

# NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the **14th (Fourteenth)** Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, September 26, 2025, at 2.00 P.M. (IST)** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business:

## ORDINARY BUSINESS:

- 1: To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the reports of the Board and Auditor's thereon be and are hereby, considered and adopted."

- 2: Appointment of Mr. Ramegowda Shiva Kumar (DIN: 08678987) as an Executive 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. Ramegowda Shiva Kumar (DIN: 08678987) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as an Executive Director of the Company, who is liable to retire by rotation."

## SPECIAL BUSINESS:

- 3: Appointment of Secretarial Auditors of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for

the appointment of CS Pramod S, Practicing Company Secretary (COP No. 13335), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board to avail or obtain from CS Pramod S, Practicing Company Secretary, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws, rules, regulations, circulars and guidelines, as may be issued in this regard, at such remuneration / fees as may be mutually agreed with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

- 4: Re-appointment of Dr. Raghavendra Rao Hosakote Shamarao (DIN:00379249) as the Chairman & Managing 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Raghavendra Rao Hosakote Shamarao (DIN:00379249), as the Chairman & Managing Director of the Company, not liable to retire by rotation, for a further period of 5 (five) years effective from June 28, 2026 to June 28, 2031

(both inclusive), on such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Chairman & Managing Director, the payment of remuneration shall be governed by the limits prescribed under Section 197 of the Act read with Part II of Schedule V to the Act as specifically approved by the Members of the Company.

**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 Dr. Raghavendra Rao Hosakote Shamarao 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** any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for re-appointment of Dr. Raghavendra Rao Hosakote Shamarao (DIN:00379249) as the Chairman & Managing Director of the Company."

**5: Appointment of Mr. Gopinath Vedaprakash (DIN:11241863) as a Whole-Time Director of the Company and approval of payment of remuneration:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Gopinath Vedaprakash (DIN:11241863) appointed by the Board of Directors as an Additional Whole-Time Director of the Company with effect from September 01, 2025 in terms of Section 161 of the Act, who holds office until passing of this resolution and who is eligible for appointment as a Director and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Whole-Time Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** based on the recommendation of the Nomination and Remuneration Committee and approval of the Board upon the terms and conditions of appointment and remuneration 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 applicable Regulation of 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. Gopinath Vedaprakash (DIN:11241863), as a Whole-Time Director of the Company, for a period of 5 (five) years w.e.f. September 01, 2025 and for remuneration as set out in the explanatory statement attached to this notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act (subject to such approval as required).

**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 Gopinath Vedaprakash 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."

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: 02.09.2025

**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, 4 and 5 of the Notice of this 14<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 Director's seeking re-appointment is 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. 09/2024 dated September 19, 2024, read with previous circulars issued by the Ministry of Corporate Affairs (the 'MCA') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ('SEBI') read with other circulars issued by SEBI in this regard, (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, the 14<sup>th</sup> AGM of the Company is being held through VC/OAVM.
5. The Company has appointed M/s. MUFG Intime India Pvt. Ltd. (Formerly Link Intime India Pvt Ltd), Registrars and Transfer Agents of the Company ('MUFG Intime' or 'RTA'), to provide VC/OAVM facility for the AGM.
6. Proceedings of the AGM will be web-casted live for all those who are the Members as on the cut-off date i.e., September 19, 2025. Members may visit <https://instameet.in.mpms.mufig.com> 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.in.mpms.mufig.com> 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 electronically. Members seeking to inspect such documents can send an e-mail to [cs@dcxindia.com](mailto:cs@dcxindia.com).

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 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.in.mpms.mufig.com>.
11. The Company is availing the services of M/s. MUFG 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 Monday, September 22, 2025 from 9.00 a.m. and ends on Thursday, September 25, 2025 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 Friday, September 19, 2025 may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Members who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- e) Any non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [enotices@in.mpms.muvg.com](mailto:enotices@in.mpms.muvg.com). However, if he/she is already registered with MUFG Time for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

#### g) REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

#### Individual Shareholders holding securities in demat mode with NSDL:

##### METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders 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) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store

Google Play





## METHOD 2 - NSDL e-voting website

- 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 16-digit demat account no. 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 will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders registered with CDSL Easi/ Easiest facility

### METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- 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 for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

### METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit 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) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to 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, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

**STEP 1: LOGIN / SIGNUP to InstaVote**

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is <u>Event No + Folio no.</u> registered with the Company   |

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. 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.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - o Shareholders holding shares in NSDL form, shall provide 'D' above
  - o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. 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).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is <u>Event No + Folio no.</u> registered with the Company   |

## STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

### Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

#### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ 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) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section

- C. Map the Investor with the following details:

- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

## STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

- d) Enter "16-digit Demat Account No.".
- 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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).

**METHOD 2 - VOTES UPLOAD**

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file 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:****Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.

**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 request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000                                       |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending 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:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>.

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

**General Instructions - Shareholders**

- 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 Shreyas Dwaraki, Company Secretary in Practice, (Membership No. F11953, C.P. No. 26529), 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 Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the votes cast through remote e-Voting before/ during the AGM, within two working days of conclusion of the AGM. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at [www.dcxindia.com](http://www.dcxindia.com), and the notice board at the registered office of the Company.

### 13. OTHER INSTRUCTIONS:

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

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

#### Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
  - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
  - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
  - Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.
  - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

#### Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) 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
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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. 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 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 General Meeting will be eligible to attend/ participate in the 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.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.muvg.com](mailto:instameet@in.mpms.muvg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

- b) **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 Monday, September 22, 2025 and the registration as speaker closes on Thursday, September 25, 2025 at 5.00 P.M., 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.

- c) **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by sending email on [cs@dcxindia.com](mailto:cs@dcxindia.com).
- d) 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 [e-voting Helpdesk at 022 49186000] for any further clarifications.

Members whose names appear in the Register of Members/list of Beneficial Owners as on September 19, 2025 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.

- e) 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 [e-voting Helpdesk at 022 49186000] or write to them at [[enotices@in.mpms.muvg.com](mailto:enotices@in.mpms.muvg.com)].

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

| Particulars   | Details   |
|---|---|
| Day, Date and time of the AGM   | Friday, September 26, 2025 at 2.00 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.in.mpms.mufig.com">https://instameet.in.mpms.mufig.com</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   | Friday, September 19, 2025  |
| E-Voting start date and time  | Monday, September 22, 2025 from 9.00 a.m.   |
| E-Voting end date and time  | Thursday, September 25, 2025 at 5.00 p.m.   |
| Name of Registrar and Share Transfer Agent and e-voting service provider          | MUFG Intime India Private Limited<br>C 101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai 400083<br>Tel No. +918108116767; Fax +91 22 4918 6060<br>Email: <a href="mailto:rnt.helpdesk@in.mpms.mufig.com">rnt.helpdesk@in.mpms.mufig.com</a> |

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

#### Item No. 3: Appointment of Secretarial Auditors of the Company.

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting (AGM).

In view of the above requirement, the Board of Directors of the Company, at its meeting held on May 27, 2025, on the recommendation of the Audit Committee has, after considering and evaluating various factors such as qualification, independence, experience, technical skills, quality of audit reports, etc. recommended the appointment of CS Pramod S as the Secretarial Auditors of the Company, to the Members at the ensuing Annual General Meeting for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to the approval of the Members, at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from CS Pramod S under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit

services as required from time to time, for which they will be remunerated separately on mutually agreed terms. The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiary company, if any. The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

CS Pramod S, a leading practicing Company Secretary having over 12 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. CS Pramod S was appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2022-23, 2023-24 and 2024-25 and the same is not considered as a term of appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations").

CS Pramod S has given his consent to act as secretarial auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, CS Pramod S has provided a confirmation that he is subject himself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed resolution.

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.

**Item No. 4: Re-appointment of Dr. Raghavendra Rao Hosakote Shamaraao (DIN:00379249) as the Chairman & Managing Director of the Company.**

The Members of the Company at the 06/2021-22 Extra-Ordinary General Meeting of the Company held on March 21, 2022, had approved the appointment of Dr. Raghavendra Rao Hosakote Shamaraao as the Chairman & Managing Director of the Company for a period of 5 (five) years effective from June 27, 2021, not liable to retire by rotation. Consequently, his current term of appointment as Chairman & Managing Director will expire on June 27, 2026. Pursuant to Section 196 of the Companies Act, 2013 ("the Act"), re-appointment of Chairman & Managing Director requires approval of the Members and re-appointment of Managing Director shall be made earlier than 1 (one) year before the expiry of his term.

Accordingly, the Board of Directors of the Company ('the Board'), based on the recommendation of the Nomination and Remuneration Committee ('the NRC') and in terms of the criteria laid down in the Nomination and Remuneration Policy of the Company and subject to shareholders' approval, at its meeting held on September 02, 2025 re-appointed Dr. Raghavendra Rao Hosakote Shamaraao as Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from June 28, 2026 not liable to retire by rotation.

In evaluating the proposal for re-appointment, the NRC and the Board considered various factors including Dr. Raghavendra Rao Hosakote Shamaraao's extensive experience, proven leadership skills, deep understanding of the industry, strategic and operational acumen, and his pivotal contributions to the growth and performance of the Company.

Dr. Raghavendra Rao Hosakote Shamaraao has been conferred with an honorary doctorate in business management by the International Peace University, Germany. He started his career in the manufacturing Industry in 1989 and he shaped himself as a marketing and supply chain expert with over 35 years of experience, both in domestic & international electronic manufacturing market. He has been a part of various important assignments in the corporate sector, and managed critical business responsibilities of the organization.

Founded a Defence and Aerospace company, M/s. DCX Systems Limited (DCX), India, in the year 2011 which is into manufacturing of Radar Systems, Surveillance Systems, Electronic Warfare Systems, Counter-Unmanned Aircraft Systems (C-UAS), Advanced Targeting Systems and Communication Systems and supplying the products globally. He struggled the way up the corporate ladder through the initial years as a first-time entrepreneur to become one of the powerful companies in Defence sector, winning accolades, and awards as one of the best electronic Defence companies in India in a span of less than a decade. He was pivotal in making DCX as a publicly listed company in the year Nov-2022.

He is also a recipient of the prestigious MAHATMA GANDHI SAMMAN Award along with other awards and accolades for

his contribution in the industry as listed below:

1. Young Entrepreneur of the Year - 2018
2. Outstanding Outstanding Contribution in Quality and Excellence - 2018
3. Indo Nepal Ratan Award - 2018
4. Excellence In Defence Electronics Exports - 2021
5. Business Leader Award - 2023
6. Excellence In Defence & Aerospace - 2023
7. India's Innovative Entrepreneur of the Year Award For Excellence In Defence Electronics Export - 2023
8. India's Greatest Leaders Award - 2023
9. Export Excellence Award - 2023
10. Excellence Expo Award in Aerospace and Defence Sector - 2023
11. Bhartiya Udyog Leadership Award - 2023
12. Shri Mantralayam Parimala Award - 2024
13. Veera Kannadiga Award - 2024
14. Global Achiever's Award - 2024 by Vishwavani
15. Vikrama Prashasthi by Sri Krishna Mutt, Udupi.
16. Sri Krishna Geethanugraha Award by Sri Krishna Mutt, Udupi

Dr. Raghavendra Rao Hosakote Shamaraao has demonstrated exemplary leadership and has significant experience in managing the company's affairs, particularly in the highly regulated and strategic defense sector. His deep understanding of the business, regulatory framework, and industry dynamics is vital for sustained growth and governance. Under his stewardship, the company has successfully executed key defense contracts, achieved strong operational performance, secured important contracts, strengthened operational efficiencies and cost management and improved its market position. His ability to lead the company through challenges and strategic transitions is evident from the company's continued progress and achievements.

Under the leadership of Dr. Raghavendra Rao Hosakote Shamaraao, the Company has consistently demonstrated strategic progress and operational excellence. The Company is currently executing several mission-critical projects with long gestation periods. Continuity in leadership is essential to ensure strategic consistency, timely delivery, and effective stakeholder engagement, particularly with government bodies and international partners.

The proposed remuneration payable to Dr. Raghavendra Rao Hosakote Shamaraao has been structured keeping in view the scope of responsibilities assigned to him and his substantial contributions, including revenue growth, profitability, and long-term value creation to the Company. The remuneration is in line with the limits prescribed under Section 197 and Schedule V of the Act and has been duly reviewed and



recommended by the NRC and approved by the Board. There is no change in the proposed remuneration structure compared to the remuneration awarded to him in the previous year.

In view of the above, it is proposed to seek Members' approval for the re-appointment of Dr. Raghavendra Rao Hosakote Shamarao as Chairman & Managing Director of the Company and remuneration payable to him per month as per the terms and conditions outlined below:

A. **Tenure:** The re-appointment of Dr. Raghavendra Rao Hosakote Shamarao (DIN:00379249) as Chairman & Managing Director shall be for a period of 5 years from June 28, 2026 to June 28, 2031, with liberty to either party to terminate the appointment on 3 (three) months' advance notice in writing to the other.

B. **Remuneration:**

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

- a) **Basic Pay:** ₹7,67,600/- (Rupees Seven Lakh Sixty Seven Thousand Six Hundred Only) per month plus increase in remuneration every year, if any, as may be approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee.
- b) **House Rent Allowance (HRA):** ₹3,83,800/- (Rupees Three Lakh Eighty Three Thousand Eight Hundred Only)
- c) **Special Allowances:** ₹6,18,147/- (Rupees Six Lakh Eighteen Thousand One Hundred Forty Seven Only)
- d) **Conveyance Allowances:** ₹74,374/- (Rupees Seventy Four Thousand Three Hundred Seventy Four Only)
- e) **Leave Travel Allowance:** ₹63,967/- (Rupees Sixty Three Thousand Nine Hundred Sixty Seven Only)
- f) **Employee Provident Fund:** ₹92,112/- (Rupees Ninety Two Thousand One Hundred Twelve Only)
- g) **Encashment of Leave and Gratuity:** At the end of the tenure of office in accordance with the Company's rules.
- h) **Bonus:** As per the rules of the Company.

The Company shall pay the remuneration as mentioned above as the minimum remuneration irrespective of any profits of the Company in any financial year during his term of office.

Further, Dr. Raghavendra Rao Hosakote Shamarao:

- Is not in receipt of managerial remuneration from any other company;
- Satisfies all the conditions specified under Part I of Schedule V to the Act and sub-section (3) of Section 196 of the Act;

- Is not disqualified from being appointed as a director under Section 164 of the Act; and
- Is not debarred from holding the office of director pursuant to any order issued by SEBI or any other statutory authority.

The Company has received a notice as required under the provisions of Section 160 of the Act from a Member signifying their intention to propose the candidature of Dr. Raghavendra Rao Hosakote Shamarao for re-appointment as the Chairman and Managing Director of the Company.

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 re-appointment of aforesaid managerial person.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI), requisite particulars of Dr. Raghavendra Rao Hosakote Shamarao including his profile and specific areas of expertise are given in this AGM Notice.

Save and except Dr. Raghavendra Rao Hosakote Shamarao and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

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.

#### **Item No. 5: Appointment of Mr. Gopinath Vedaprakash (DIN:11241863) as a Whole-Time Director of the Company and approval of payment of remuneration:**

Pursuant to the 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 August 18, 2025, on the basis of the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Gopinath Vedaprakash (DIN:11241863) as an Additional Whole-Time Director with effect from September 01, 2025, subject to approval of the members of the Company.

Mr. Gopinath Vedaprakash brings a wealth of expertise and a proven track record in the defence and aerospace sectors, having held pivotal roles with prominent industry leaders. His deep domain expertise, extensive experience, and strong network within the defence ecosystem are expected to significantly contribute to the Company's growth objectives and market expansion strategy. He has rich experience & expertise in Business Development, Manufacturing Operations & Technical with multicultural & multinational electronics industries catering to Defence, Aerospace, Space, Industrial & Transportation verticals and considering these attributes, the

Board is of the opinion that his association as a Whole-Time Director will be beneficial to 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. Gopinath Vedaprakash being an Additional Whole-Time Director, holds office until passing of this resolution. The Company has received a notice in writing under Section 160 of the Act from a Member proposing candidature of Mr. Gopinath Vedaprakash for the office of a Director of the Company.

Mr. Gopinath Vedaprakash satisfies all 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. Gopinath Vedaprakash shall be guided by the provisions of the Companies Act, 2013, on such emoluments as outlined below:

**Tenure:** The appointment of Mr. Gopinath Vedaprakash (DIN:11241863) as Whole-Time Director shall be for a period of 5 years from September 01, 2025 with liberty to either party to terminate the appointment on 3 (three) months' advance notice in writing to the other.

#### Emoluments (Per Month)

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

- a) **Basic and DA:** ₹2,80,000/- (Rupees Two Lakh Eighty Thousand 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:** ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only)
- c) **Other Allowances:** ₹88,076/- (Rupees Eighty Eight Thousand Seventy Six Only)
- d) **Conveyance:** ₹25,000/- (Rupees Twenty Five Thousand Only)
- e) **Leave Travel Allowance:** ₹23,324/- (Rupees Twenty Three Thousand Three Hundred Twenty Four Only)

- f) **Employee Provident Fund:** ₹33,600 (Rupees Thirty Three Thousand Six Hundred Only)

- g) **Commission:** A commission of 10% on the profit before tax earned by the Company for any independent purchase orders procured to the Company exceeding Rs.10 crores in a financial year by Mr. Gopinath Vedaprakash, payable only upon receipt of payment by the Company against accepted invoices and subject to proportionally debit the commission account for any subsequent refunds or credits issued against such orders.

- h) **Medical Reimbursement:** Upto ₹3,00,000/- (Rupees Three Lakhs Only) per annum for self through Medical Insurance Card.

- i) **Encashment of Leave and Gratuity:** At the end of the tenure of office in accordance with the Company's rules.

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

Notwithstanding any profits in any financial year, the Company shall pay the remuneration as mentioned above as the minimum remuneration.

The Company has received a notice as required under the provisions of Section 160 of the Act from a Member signifying their intention to propose the candidature of Mr. Gopinath Vedaprakash for appointment as the Whole-Time Director of the Company.

Disclosure on brief details of Mr. Gopinath Vedaprakash as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this 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 aforesaid managerial person.

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

The Board recommends the resolutions set out at Item No. 5 of the Notice for approval by the members by way of an Ordinary Resolution.

**DETAILS OF MR. RAMEGOWDA SHIVA KUMAR (DIN:08678987), EXECUTIVE DIRECTOR, SEEKING RE-APPOINTMENT AT THE 14TH 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. Ramegowda Shiva Kumar</b>  |
| DIN  | 08678987  |
| Designation  | Executive Director  |
| Date of Birth  | April 29, 1982  |
| Age  | 43 Years  |
| Date of first appointment on the Board                           | January 02, 2025  |
| Qualifications   | Bachelor of Engineering degree from Jayachamarajendra College of Engineering, Mysore.   |
| Profile, Experience and Expertise                                | <p>Mr. Ramegowda Shiva Kumar has more than 20 years of rich experience in the field of Electronics Manufacturing Industry across the verticals including Defence &amp; Aerospace, Medical, Industrial, Telecom and Power, successfully managed critical responsibilities to meet and exceed the goals of the organization.</p> <p>Key achievements include Developing and leading a strong sustainable team in Supply Chain Management, Project Management, Operations, Logistics and Quality to meet the customer demands.</p> <p>Currently holding the position of Vice President-Operations at M/s. DCX Systems Limited.</p> |
| Details of remuneration last drawn                               | ₹ 5,50,550/- P.M. (CTC) as of August, 2025  |
| Remuneration proposed to be paid                                 | ₹ 5,50,550/- P.M. (CTC)   |
| Terms and Conditions of appointment                              | As mentioned in the resolution in Item No.2 of the Notice   |
| Shareholding in the Company                                      | 95,000 shares of ₹ 2/- each constituting 0.08% on the paid-up share capital of the Company.   |
| Relationship with other Directors / Key Managerial Personnel     | None  |
| Directorships in other Listed Companies                          | None  |
| Membership of Committees/ Chairmanship in other Listed Companies | None  |
| Resigned to the Listed entities in the past three years          | None  |
| Number of Board meetings attended during FY 2024-25              | He attended all 3 Board Meetings which were held after his appointment with the Board of the Company.   |

**DETAILS OF DR. RAGHAVENDRA RAO HOSAKOTE SHAMARAO (DIN:00379249), CHAIRMAN AND MANAGING DIRECTOR, SEEKING RE-APPOINTMENT AT THE 14TH 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:**

| <b>Name of the Director</b>                                      | <b>Dr. Raghavendra Rao Hosakote Shamarao</b>  |
|--|---|
| DIN  | 00379249  |
| Designation  | Chairman & Managing Director  |
| Date of Birth  | April 07, 1969  |
| Age  | 56 Years  |
| Date of first appointment on the Board                           | January 16, 2012<br><br>(He was initially appointed as a Director on January 16, 2012 and served until his resignation on November 04, 2019. He was re-appointed to the Board on March 03, 2021)  |
| Qualifications   | Honorary Doctorate in business management   |
| Profile, Experience and Expertise                                | Dr. H.S. Raghavendra Rao, drives business plans, client relationships, and admin coordination. With 33 years of experience in electronics and aerospace, he holds an honorary business management doctorate from Germany's International Peace University. He received various awards, including Young Entrepreneur, Excellence, and Business Leadership from global institutions like the Indian Economic Development Association and International Achievers Summit. He was also honoured with Mahatma Gandhi Samman and Business Leader awards. In 2021, ET Pioneers recognised his pioneering Cable Assemblies and Healthcare Products, while Dubai's International Achievers Awards and ET Ascent acknowledged his defence electronics exports and leadership. |
| Details of remuneration last drawn                               | ₹ 20,00,000/- P.M. (CTC) as of August 2025  |
| Remuneration proposed to be paid                                 | ₹ 20,00,000/- P.M. (CTC)  |
| Terms and Conditions of appointment                              | As mentioned in the resolution in Item No.4 of the Notice   |
| Shareholding in the Company                                      | 38,12,558 Equity Shares of ₹ 2/- each   |
| Relationship with other Directors / Key Managerial Personnel     | None  |
| Directorships in other Listed Companies                          | None  |
| Membership of Committees/ Chairmanship in other Listed Companies | None  |
| Resigned to the Listed entities in the past three years          | None  |
| Number of Board meetings attended during FY 2024-25              | He attended all 9 Board Meetings held during FY 2024-25.  |



**DETAILS OF MR. GOPINATH VEDAPRAKASH (DIN:11241863), ADDITIONAL WHOLE-TIME DIRECTOR, SEEKING APPOINTMENT AT THE 14TH 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:**

| <b>Name of the Director</b>                                      | <b>Mr. Gopinath Vedaprakash</b>   |
|--|---|
| DIN  | 11241863  |
| Designation  | Additional Whole-Time Director  |
| Date of Birth  | May 22, 1966  |
| Age  | 59 Years  |
| Date of first appointment on the Board                           | September 01, 2025  |
| Qualifications   | Bachelor's degree in Electronics Engineering  |
| Profile, Experience and Expertise                                | <p>Mr. Gopinath Vedaprakash has 37 years of rich experience &amp; expertise in Business Development, Manufacturing Operations &amp; Technical with Multicultural &amp; Multinational Electronics Industries catering to Defence, Aerospace, Space, Industrial &amp; Transportation verticals.</p> <p>Mr. Gopinath Vedaprakash has worked for 5 plus years as Head-Business Development &amp; Government Relations, Weapons, Sensors, Satellite and Head- International Business Development, Land Mobility at Tata Advanced systems Ltd before joining the Company.</p> <p>After initial stint at Bharat Electronics Limited (BEL), Bangalore for 7 years, he joined Seagate Technology International, Singapore &amp; worked in hard disk drive manufacturing for 2 years. He had 23 years of stint in various leadership positions at Centum Electronics and has varied experience in Microelectronics, Electronics Systems, Subsystems, Electronic Manufacturing Services (EMS) serving missiles, Radars, EW, Satellite, Launch Vehicle, Metro and other segments.</p> |
| Details of remuneration last drawn                               | NIL, as on August 31, 2025  |
| Remuneration proposed to be paid                                 | ₹ 6,00,000/- P.M. (CTC) from September 2025 onwards   |
| Terms and Conditions of appointment                              | As mentioned in the resolution in Item No.5 of the Notice   |
| Shareholding in the Company                                      | 25,529 shares of ₹ 2/- each constituting 0.02% on the paid-up share capital of the Company.   |
| Relationship with other Directors / Key Managerial Personnel     | None  |
| Directorships in other Listed Companies                          | None  |
| Membership of Committees/ Chairmanship in other Listed Companies | None  |
| Resigned to the Listed entities in the past three years          | None  |
| Number of Board meetings attended during FY 2024-25              | NA  |