



DCX SYSTEMS LIMITED
CIN: L31908KA2011PLC061686

An AS 9100D Certified

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

Email:cs@dcxindia.com
Tel: 080-67119555
Web:www.dcxindia.com

April 09, 2026

BSE Limited

P J Towers
Dalal Street, Fort
Mumbai – 400001

National Stock Exchange of India Ltd

Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Scrip Code – 543650

Symbol – DCXINDIA

Dear Sir/Madam,

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, please find enclosed herewith a copy of Notice of Postal Ballot dated April 09, 2026, along with the explanatory statement pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) and SEBI Listing Regulations, for seeking approval of the Members of the Company for the following:

Sl. No.	Particulars
01	Approval for material related party transactions with ELTX Systems Private Limited, related party of the Company

In terms of the General Circular No. 03/2025 dated September 22, 2025 (the “MCA Circular”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-Off date i.e., Friday, April 03, 2026.**

Members may note that this Notice will also be available on the Company’s website, www.dcxindia.com, on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at <https://instavote.linkintime.co.in> and Stock Exchanges’ website www.bseindia.com and www.nseindia.com respectively.

All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purpose only. As per the MCA Circulars, physical copy of the



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Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for providing remote e- Voting facility to all its members. The Members holding the shares in Demat are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity share capital of the Company as on the cut-off date. Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Friday, May 09, 2026.

Please find below the events in connection with the e-voting:

Particulars	Details
Cut-off date for e-voting	Friday, April 03, 2026
Date of completion of dispatch of Postal Ballot Notice by electronic means	Thursday, April 09, 2026
Date for publishing advertisement in Newspaper	Friday, April 10, 2026
E-voting start date and time	Friday, April 10, 2026, from 9.00 A.M. (IST)
E-voting end date and time	Saturday, May 09, 2026, at 5.00 P.M. (IST)
Date on which Resolution will be deemed to be passed	Saturday, May 09, 2026
Declaration of results for the e-Voting	On or before Tuesday, May 12, 2026
Link for e-voting	https://instavote.linkintime.co.in

Please take the same on your records.

Thanking you,

Yours Sincerely,
For **DCX Systems Limited**

Gurumurthy Hegde
Company Secretary, Legal and Compliance Officer



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POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, read with the latest General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "**MCA Circular**"), and any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs and any other regulatory authorities, from time to time, to transact the Special Business as set out hereunder by passing Ordinary Resolution by way of Postal Ballot only.

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

The Company is sending Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company ('**RTA**') or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, April 03, 2026** ("**cut-off date**").

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

The Company has engaged the services of MUFG Intime India Private Limited for providing remote e-Voting facility to all its members.



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The Members holding the shares in Demat are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting.

The remote e-Voting period commences on Friday, April 10, 2026, from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, May 09, 2026 (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on Saturday, May 09, 2026.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Company and the results of the Postal Ballot through e-voting shall be declared by the Chairman or any person authorized by him on or before Tuesday, May 12, 2026. The said results would be intimated to the National Stock Exchange of India Limited (“NSE”) and the BSE Limited (“BSE”), where the shares of the Company are listed and will also be uploaded on the Company’s website <https://www.dcxindia.com> and on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) at <https://instavote.linkintime.co.in>. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. The last date of e-Voting i.e. Saturday, May 09, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH ELTX SYSTEMS PRIVATE LIMITED, RELATED PARTY OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and pursuant to the Company’s Policy on Related Party Transactions and based on the prior approval of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the ‘Board’) and subject to such approval(s), consent(s), as may be necessary from time to time, the approval of the Members be and is hereby accorded to the Company to enter into and/or execute



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contracts/arrangements/transactions (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with M/s. ELTX Systems Private Limited, an associate company of the Company and accordingly a related party of the Company, for purchase/sale of goods, availing/rendering of services, purchase/sale of fixed assets, other operating revenue/other income/recovery of expenses (“Related party Transactions”), for an aggregated value not exceeding Rs. 2,000/- Crores (Rupees Two Thousand Crores Only) during the financial year 2026-27, in the ordinary course of business and on arm’s length basis on such material terms and conditions as detailed in the explanatory statement.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient, usual or proper and to take all such steps as may be required in this connection including finalising and execution of all necessary contract(s), arrangement(s), agreement(s) and such other documents as deemed necessary, with power to alter and vary the terms and conditions of such arrangements/ transactions, as per the policy of the Company for related party transactions, and to settle all questions, difficulties or doubts that may arise in this regard and all other actions taken by the Board of Directors and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution without the need to obtain any further consent or approval from the Members, it being understood that the Members are deemed to have expressly approved the foregoing by the adoption of this Resolution, be and are hereby approved and confirmed in all respects.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit, to any Director(s) or Key Managerial Personnel(s) or any other officer(s) or the Authorised Representative(s) of the Company and to do all such acts, deeds, matters and things and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Sd/-

Gurumurthy Hegde

M. No: A24285

Company Secretary, Legal and
Compliance Officer

Place: Bengaluru

Date: April 09, 2026



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NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circular, this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or RTA or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e., Friday, April 03, 2026**. Members may note that this Notice will also be available on the Company’s website, www.dcxindia.com, on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> and Stock Exchanges’ website www.bseindia.com and www.nseindia.com respectively. All the members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the cut-off date shall treat this Notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2024/133 dated October 03, 2024, as amended (“**SEBI Master Circular**”), the Company is pleased to provide voting facility by electronic means (“**e-voting**”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime India Private Limited to provide e-voting facility to its members.
5. Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, the Board of Directors of your Company has appointed Mr. Pramod. S (ACS No. 36020, CoP No. 13335), Practicing Company Secretary, as the scrutinizer (“**Scrutinizer**”) to conduct the Postal Ballot and e-voting process in a fair and transparent manner.



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6. The e-voting period commences on **Friday, April 10, 2026, from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, May 09, 2026**. During this period, Members holding shares in dematerialized form, as on **Friday, April 03, 2026; i.e., cut-off date**, may cast their vote electronically.
7. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. **Saturday, May 09, 2026**.
10. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
11. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the Postal Ballot notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, MUFG Intime India Private Limited, by writing to investor.helpdesk@in.mpms.mufg.com. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to investor.helpdesk@in.mpms.mufg.com.

12. Remote e-Voting Instructions for shareholders are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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.

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Login method for Individual shareholders holding securities in demat mode:**Individual Shareholders holding securities in demat mode with NSDL:****METHOD 1 - NSDL OTP based login**

- a) Visit URL: <https://eservices.nsd.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.

METHOD 2 - NSDL IDeAS facility**Shareholders registered for IDeAS facility:**

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- 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.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.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’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

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





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METHOD 3 - 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 & 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 holding securities in demat mode with CDSL:

METHOD 1 - CDSL e-voting page

- f) Visit URL: <https://www.cdslindia.com>.
- g) Go to e-voting tab.
- h) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- i) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- j) 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- 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.

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Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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 on 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

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</u> + <u>Folio no.</u> , registered with the Company

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4. Click “Submit”.

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

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

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 Event No + Folio no. registered with the Company

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.

- Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
- Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
- Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ 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).

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’.



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- 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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.
- 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.



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- 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

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.

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-
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
 - g) 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.muvg.com and the company at registered email address.

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.muvg.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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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Individual 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>

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 Event No + Folio no. registered with the Company

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**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
- Further Click on “**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”.



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EXPLANATORY STATEMENT

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

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

ITEM 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS WITH ELTX SYSTEMS PRIVATE LIMITED, RELATED PARTY OF THE COMPANY

The Members are hereby informed that pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), read with the applicable schedules, circulars and amendments issued thereunder from time to time, prior approval of the Members by way of an ordinary resolution is required for entering into all Material Related Party Transactions (“RPTs”), as well as any subsequent material modifications thereto, as defined by the Audit Committee or the Board of Directors of the Company.

In terms of the proviso to Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if such transaction(s), whether entered into individually or taken together with previous transactions during a financial year (“FY”), exceed the thresholds prescribed under the SEBI Listing Regulations. Since the turnover of the Company is below Rs. 20,000 Crores, a transaction with a related party shall be considered material if the value of such transaction(s), individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Considering the nature of the Company’s business and industry dynamics, the Company works closely with certain related parties in order to effectively achieve its operational and strategic business objectives. In the ordinary course of business, the Company enters into various operational and commercial transactions with its related parties on an arm’s length basis and in compliance with applicable regulatory requirements.

As part of its ongoing business operations, the Company, inter alia, undertakes transactions involving purchase and sale of materials/goods, capital equipment, as well as availing and rendering of various operational, technical and support services with ELTX Systems Private Limited (ELTX), which is an Associate Company and Joint Venture of the Company established along with ELTA SYSTEMS LIMITED, Israel. The said entity qualifies as a related party in terms of Section 2 (76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.



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With the background technology transfer from ELTA SYSTEMS LTD to ELTX, ELTX serves as a critical technology partner and supplier for RADAR and EW Systems which are integral to the core business of the Company. The collaboration with ELTX enables the Company to leverage shared technical expertise, integrated supply chains, specialized manufacturing capabilities, operational efficiencies and market synergies, thereby facilitating improved product development, optimized procurement processes and enhanced business performance and capitalize on the increased opportunities under Make-In-India and Atmanirbhar Bharat programs for supplying to the Indian Armed Forces, DPSU's(Defence Public Sector Undertakings) and Large Corporates. These transactions form an integral part of the Company's business model and contribute to operational efficiency, cost optimization and long-term value creation for stakeholders.

The purchases, sales and service arrangements with the aforesaid related party will be undertaken pursuant to commercial agreements / arrangements between the parties, on an arm's length basis and in the ordinary course of business. Such arrangements are periodically reviewed to ensure compliance with applicable regulatory and governance standards.

The Audit Committee has reviewed the said transactions and approved them at its meeting held on March 30, 2026, and have noted that although these transactions are in the ordinary course of business and are at arm's length, they may qualify as material related party transactions under the Listing Regulations. Further, the Board of Directors recommends the material related party transactions for members' approval. Accordingly, members' approval is sought for the same.

In accordance with the minimum information framework prescribed by the Securities and Exchange Board of India for approval of Related Party Transactions, the relevant disclosures in respect of the proposed transactions with the related party, including the nature of the transactions, tenure, value, pricing methodology and other prescribed particulars, are provided as part of this Notice and form an integral part of this Explanatory Statement.

The necessary disclosures as required under SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026 read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), are set out hereinbelow for the information and consideration of the Members:



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PART - A		
Sl. No.	Particulars of the Information	Information provided by the management
A (1): Basic details of the related party		
1	Name of Related Party	ELTX Systems Pvt Ltd (ELTX)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Design, Develop, Manufacture of Radar and EW Systems
A (2): Relationship and ownership of the related party		
1	Relationship between the listed entity (In case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Associate and Joint Venture Company Nature of concern: Financial
A	Shareholding of the listed entity, whether direct or indirect, in the related party.	The Company holds 37% of the total share capital of ELTX.
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
C	Shareholding of the related party, whether direct or indirect, in the Company (in case of transaction involving the subsidiary).	Nil
A (3): Details of previous transactions with the related party		
1	Total amount of all the transactions undertaken by the Company with the related party during the last financial year.	Nil
2	Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding	Nil



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	the quarter in which the approval is sought.	
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None
A (4): Amount of the proposed transaction(s):		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 2,000 Crores (Rupees Two Thousand Crores Only) for FY 2026-27 (Excluding duties and taxes)
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>Since the consolidated financial statements for FY 2025–26 is not yet available as on date, the consolidated turnover of the Company for FY 2024–25 has been considered as the base for the purpose of this calculation.</p> <p>The value of the proposed related party transaction with ELTX for FY 2026–27 is estimated at Rs. 2,000 crores.</p> <p>Based on the consolidated turnover of Rs.1,083.67crores of the Company for FY 2024–25, the said transaction represents approximately 184.56% of the Company's annual consolidated turnover.</p>
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately	Not Applicable

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	preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)									
5	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	<p>The related party has not commenced business operations as of FY 2025–26 and has not generated any revenue during the said financial year. Accordingly, neither consolidated nor standalone turnover figures are available for the related party.</p> <p>In view of the above, computation of the value of the proposed transactions as a percentage of the related party’s turnover is not applicable and hence cannot be determined.</p>								
6	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (Rs. in Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>NA</td> </tr> <tr> <td>Profit after Tax</td> <td>NA</td> </tr> <tr> <td>Net worth</td> <td>NA</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Rs. in Crores)	Turnover	NA	Profit after Tax	NA	Net worth	NA
		Particulars	FY 2024-25 (Rs. in Crores)							
		Turnover	NA							
		Profit after Tax	NA							
Net worth	NA									
A (5): Basic details of the proposed transaction:										
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Purchase/Sale of goods								
		2. Availing/Rendering of services								
		3. Purchase/Sale of Fixed Assets								
		4. Other operating revenue/other income/recovery of expenses								
2	Details of each type of the proposed transaction	1. Purchase/Sale of raw materials / semi-finished / finished goods/products								
		2. Availing and rendering of various operational, technical, managerial and support services								
		3. Purchase/Sale of equipment’s in capital nature such as plant, machinery, equipment, or other fixed assets.								



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		4.Other operating revenue/other income/recovery of expenses includes recovery or reimbursement of shared expenses, cost allocations, or earning of incidental income.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval of the Members is being sought for material RPTs for FY 2026-27
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>The total value of the proposed related party transaction for FY 2026–27 is to the extent of Rs.2,000 crores.</p> <p>The transaction is proposed to be executed during the financial year FY 2026–27 and does not extend beyond the said financial year. Accordingly, no further financial year-wise break-up is applicable.</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>ELTX Systems Private Limited (ELTX) was established as a Joint Venture Company between the Company and ELTA SYSTEMS LTD, Israel who are the global pioneers in manufacture of RADAR and EW Systems.</p> <p>With the background technology transfer from ELTA SYSTEMS LTD to ELTX, ELTX serves as a critical technology partner and supplier for specialized goods, services, and fixed assets integral to our core manufacturing/production processes.</p> <p>Engaging with this related party enhances the company’s capability and reach for greater opportunities and the company can also offer its services to ELTX for its design, developmental and manufacturing activities which aligns with the company’s core business.</p>



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		<p>This mutual collaboration will enhance technical and manufacturing capabilities and bring in value add and better pricing as a whole to their respective product range and increase their business opportunities, market penetration for mutual growth. This partnership mitigates operational risks in volatile markets, ensuring resilience against disruptions.</p> <p>The Related Party Transaction support key strategic objectives, including technology transfer for next-gen products, and market expansion into high-growth segments, enables the Company into advantageous position including under Make-In-India program for supply to Indian armed forces, DPSU's (Defence Public Sector Undertaking's) and large corporates. This enables faster time-to-market, fostering competitive advantage and long-term shareholder value creation.</p> <p>Aggregate value cap of Rs. 2,000 Crores from April 01, 2026, to March 31, 2027, is calibrated to actual business needs, with periodic reviews to ensure ongoing commercial rationale.</p>
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	<p>Dr. H S Raghavendra Rao, who serves as the Promoter, Chairman and Managing Director of the Company, also holds a directorship on the Board of the related party and therefore considered an interested party in the proposed transactions.</p> <p>Apart from the above, None of the Directors or Key Managerial Personnel of the Company</p>



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		or their relatives have any direct or indirect interest in the said transactions.
	a. Name of the director / KMP	Dr. H S Raghavendra Rao
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>The Management has evaluated the proposed Related Party Transactions (RPTs) and confirms that such transactions are expected to be undertaken in the ordinary course of business and on an arm's length basis, in line with applicable regulatory requirements and internal governance frameworks.</p> <p>Given the nature of these transactions, which are routine, operational, and comparable to similar transactions entered into with unrelated third parties, the pricing and terms have been determined based on prevailing market benchmarks, internal pricing policies, and comparable uncontrolled transactions where available.</p> <p>Accordingly, the Management is of the view that obtaining an independent valuation or external party report is not necessary.</p> <p>However, the Company remains committed to strong corporate governance practices, and in cases where transactions are material, non-routine, or involve significant judgment, an independent valuation or external expert report will be obtained, as considered appropriate.</p>
9	Other information relevant for decision making.	The Audit Committee and Board of the Company, which consists of independent



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		directors from diverse domains, have evaluated and unanimously approved the proposed related party transaction at their respective meetings.
PART - B		
Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2	Basis of determination of price.	The pricing for the transactions has been determined on an arm's length basis and in the ordinary course of business. The prices are consistent with prevailing market conditions and comparable transactions undertaken with unrelated parties. The Company has ensured that such pricing is fair, reasonable, and in its best interest, thereby safeguarding compliance with applicable regulatory and corporate governance requirements.
3	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	The trade advance is determined based on the specific requirements of the project and may be extended up to a maximum of 40% of the total order value. The advance amount is assessed on a case-by-case basis, taking into consideration the nature, scope, and execution needs of the project.
	b. Tenure	Less than 365 days
	c. Whether same is self-liquidating?	Yes



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The Members are requested to note that pursuant regulation 23 (4) of the SEBI Listing Regulations, no related party shall vote to approve resolutions under Item No. 1 whether the entity is a related party to the particular transaction or not.

The Members' approval is solicited for the resolutions set out at Item No. 1 of the Postal Ballot Notice by way of an Ordinary Resolution based on the recommendation of the Board.

Save and except Dr. H S Raghavendra Rao 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.

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

Sd/-

Gurumurthy Hegde

M. No: A24285

Company Secretary, Legal and
Compliance Officer

Place: Bengaluru

Date: April 09, 2026