.m. During this period, the Members of the Company holding shares in dematerialized form, as on the cut-off date being Monday, September 18, 2023 may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- e) Any non- individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@linkintime.co.in However, if he/she is already registered with Linkin Time for remote

e-voting then he/she can use his/her existing User ID and password for casting the vote.

- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- g) The details of the process and manner for remote e-voting and AGM are explained herein below:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit 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'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. 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.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/

participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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.

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

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select «Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal

computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL:

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
 - A. User ID:
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. 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.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in NSDL form, shall provide 'D' above

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 : 022 - 4886 7000 and 022 - 2499 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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character

(@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

12. The Company has appointed CS Pramod S, Company Secretary in Practice, (Membership No. A36020, C.P. No. 13335)), who in the opinion of the Board is a duly qualified person, as Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman or a person authorised by him after the completion of scrutiny of the e-voting (votes cast through remote e-voting and votes cast during the AGM). Results of the meeting along with the Scrutinizer Report shall be submitted by the Company within two days of conclusion of the AGM and the same shall be placed on the website of the Company i.e., www.dcxindia.com

13. OTHER INSTRUCTIONS

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. 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.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

- a) **Speaker Registration:** Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@dcxindia.com. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Person who wishes to register as a speaker need to send an email to company from Monday September 18, 2023 and the registration as speaker closes on Thursday September 21, 2023, post-closing of registration any request would not be considered as a speaker. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- b) **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by sending email on cs@dcxindia.com.

- c) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the help section of [<https://instavote.linkintime.co.in/>] or contact [evoting Helpdesk at 22 49186000 - 2505] for any further clarifications.

Members whose names appear in the Register of Members/ list of Beneficial Owners as on 18th September being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- d) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may refer the instructions and obtain the User ID and Password -for remote evoting/ Joining the meeting.

Members who may require any technical assistance or support before or during the AGM are requested to contact [evoting Helpdesk at 22 49186000 - 2505]- or write to them at [enotices@linkintime.co.in]

INFORMATION AT A GLANCE - KEY DETAILS FOR THE MEETING

Particulars	Details
Day, Date and time of the AGM	Monday, September 25, 2023 at 4.00 P.M.
Mode	Video Conference and other audio-visual means
Link for live webcast of the AGM and for participation through Video Conferencing	https://instameet.linkintime.co.in/
Link for remote e-voting	https://instavote.linkintime.co.in
Cut-off date for e-voting	18.09.2023
E-voting start date and time	21.09.2023
E-voting end date and time	24.09.2023
Name, address and contact details of Registrar and Share Transfer Agent and e-voting service provider	Link Intime India Private Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board") at its meeting held on 18th August, 2023, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Krishnabhagawan Srinivasa Ranga (DIN:02386255) as an Additional Director with effect from 01st September, 2023, subject to approval of the shareholders of the Company.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mr. Krishnabhagawan Srinivasa Ranga being an Additional Director, holds office up to the date of the 12th Annual General Meeting ("AGM"). The Company has received a notice in writing from a Member of the Company under Section 160 of the Act proposing the candidature of Mr. Krishnabhagawan Srinivasa Ranga for the office of a Director of the Company.

Mr. Krishnabhagawan Srinivasa Ranga satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The appointment and payment of remuneration to Mr. Krishnabhagawan Srinivasa Ranga shall be guided by the provisions of the Companies Act, 2013, on such emoluments as outlined below:

Emoluments:

Subject to the overall limits as prescribed in Schedule V of the Companies Act, 2013.

- a) **Basic and DA:** ₹ 2,01,520/- (Rupees Two Lakhs One Thousand Five Hundred and Twenty Only) per month.
The increase in remuneration if any, will be made after being approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.
 - b) **HRA:** ₹ 1,12,998/- (Rupees One Lakh Twelve Thousand Nine Hundred Ninety-Eight Only)
 - ii. **Other Allowances:** ₹ 1,49,333/- (Rupees One Lakh Forty-Nine Thousand Three Hundred Thirty Three Only)
 - iii. **Medical Reimbursement:** ₹ 3.00 Lakh (Rupees Three Lakh Only) per annum as for self through Medical Insurance Card.
 - iv. **Leave Travel Allowance:** ₹ 31,967/- (Rupees Thirty-One Thousand Nine Hundred Sixty Seven Only)
 - vi. **Encashment of the leave:** At the end of the tenure of office in accordance with the Company's rules.
 - viii. **Bonus:** As per the Company's rules.
 - ix. **Provident Fund:** Company's contribution towards Provident Fund as per Rules of the Company, but not exceeding 12% of the Salary or such percentage as required under the statute.
 - xii. **Gratuity:** Not exceeding one-half month's salary for each completed year of service, subject to a maximum limit as prescribed under Schedule V to the Companies Act, 2013.
- Notwithstanding the profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

A brief profile of Mr. Krishnabhagawan Srinivasa Ranga is given in the particulars of Directors under the AGM Notice.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

The Board recommends the resolution set out at Item No. 3 and 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

Save and except, Mr. Krishnabhagawan Srinivasa Ranga and his relatives, none of the other Directors / Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Mr. Neal Jeremy Castleman (DIN:05159412), Non-Executive Non-Independent Director of the Company, will be attaining the age of 75 years on April 01, 2024. Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements), 2015 insists for members approval by way of Special Resolution to continue the directorship of any person as a Non-Executive Non-Independent director who has attained the age of seventy-five years. In view of the said provisions, consent of the Members is required by way of a Special Resolution for the continuation of Mr. Neal Jeremy Castleman (DIN:05159412) as a Non-Executive Non-Independent Director of the Company.

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

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, has recommended and approved continuation of office by Mr. Neal Jeremy Castleman as a Non-Executive, Non-Independent Director of the Company after attaining the age of 75 years as on April 01,2024.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice for approval and continuation of directorship of Mr. Neal Jeremy Castleman (DIN:05159412), as Non-Executive Non-Independent Director of the Company after attaining the age of 75 years.

Except Mr. Neal Jeremy Castleman, including his relatives only to the extent of their shareholding, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

As per the provisions of Section 20(2) of the Companies Act, 2013, a Member may request to the Company for any document through a particular mode, for which the Member shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, its weight and its destination, etc., it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the Member to the Company.

Since provisions of the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, The Board recommends the resolution set out at Item No. 6 of the Notice for approval by the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

DETAILS OF MR. KRISHNABHAGAWAN SRINIVASA RANGA (DIN:02386255) WHOLE TIME DIRECTOR, SEEKING APPOINTMENT AT THE 12TH ANNUAL GENERAL MEETING, PURSUANT TO REGULATION 36 (3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director	Mr. KRISHNABHAGAWAN SRINIVASA RANGA
DIN	02386255
Designation	Whole-Time Director
Date of Birth	February 17, 1968
Age	55 Years
Date of first appointment on the Board	01.09.2023
Qualifications	Bachelor of science degree from the University of Bangalore as well as Chartered Accountant from Institute of Chartered Accountants of India.
Experience and Expertise	Chartered Accountant with 25 years of post-qualification experience. Proven capabilities in financial reporting, project finance both short term and long term, production planning and control, statutory compliance, tax planning, budgeting, raising capital from PE's and public, Handled working capital limits of ₹ 1500 crores and above, proficiency in implementing systems, procedures in finance and accounts, liaison with auditors, bankers and investors community,
Details of remuneration last drawn	₹ 5,20,000/- P.M. (CTC) as on July 2023
Remuneration proposed to be paid	₹ 5,20,000/- P.M. (CTC)
Terms and Conditions of appointment	As mentioned in the resolution in Item No.3 & 4 of Notice
Shareholding in the Company	75,000 equity shares of ₹ 2/- each
Relationship with other Directors / Key Managerial Personnel	None
Directorships in other Companies	Raneal Advanced Systems Private Limited
Membership of Committees/ Chairmanship in other Companies	None
Resigned to the Listed entities in the past three years	None
Number of Board meetings attended during the year	None

DETAILS OF MR. NEAL JEREMY CASTLEMAN (DIN: 05159412) NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR, SEEKING RE-APPOINTMENT BY WAY OF LIABLE TO RETIRE BY ROTATION AT THE 12TH AGM, PURSUANT TO REGULATION 36 (3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND SEEKING APPOINTMENT AS A DIRECTOR OF THE COMPANY AFTER ATTAINING THE AGE OF 75 YEARS PURSUANT TO REGULATION 17 (1A) OF SEBI (LODR) REGULATIONS, 2015:

Name of the Director	Mr. Neal Jeremy Castleman
DIN	05159412
Designation	Non-Executive Non-Independent Director
Date of Birth	01-04-1949
Age	74 Years
Date of first appointment on the Board	14-03-2012
Qualifications	Graduated in Chemical Engineering from the University of Southern California in the year 1971
Experience and Expertise	He holds a Bachelor of Science degree in chemistry from the University of Southern California. He has over two decades of experience in the electronics manufacturing sector. He has been working with DCX-CHOL Enterprises, Inc as a director (president) since 1997.
Details of remuneration last drawn	Not applicable
Remuneration proposed to be paid	NIL
Terms and Conditions of appointment	As mentioned in the resolution in Item No.5 of Notice
Shareholding in the Company	Ncbg Holdings Inc is the Promoter shareholder of the Company holding 3,18,84,542 shares, constituting 32.96% on the paid-up share capital of the Company and Mr. Neal Jeremy Castleman is a Significant Beneficial Owner holding 50% stake in Ncbg Holdings Inc.
Relationship with other Directors / Key Managerial Personnel	NIL
Directorships in other companies	NIL
Membership of Committees/ Chairmanship in other Companies	NIL
Resigned to the Listed entities in the past three years	NIL
Number of Board meetings attended during the year	The details of his attendance are given in the Corporate Governance Report, which forms part of this Annual Report.