

# NOTICE

**Notice** is hereby given that the **13<sup>th</sup> (Thirteenth)** Annual General Meeting (AGM) of the Members of the Company will be held on **Thursday, September 26, 2024, at 2.30 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, 2024, together with the reports of the Board of Directors and Auditors thereon:**

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

**"RESOLVED THAT** the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the 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. Diwakaraiah Neriga Jagannatheswar (DIN:00427317) as an Executive 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** pursuant to the provisions of Section 152, 161 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), and Articles of Association of the Company, Mr. Diwakaraiah Neriga Jagannatheswar (DIN:00427317), who was appointed as an Additional Executive Director with effect from June 28, 2024 and who holds the office upto the date of forthcoming Annual General Meeting of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board 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."

**"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 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. Diwakaraiah Neriga Jagannatheswar (DIN:00427317), as an Executive Director of the Company, for a period of 5 (Five) years w.e.f. June 28, 2024.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and the Board of Directors, be and is hereby authorised to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Diwakaraiah Neriga Jagannatheswar 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."

**4 Appointment of Mr. Prakash Nagabushan (DIN:00998992) as an Independent 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 Sections 149, 150, 152, 161, Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act), 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), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") and Articles of Association of the Company, Mr. Prakash Nagabushan (DIN:00998992), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 01, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the LODR Regulations and who holds the office up to the date of forthcoming Annual General Meeting of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board 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 Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till July 31, 2029, and that he is not liable to retire by rotation."

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

**Sd/-  
Gurumurthy Hegde**

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

**Place: Bengaluru**

**Date: September 02, 2024**

**Registered Office:**

Aerospace SEZ Sector, Plot Nos.29,30 and 107,  
Hitech Defence and Aerospace Park, Kavadasanahalli,  
Bengaluru Rural 562110, India  
CIN: L31908KA2011PLC061686  
Tel: 91 80 - 67119555  
Email ID: cs@dcxindia.com  
Web: [www.dcxindia.com](http://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 and 4 in the Notice of this 13<sup>th</sup> Annual General Meeting (AGM) 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. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (the 'MCA') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the 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., 19<sup>th</sup> September, 2024. 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 AGM is 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 for inspection by the members during the AGM.

In addition, the 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](mailto: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](http://www.bseindia.com) and [www.nseindia.com](http://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 Sunday, September 22, 2024 from 9.00 a.m. and ends on Wednesday, September 25, 2024 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 Thursday, September 19, 2024 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 on the cut-off date, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto: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 on 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 at 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](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**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.nsdl.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.

**OR**

**User not registered for 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 redirected 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 – From Easi/Easiest**

##### **Users who have registered/ opted for Easi/Easiest**

- 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.

**OR**

##### **Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- 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 "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 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 "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.

##### **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>
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 ("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). 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**

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on 'Votes Entry' tab under the Menu section.
- 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 evoting.
- Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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).
- 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR****VOTES UPLOAD:**

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

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

If an Individual shareholders 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>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- 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.*

**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 working days of conclusion of the AGM and the same shall be placed on the website of the Company i.e., [www.dcxindia.com](http://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](mailto: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 the Company from Sunday, September 22, 2024 and the registration as speaker closes on Wednesday, September 25, 2024, 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 an email on [cs@dcxindia.com](mailto: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 19<sup>th</sup> September, 2024, 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 e-voting/ 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](mailto:enotices@linkintime.co.in)].

## INFORMATION AT A GLANCE - KEY DETAILS FOR THE ANNUAL GENERAL MEETING

Particulars	Details
Day, Date and time of the AGM	Thursday, 26.09.2024 at 2.30 P.M.
Mode	Video Conference and Other Audio-Visual Means
Link for live webcast of the AGM and for participation through Video Conferencing	<a href="https://instameet.linkintime.co.in">https://instameet.linkintime.co.in</a>
Link for remote e-voting	<a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>
Cut-Off date for e-voting	19.09.2024
E-Voting start date and time	22.09.2024, 9.00 A.M.
E-Voting end date and time	25.09.2024, 5.00 P.M.
Name, address and contact details of Registrar and Share Transfer Agent and e-voting service provider	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400083 Tel No. +918108116767; Fax +91 22 4918 6060 E-mail: rnt.helpdesk@linkintime.co.in Contact Person Name: Mr. Jayprakash Parambath

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

### Item No. 3

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 June 17, 2024, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Diwakaraiah Neriga Jagannatheswar (DIN:00427317) as an Additional Executive Director with effect from June 28, 2024, 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. Diwakaraiah Neriga Jagannatheswar being an Additional Executive Director, holds office up to the date of the 13<sup>th</sup> 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. Diwakaraiah Neriga Jagannatheswar for the office of a Director of the Company.

Mr. Diwakaraiah Neriga Jagannatheswar satisfies all the conditions set out in Part-I of Schedule V of the Act and 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 a Director in terms of Section 164 of the Act.

The appointment and payment of remuneration to Mr. Diwakaraiah Neriga Jagannatheswar 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)
- c) **Other Allowances:** ₹ 1,68,695/- (Rupees One Lakh Sixty Eight Thousand Six Hundred Ninety Five Only)
- d) **Medical Reimbursement:** ₹ 3,00,000/- (Rupees Three Lakh Only) per annum for self through Medical Insurance Card.
- e) **Leave Travel Allowance:** ₹ 16,787/- (Rupees Sixteen Thousand Seven Hundred Eighty Seven Only)
- f) **Encashment of Leave:** At the end of the tenure of office in accordance with the Company's rules.

**g) Bonus:** As per the Company's rules.

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. Diwakaraiah Neriga Jagannatheswar 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 resolutions set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Save and except, Mr. Diwakaraiah Neriga Jagannatheswar 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. 4**

Pursuant to the provisions of Sections 149, 150, 152, 161 Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") 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), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") and Articles of Association of the Company, the Board of Directors of the Company ("Board") through circular resolution passed on July 19, 2024 and on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Prakash Nagabushan (DIN: 00998992) as an Additional Independent Director with effect from August 01, 2024, 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. Prakash Nagabushan

being an Additional Independent Director, holds office up to the date of the 13<sup>th</sup> 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. Prakash Nagabushan for the office of a Director of the Company.

In the opinion of the Board, Mr. Prakash Nagabushan satisfies all the conditions set out in the provisions of Section 149 (6) of the Companies Act read with Schedule IV of the Act, qualifying him for appointment as an Independent Director. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Prakash Nagabushan possesses the required skills, knowledge, and experience as identified by the Board in the fields of Information Technology, General Management, Risk management, Networking and Cloud Technology and his induction on the Board will immensely benefit the Company.

Mr. Prakash Nagabushan possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high integrity and repute.

Considering his expertise and knowledge, the Board considers the appointment of Mr. Prakash Nagabushan as an Independent Director of the Company and hence, the Board recommends the resolutions set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

The copy of draft letter of appointment of Mr. Prakash Nagabushan setting out the terms and conditions of his appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of AGM.

Save and except, Mr. Prakash Nagabushan 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.

**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 13<sup>TH</sup> 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	<b>Mr. Neal Jeremy Castleman</b>
DIN	05159412
Designation	Non-Executive Non-Independent Director
Date of Birth	01-04-1949
Age	75 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 (Profile)	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.2 of the Notice
Shareholding in the Company	NCBG Holdings Inc is the Promoter shareholder of the Company holding 2,76,29,442 shares, constituting 24.80% 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.

**DETAILS OF MR. DIWAKARAIHA NERIGA JAGANNATHESWAR (DIN:00427317) EXECUTIVE DIRECTOR, SEEKING APPOINTMENT AT THE 13TH 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	<b>Mr. Diwakaraiah Neriga Jagannatheswar</b>
DIN	00427317
Designation	Additional Executive Director
Date of Birth	June 20, 1964
Age	60 Years
Date of first appointment on the Board	June 28, 2024
Qualifications	Bachelor of Commerce degree from the University of Bangalore, Cost and Management Accountant from the Institute of Cost Accountants of India and Bachelor of Law from Karnataka State Law University
Profile, Experience and Expertise	<p>Mr. Diwakaraiah N.J has more than 35 years of rich experience in Strategy, Planning &amp; Goal setting, Financial, Cost &amp; Management Accounting, Budgeting &amp; Budgetary Review and Control, and Commercial Operations including its Legal aspects.</p> <p>Career spans roles like Managing Director at Vaatsalya Healthcare Solutions Pvt. Ltd, Financial Controller at Gokaldas Exports Limited, and Vice President Finance at Arvind Retail Limited. Noteworthy achievements include orchestrating a turnaround at Vaatsalya Healthcare Solutions Pvt. Ltd, strategizing profitable growth at Gokaldas Exports Limited, and providing strategic guidance at Arvind Retail Limited.</p> <p>He has adeptly steered diverse roles and proficient in Systems and I.T., deploying ERP Systems across multiple products and a nationwide network.</p>
Details of remuneration last drawn	₹ 5,00,000/- P.M. (CTC) as on July 2024
Remuneration proposed to be paid	₹ 5,00,000/- P.M. (CTC)
Terms and Conditions of appointment	As mentioned in the resolutions in Item No.3 of the Notice
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	None
Directorships in other Companies	Techkey E-Ventures 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 FY 2023-24	None

**DETAILS OF MR. PRAKASH NAGABUSHAN (DIN: 00998992), INDEPENDENT DIRECTOR, SEEKING APPOINTMENT AT THE 13TH 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	<b>Mr. Prakash Nagabushan</b>
DIN	00998992
Designation	Additional Independent Director
Date of Birth	September 10, 1970
Age	54 Years
Date of first appointment on the Board	August 01, 2024
Qualifications	Electrical Engineering graduation from Bangalore University
Profile, Experience and Expertise	<p>Mr. Prakash Nagabushan is a Co-Founder, Managing Director &amp; CFO of "Towers Infotech Private Limited", a Bangalore based IT company providing Technology Solutions in Compute, Storage, Networking, Security &amp; Cloud solutions space across various Industry Verticals since last 30 plus years.</p> <p>With his vast technical expertise in IT Infrastructure Industry, Mr. Prakash Nagabushan also specializes in designing cutting edge and cost-effective Networking &amp; Security solutions to customers.</p> <p>He has been the core founder member of AIT, Karnataka State IT Association and has served in various capacities as Member, Treasurer &amp; President for more than 15 years. In his tenure, he has made significant contributions to IT fraternity with regard to VAT, GST, TOT &amp; other legal matters along with ensuring financial discipline of the Association.</p> <p>Mr. Prakash Nagabushan has been part of multiple Forest &amp; Wild-life conservation related initiatives &amp; also spends dedicated time for various other social causes.</p>
Skills and capabilities required for the role and the manner in which he meets such requirements	As per the resolution at Item no. 4 of the Notice, read with the explanatory statement thereto.
Details of remuneration last drawn	NIL
Remuneration proposed to be paid	NIL
Terms and Conditions of appointment	As mentioned in the resolution in Item No.4 of the Notice
Shareholding in the Company	1,180 Equity Shares constituting 0.001% on the paid-up share capital of the Company.
Relationship with other Directors / Key Managerial Personnel	None
Directorships in other Companies	Towers Infotech Private Limited, and Sparck Naisargika 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 FY 2023-24	None