



**An AS 9100D Certified**

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

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

**Tel:** 080-67119555

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

## **POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies  
(Management and Administration) Rules, 2014]**

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) as amended, Secretarial Standard-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “Listing Regulations”**), guidelines prescribed by the Ministry of Corporate Affairs (**the “MCA”**), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (**the “MCA Circulars”**) and any other applicable laws and regulations, the special resolution set out below is proposed to be passed by the Members of DCX Systems Limited (**the “Company”**) through postal ballot (**the “Postal Ballot”**) by way of voting through electronic means (**“e- voting”**) only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with this Notice.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of your Company has appointed Mr. Pramod. S (ACS No. 36020, CoP No. 13335), Practicing Company Secretary, as the scrutinizer (**“Scrutinizer”**) to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Company is sending Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (**“RTA”**) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, March 29, 2024 (**“cut-off date”**).

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is offering facility of e-voting to all the Members to enable them to cast their votes electronically, in lieu of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.



**DCX SYSTEMS LIMITED**  
**CIN: L31908KA2011PLC061686**

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

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The Company has engaged the services of Link Intime India Private Limited for providing remote e-Voting facility to all its members. The Members holding the shares in Demat are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Thursday April 04, 2024 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Friday May 03, 2024 (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Friday May 03, 2024.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot through e-voting shall be declared by the Chairman or any person authorized by him on or before Tuesday May 07, 2024. The said results would be intimated to the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), where the shares of the Company are listed and will also be uploaded on the Company’s website <https://www.dcxindia.com/> and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. The Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-Voting i.e. Friday May 03, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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

Gurumurthy Hegde  
M.No: A24285  
Company Secretary, Legal and  
Compliance Officer

Date: 03.04.2024  
Place: Bengaluru



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**CIN: L31908KA2011PLC061686**

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## **Item No. 1**

### **ALTERATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO) FOR WHICH AMOUNT WAS RAISED:**

**To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 27, read with Section 13(8) of the Companies Act, 2013 and read with the Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re- enactments thereof) and other applicable provisions of Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded for alteration of the utilization of proceeds from the Company’s initial public offer (“IPO Proceeds”) and variation of the objects of the Company’s initial public offer from the details set out in the section “*Objects of the Offer*” of the Company’s prospectus dated November 04, 2022 (the ‘Prospectus’) in the manner set out in the explanatory statement annexed to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions.”

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

Gurumurthy Hegde  
M.No: A24285  
Company Secretary, Legal and  
Compliance Officer

Date: 03.04.2024

Place: Bengaluru



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## **NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 to as set out above is annexed hereto and forms part of this Notice.
2. In terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (the “**MCA Circulars**”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday March 29, 2024. Members may note that this Notice will also be available on the Company’s website, [www.dcxindia.com](http://www.dcxindia.com), on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and Stock Exchanges’ website [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“**SEBI Master Circular**”), the Company is pleased to provide voting facility by electronic means (“**e-voting**”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Private Limited (“Link Intime”) to provide e-voting facility to its Members.
5. The e-voting period commences on Thursday April 04, 2024, from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Friday May 03, 2024. During this period, Members holding shares in dematerialized form, as on Friday March 29, 2024; i.e., cut-off date, may cast their vote electronically.



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6. The e-voting module shall be disabled by Link Intime for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. Friday May 03, 2024.
9. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the Postal Ballot notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, Link Intime India Private Limited, by clicking the link: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html). Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
11. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



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**OR**

**User who has not registered for NSDL 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) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- 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 sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.





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**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit **URL:**  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the 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. Visit URL: <https://instavote.linkintime.co.in>



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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.





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## **Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/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 at Sr.No. 2 above). 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](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.



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- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote voting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto: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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000



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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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### **Forgot Password:**

#### **Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form 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 a minimum of 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 User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

#### **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat 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 ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.*



**DCX SYSTEMS LIMITED**  
**CIN: L31908KA2011PLC061686**

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

**An AS 9100D Certified**

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**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”.



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### **EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Companies Act, 2013 (“Act”)]

The following Explanatory Statement sets out all material facts relating to alteration in the objects of the Initial Public Offer (IPO) for which amount was raised as mentioned in the accompanying Notice.

**Resolution 1:** Alteration in the objects of the Initial Public Offer (IPO) for which amount was raised.

The Company had undertaken an initial public offer in the calendar year 2022 which consisted of a fresh issue of equity shares by the Company amounting up to ₹4,000.00 million (“Fresh Issue”) and a sale of equity shares by certain existing shareholders of the Company, amounting up to ₹1,000.00 million (“Offer for Sale”, and together with the Fresh Issue, the “Issue”). The net proceeds received by the Company from the Fresh Issue component of the Issue after deduction of Issue related expenses was ₹3,730.29 million (hereinafter referred to as “IPO Proceeds”).

The Company had set out the following items as the objects towards which the IPO Proceeds would be utilised in the section “*Objects of the Offer*” in the draft red herring prospectus, red herring prospectus and prospectus (collectively, the “Issue Documents”) prepared in connection with the Issue:

1. Repayment/prepayment, in full or part, of certain borrowings availed of by the Company;
2. Funding working capital requirements of the Company;
3. Investment in the Company’s wholly owned subsidiary, Raneal Advanced Systems Private Limited, to fund its capital expenditure expenses; and
4. General corporate purposes (collectively, referred to herein as the “Objects”).

The Company now intends to alter the object of investment in the wholly owned subsidiary, Raneal Advanced Systems Private Limited to fund repayment of outstanding term loan availed by it instead of funding its capital expenditure expenses as well as alter the proposed utilisation of the IPO Proceeds from the details set out in the section “*Objects of the Offer*” in the Issue Documents in the following manner:



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Details as per the prospectus dated November 4, 2022 (“Prospectus”):

(₹ in millions)

<i>Sr. No.</i>	<i>Objects</i>	<i>IPO Proceeds</i>
1.	Repayment/Prepayment in full or part of certain borrowings availed by the Company	1,100.00
2.	Funding working capital requirements of the Company	1,600.00
3.	Investment in our wholly owned subsidiary, Raneal Advanced Systems Private Limited, to fund its capital expenditure expenses	448.83
4.	General corporate purposes	581.46
	<b>Total</b>	<b>3,730.29</b>

Proposed revised utilisation of the IPO Proceeds:

(₹ in millions)

<i>Sr. No.</i>	<i>Objects</i>	<i>IPO Proceeds</i>
1.	Repayment/Prepayment in full or part of certain borrowings availed by the Company	1,100.00
2.	Funding working capital requirements of the Company	1,600.00
3.	Investment in wholly owned subsidiary, Raneal Advanced Systems Private Limited, to fund the repayment of the term loan availed by it	198.00
4.	General corporate purposes	832.29
	<b>Total</b>	<b>3,730.29</b>

Further, the relevant and material information as per Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:

*(i) Details of the original purpose or objects of the Issue; (ii) The total money raised towards the original objects of the Issue; (iii) The total money utilised for the original objects of the Issue; (iv) The extent of achievement of the original objects of the Issue; (v) The total unutilised amount out of the money allocated towards the original objects of the Issue:*

(₹ in millions)

<i>Sr. No.</i>	<i>Objects as stated in prospectus</i>	<i>IPO Proceeds</i>	<i>the money utilised for the objects of the company stated in the prospectus</i>	<i>the unutilised amount out of the money so raised through prospectus</i>	<i>% the extent of achievement of proposed objects</i>
1.	Repayment/Prepayment in full or part of certain borrowings availed by the company	1,100.00	1,100.00	0	100%





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2.	Funding working capital requirements of the Company	1,600.00	1,600.00	0	100%
3.	Investment in our wholly owned subsidiary, Raneal Advanced Systems Private Limited, to fund its capital expenditure expenses	448.83	0	448.83	0
4.	General corporate purposes (GCP)	581.46	56.38	525.08	9.70%
5	Issue Expenses	269.71	269.71		100%
	<b>Total</b>	<b>4,000.00</b>	<b>3,026.09</b>	<b>973.91</b>	<b>75.65%</b>

*(vi) The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued:*

As disclosed in the Issue Documents, the Company had originally proposed to utilise ₹448.83 million out of the IPO Proceeds towards funding the capital expenditure of the Company’s wholly owned subsidiary, Raneal Advanced Systems Private Limited (“RASPL”) for the purpose of setting up a manufacturing facility at plot no. 177 and 178 in SEZ Aerospace Park, Devanahalli, Bengaluru, for EMS (“EMS Facility”).

**Our Company is now proposing to change the above object and proposes to utilise the amount of ₹448.83 million in the following manner:**

- (i) an amount of ₹198.00 million out of ₹448.83 million is proposed to be utilised towards funding the repayment of the outstanding term loan availed by RASPL from HDFC Bank Limited.**
- (ii) an amount of ₹250.83 million out of ₹448.83 million is proposed to be utilised towards general corporate purposes as stated in the Issue Documents.**

*(vii) the reason and justification for seeking variation in the objects of the Issue:*

The Company had originally proposed to utilise the IPO Proceeds to invest in its wholly owned subsidiary RASPL in order to set up the EMS Facility. However, during the course of the IPO process, the Company utilised its own funds to invest in RASPL and RASPL obtained a long - term loan from HDFC Bank Limited for setting up a separate facility for EMS (“New EMS Facility”).

The commencement of operations at the New EMS Facility was intimated to BSE and NSE each on September 25, 2023, respectively.

The Company is of the opinion that the capacity already available in the New EMS Facility is sufficient to cater the projected demands of the Company and RASPL’s customers for a considerable period of time.



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Due to the aforementioned reasons, and to ensure optimum utilisation of the balance IPO Proceeds currently available to the Company, the Company proposes to alter the object of the Issue set out above to:

- (i) Using an amount of ₹198.00 million towards funding the repayment of the outstanding term loan availed by RASPL from HDFC Bank Limited; and
- (ii) Increasing the amount allocated towards general corporate purposes by ₹250.83 million, resulting in the total amount allocated towards general corporate purpose being ₹832.29 million. The total amount thus allocated towards general corporate purpose does not exceed 25% of the gross proceeds from the Issue.

Repayment of outstanding term loan availed by wholly owned subsidiary (RASPL) of the Company.

As explained above, during the course of the IPO process, the Company utilised its own funds to invest in RASPL and RASPL obtained a long term loan from HDFC Bank Limited for setting up the New EMS Facility, which, in the opinion of the Company has sufficient capacity to cater to the projected demands of the Company and RASPL's customers for a considerable period of time. Therefore, in order to reduce the finance cost of the term loan availed by RASPL to fund the New EMS Facility, the Company is now proposing to invest in RASPL to fund the repayment of the said term loan availed by RASPL.

We believe that such repayment and/or pre-payment will help reduce our outstanding indebtedness, reduce debt servicing costs, improve our debt-to-equity ratio and enable the utilisation of our accruals for further investment in our future business growth and expansion plans.

The Company thus proposes to utilise an amount of ₹198.00 million towards investing in RASPL which will be used for funding the repayment of the outstanding term loan availed by RASPL.

The form of infusion of such amount by the Company, allocated for this object will be by way of equity investments, in accordance with the applicable laws.

Utilization towards general corporate purpose

The Company also proposes to utilise the remaining amount of ₹250.83 million towards general corporate purposes, as set out in the Issue Documents. These include, without limitation, meeting ongoing general corporate purposes or contingencies, strengthening marketing capabilities and brand building exercises, enhancing our technology related infrastructure, meeting working capital requirement of our Company, strategic initiatives and acquisition and/or funding any shortfall in any of the revised objects of the Issue as set out in this explanatory statement. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. In addition to the above, our Company may utilise the funds



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allocated towards general corporate purpose towards other activities considered expedient and as approved periodically by our Board, subject to compliance with necessary provisions of the Companies Act, 2013.

The total amount proposed to be utilized towards general corporate purpose (including the amount already allocated to such purpose in the Prospectus) shall not exceed 25 percent of the gross proceeds from the Issue.

(viii) the proposed time limit within which the proposed varied objects would be achieved;

The funds for the new objects will be utilised as per the following schedule of deployment:

(₹ in millions)

Sr. No.	New objects	Proceeds allocated from the original amount of ₹448.83 million	Estimated Utilisation	
			Fiscal 2025	Fiscal 2026
1.	Funding the repayment of the outstanding term loan availed by RASPL	198.00	198.00	-
2.	General corporate purpose	250.83	-	250.83

(ix) Clause – wise details with respect to the new objects:

The pertinent details with respect to the repayment of the term loan availed by RASPL are as follows:

- (i) Name of the lender: HDFC Bank Limited
- (ii) Date of the sanction letter: June 15, 2022
- (iii) Nature of borrowing: Term loan
- (iv) Purpose: Setting up EMS facility in SEZ Aerospace Park, Devanahalli, Bengaluru
- (v) Amount sanctioned (in ₹ million): ₹350.00 million
- (vi) Amount outstanding [(excluding interest)] as on March 13, 2024: ₹202.04 million
- (vii) Interest rate: 9.25% p.a linked to 3 Month Treasury Bills
- (viii) Repayment schedule: Door to Door Tenor of 72 Months with initial 12 months of moratorium. To be repaid in 60 monthly installments.
- (ix) Details of prepayment penalty: 2% on principal outstanding.



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*(x) the risk factors pertaining to the new objects:*

**(1) Repayment of outstanding term loan availed by RASPL**

Our Company proposes to use a part of the IPO proceeds to fund the prepayment of the term loan availed by RASPL, our wholly owned subsidiary. Such prepayment is subject to the levy of prepayment penalties or premiums. While we believe that utilization of the IPO proceeds for repayment of the term loan availed by RASPL would help us to reduce our cost of debt and enable the utilization of our funds for further investment in business growth and expansion, the pre-payment of the term loan will not result in the creation of any new tangible assets for our Company.

**(2) Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control**

As on the date of this explanatory statement, our funding requirements are based on management estimates in view of past expenditures and have not been appraised by any bank or financial institution. Our funding requirements and proposed revised deployment of the IPO Proceeds are based on current conditions and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. The amount of IPO Proceeds to be actually used will be based on our management's discretion. However, the deployment of the IPO Proceeds will continue to be monitored by the monitoring agency appointed by the Company during its initial public offer. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors.

*(xi) the other relevant information which is necessary for the members to take an informed decision on the proposed resolution:*

Considering that the Company has already utilized more than 75 percent of the IPO Proceeds, the exit offer mechanism prescribed under Regulations 57 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with Schedule XX of the SEBI ICDR Regulations is not applicable.

Other than as set out above and the information otherwise provided in this explanatory statement, there is no other relevant information which is necessary for the Shareholders to take an informed decision on the proposed resolution.



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Accordingly, the Company seeks approval of the members by way of Special Resolution through postal ballot for alteration of the utilization of the IPO Proceeds and variation of the objects of the Company's initial public offer from the details set out in the section "*Objects of the Offer*" of the Company's Prospectus.

None of the Directors, Key Managerial Personnel, members of the Senior Management and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Resolution No. 1 of this Notice except to the extent of their shareholdings in the Company, if any.

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

Gurumurthy Hegde  
M.No: A24285  
Company Secretary, Legal and  
Compliance Officer

Date: 03.04.2024

Place: Bengaluru