



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

February 13, 2025

BSE Limited P J Towers Dalal Street, Fort Mumbai – 400001 Scrip Code – 543650	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E) Mumbai – 400051 Symbol – DCXINDIA
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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 February 13, 2025 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.	Description of Resolution
01	Appointment of Mr. Ramegowda Shiva Kumar (DIN:08678987) as an Executive Director of the Company and approval of payment of remuneration

In terms of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23,2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-Off date i.e., Friday, February 07, 2025.

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 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.



DCX SYSTEMS LIMITED
CIN: L31908KA2011PLC061686

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The Company has engaged the services of MUFG Intime India Private Limited for providing remote e-Voting facility to all its members. The Members holding the shares in Demat are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Friday, February 14, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, March 15, 2025 (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, March 15, 2025.

Request you to take the same on your records.

For DCX Systems Limited

Gurumurthy Hegde
Company Secretary, Legal & 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 General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23,2021 and 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "**MCA Circulars**"),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 for approval of following business:

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

Pursuant to Rule 22(5) of the 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.

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, February 07, 2025 ("**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.



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The Company has engaged the services of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for providing remote e-Voting facility to all its members. The Members holding the shares in Demat are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Friday, February 14, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, March 15, 2025 (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, March 15, 2025.

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, March 18, 2025. 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 Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-Voting i.e. Saturday, March 15, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

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

Gurumu
rthy
Hegde

Digitally signed
by Gurumurthy
Hegde
Date: 2025.02.13
12:58:58 +05'30'

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

Place: Bengaluru

Date: February 13, 2025



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Item No. 1

APPOINTMENT OF MR. RAMEGOWDA SHIVA KUMAR (DIN:08678987) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVAL OF PAYMENT OF REMUNERATION:

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘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. Ramegowda Shiva Kumar, (DIN:08678987) appointed by the Board of Directors as an Additional Executive Director of the Company with effect from January 02, 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 Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Executive 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. Ramegowda Shiva Kumar, (DIN:08678987), as an Executive Director of the Company, for a period of 5 (five) years w.e.f. January 02, 2025 and for remuneration as set out in the explanatory statement attached to this postal ballot 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. Ramegowda Shiva Kumar 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.



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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**

Gurumurthy Hegde
Digitally signed by Gurumurthy Hegde
Date: 2025.02.13 12:59:32 +05'30'

Gurumurthy Hegde

M.No: A24285

Company Secretary, Legal and
Compliance Officer

Place: Bengaluru

Date: February 13, 2025

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 terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (the “**MCA Circulars**”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, February 07, 2025. 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 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.



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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 (“**MUFG Intime**”) to provide e-voting facility to its Members.
5. The e-voting period commences on Friday, February 14, 2025, from 9.00 A.M. (IST) and ends at 5.00 P.M. (IST) on Saturday, March 15, 2025. During this period, Members holding shares in dematerialized form, as on Friday, February 07, 2025; i.e., cut-off date, may cast their vote electronically.
6. The e-voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. Saturday, March 15, 2025.
9. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
10. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the Postal Ballot notice could not be serviced, may temporarily get their e-mail address registered with the Company’s RTA, MUFG Intime India Private Limited, by writing to rnt.helpdesk@linkintime.co.in. Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to rnt.helpdesk@linkintime.co.in.
11. Remote e-Voting Instructions for shareholders:

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



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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 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- 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.

OR

Shareholders who have not registered for NSDL 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) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, 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 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.



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- a) 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.
- b) 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 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- 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.

OR

Shareholders who have not registered for CDSL 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.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- 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 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “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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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) After 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 for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.



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

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

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”

- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“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.

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- 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:
- A. ‘Investor ID’ –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. 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 – Voting through remote e-voting

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.**” for which you want to cast vote.
e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
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.



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

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “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 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 a 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 a request at helpdesk.evoting@cdslindia.com 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>

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- 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 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, Bank Account Number (last four digits) 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.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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.

- ❖ 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:

Resolution 1: Appointment of Mr. Ramegowda Shiva Kumar (DIN:08678987) as an Executive 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 January 02, 2025, on the basis of the recommendation of the Nomination and Remuneration Committee (“NRC”), had appointed Mr. Ramegowda Shiva Kumar, (DIN:08678987) as an Additional Executive Director with effect from January 02, 2025, subject to approval of the members of the Company.

The Board is of the opinion that Mr. Ramegowda Shiva Kumar’s rich and diverse experience in the field of Electronics Manufacturing Industry across the verticals including Defence & Aerospace is an asset to the Company. He is also a person of integrity who possesses required expertise and his association as an Executive 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. Ramegowda Shiva Kumar being an Additional Executive 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. Ramegowda Shiva Kumar for the office of a Director of the Company.

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

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

Emoluments:

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

a) **Basic and DA:** ₹2,15,659/- (Rupees Two Lakh Fifteen Thousand Six Hundred Fifty Nine 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:** ₹90,948/- (Rupees Ninety Thousand Nine Hundred Forty-Eight Only)



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- c) **Other Allowances:** ₹1,53,251/- (Rupees One Lakh Fifty Three Thousand Two Hundred Fifty One Only)
- d) **Medical Reimbursement:** ₹3,00,000/- (Rupees Three Lakhs Only) per annum for self through Medical Insurance Card.
- e) **Leave Travel Allowance:** ₹14,763/- (Rupees Fourteen Thousand Seven Hundred Sixty Three Only)
- f) **Employee Provident Fund:** ₹25,879 (Rupees Twenty Five Thousand Eight Hundred Seventy Nine Only)
- f) **Encashment of Leave:** At the end of the tenure of office in accordance with the Company's rules.
- g) **Encashment of Leave:** At the end of the tenure of office in accordance with the Company's rules.
- h) **Bonus:** As per the Company's rules.

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

Disclosure on brief details of Mr. Ramegowda Shiva Kumar 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 Postal Ballot 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.

The Board recommends the resolutions set out at Item No. 1 of the Postal Ballot Notice for approval by the members by way of an Ordinary Resolution.

Save and except Mr. Ramegowda Shiva Kumar 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**

Gurumurthy Hegde
hy Hegde

Digitally signed by
Gurumurthy Hegde
Date: 2025.02.13
13:00:02 +05'30'

Gurumurthy Hegde
M.No: A24285

Company Secretary, Legal and
Compliance Officer

Place: Bengaluru

Date: February 13, 2025



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DETAILS OF MR. RAMEGOWDA SHIVA KUMAR (DIN:08678987), SEEKING APPOINTMENT AS AN EXECUTIVE DIRECTOR, PURSUANT TO THE REGULATION 36 (3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of the Director	Mr. Ramegowda Shiva Kumar
DIN	08678987
Designation	Additional Executive Director
Date of Birth	April 29, 1982
Age	42 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 & 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	₹ 5,00,500/- P.M. (CTC) as of January 2025
Remuneration proposed to be paid	₹ 5,00,500/- P.M. (CTC)
Terms and Conditions of appointment	As mentioned in the resolutions in Item No.1 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 Companies	1. Raneal Advanced Systems Private Limited 2. Raneal Technologies Private Limited
Membership of Committees/ Chairmanship in other Companies	None
Resigned to the Listed entities in the past three years	None
Number of Board meetings attended during the FY 2024-25	2 (From January 02, 2025 till February 12, 2025)