



The brand behind brands

Date: 27th May, 2021

Dear Member,

We are pleased to invite you to attend the 28th Annual General Meeting of the Members of Dixon Technologies (India) Limited to be held on 28th September, 2021, Tuesday at 11.00 A.M. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.

The Notice of the 28th Annual General Meeting along with the instructions for casting of vote by electronic means and the instructions for attending the Annual General Meeting by VC /OAVM facility has been provided herein.

Please find below key details / information regarding 28th Annual General Meeting for your ready reference and ease of participation.

Sl. No	Particulars	Details
1.	Link for participation through VC/OAVM	https://emeetings.kfintech.com/
2.	Link for remote e-voting	https://evoting.kfintech.com/
3.	Helpline number for VC/OAVM participation and e-voting	Contact KFin Technologies Private Limited at 18003094001 or write to them at einward.ris@kfintech.com
4.	Weblink for temporary registration to receive AGM Notice & Credentials for e-voting/AGM	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
5.	Cut-off date for e-voting and Dividend	21st September, 2021 (Tuesday)
6.	Time period for remote e-voting	From 09:00 A.M. on 25th September, 2021 (Saturday) to 05.00 P.M. on 27th September, 2021 (Monday) [both days inclusive]
7.	Registrar and Share Transfer Agent contact details	Mr. B Srinivas, Manager [Unit: Dixon Technologies (India) Limited] KFin Technologies Private Limited E-mail: einward.ris@kfintech.com ; evoting@kfintech.com Contact No.: 040 - 6716 2222

We anticipate your presence in the Annual General Meeting. Kindly make it convenient to attend the same.

Very truly yours,

Sd/-
Ashish Kumar
Group CS, Head-Legal & HR



The brand behind brands

Dixon Technologies (India) Limited

CIN: L32101UP1993PLC066581

Regd. Office: B-14 & 15, Phase-II, Noida-201305, (U.P.) India, Ph.:0120-4737200

E-mail: investorrelations@dixoninfo.com, Website: <http://www.dixoninfo.com>, Fax No. 0120-4737263

Notice of Annual General Meeting

NOTICE is hereby given that TWENTY EIGHTH ANNUAL GENERAL MEETING (the "AGM") of the members of Dixon Technologies (India) Limited ("the Company") will be held on 28th September, 2021, Tuesday at 11.00 A.M. through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility without the physical presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs and SEBI to transact the following businesses mentioned below:

A. Ordinary Business

Item No. 1. Adoption of Financial Statements & Reports

To consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the report of Auditors thereon and in this regard, adopt the following resolutions, with or without modification(s), as Ordinary Resolutions:

- (a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Auditors and Board of Directors thereon, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 and the report of Auditors thereon, be and are hereby considered and adopted."

Item No. 2. Declaration of Dividend

To declare a final dividend of ₹ 1 per equity share for the Financial Year 2020-21.

Rational: With an intention that the members of the Company should also have an access to distributable earnings of the Company, the Company proposes to declare the aforesaid Dividend.

Members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of ₹ 1/- (Rupee One) per equity share of ₹ 2/- (Rupees Two) each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2021 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2021."

Item No. 3. Appointment of Mr. Sunil Vachani as a director liable to retire by rotation

To appoint a Director in place of Mr. Sunil Vachani, Whole Time Director (Director Identification Number: 00025431) who retires by rotation and being eligible, offers himself for re-appointment.

Rational: Refer the explanation given under Item No: 3 on page No 14.

Members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 58 of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Vachani (Director Identification Number: 00025431) as a Director of the Company, who shall continue as Whole Time Director of the Company, to the extent that he is required to retire by rotation."

B. Special Business

Item No. 4. Appointment of Dr. Rakesh Mohan as a Non-Executive and Independent Director of the Company

Rational: Refer the explanation given under Item no. 4 on page no. 14.

Members are requested to consider and if thought fit, to pass the following resolutions, with or without modification(s), as Special Resolutions:

"RESOLVED THAT Dr. Rakesh Mohan (Director Identification Number: 02790744), who was appointed as an Additional Director in the capacity of Non-Executive and Independent Director of the Company with effect from 2nd February, 2021 by the Board of Directors and who holds office up to the date

of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the 'Act') and who is eligible for appointment be and is hereby appointed as a Non-Executive and Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and in terms of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to recommendation of Nomination and Remuneration Committee, Dr. Rakesh Mohan (Director Identification Number: 02790744), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 2nd February, 2021 till 1st February, 2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and the applicable provisions of the Act and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the members of the Company be and is hereby accorded for continuation of office of Dr. Rakesh Mohan (Director Identification Number: 02790744) as a 'Non-Executive Independent Director' of the Company beyond the age of 75 years, during his aforesaid term."

Item No. 5. Re-appointment of Mr. Sunil Vachani (DIN: 00025431) as Whole Time Director of the Company

Rational: Refer the explanation given under Item no. 5 on page no. 14.

Members are requested to consider and if thought fit, to pass the following resolutions, with or without modification(s), as Ordinary Resolutions:

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration committee of the Board and approval of the Board and subject to provisions of sections 152, 196, 197 198, 203 read with schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Sunil Vachani (DIN: 00025431) as Whole time Director of the Company for a period of five (5) consecutive years with effect from 5th May, 2022 and upto 4th May, 2027, as per the terms and conditions including remuneration which shall be payable within the limits prescribed under Section 197 read with schedule V and other applicable provisions of the Act, as amended from time to time, and as detailed in the explanatory statement attached

hereto, or such terms and conditions including remuneration as may be determined by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) with further liberty to the Board to alter the said terms and conditions of re-appointment and remuneration from time to time subject to limits as prescribed under section 197 read with schedule V and the said limits shall be based on the net profit which shall be calculated as per section 198 of the Act, as amended or applicable from time to time.

RESOLVED FURTHER THAT pursuant to section 152 of the Act read with applicable rules thereon, the office of Mr. Sunil Vachani shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and are hereby authorized to do all such acts, things and deeds required in this regard and matters incidental thereto on behalf of the Company."

Item No. 6. Re-appointment of Mr. Atul B. Lall as Managing Director of the Company

Rational: Refer the explanation given under Item no. 6 on page no. 15

Members are requested to consider and if thought fit, to pass the following resolutions, with or without modification(s), as Special Resolutions:

"RESOLVED THAT pursuant to recommendation of Nomination and remuneration committee of the Board and approval of the Board and subject to provisions of sections 196, 197 198, 203 read with schedule V and other applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the relevant provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded for the re-appointment of Mr. Atul B. Lall (Director Identification Number: 00781436) as Managing Director of the Company for a period of five (5) consecutive years with effect from 5th May, 2022 upto 4th May, 2027, as per the terms and conditions including remuneration which may exceed 5% of the net profits of the Company, computed in accordance with Section 198 of the Act as amended or applicable from time to time, and as detailed in the explanatory statement attached hereto, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter the said terms and conditions of re-appointment and remuneration from time to time in accordance with the approval of the members of the Company.

RESOLVED FURTHER THAT pursuant to section 152 of the Act read with applicable rules thereon, the office of Mr. Atul B. Lall shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and are hereby authorized to

do all such acts, things and deeds required in this regard and matters incidental thereto on behalf of the Company."

Item No. 7. Increase in the limit of managerial remuneration payable to Mr. Atul B. Lall

Rational: Refer the explanation given under Item no. 7 on page no. 16

Members are requested to consider and if thought fit, to pass the following resolutions, with or without modification(s), as Special Resolutions:

"RESOLVED THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the relevant provisions of the Articles of Association of the Company and such other rules, regulations and guidelines as may be applicable from time to time, pursuant to special resolution passed by the shareholders of the Company at their Annual General Meeting held on 29th September, 2020, approving Dixon Technologies (India) Limited - Employee Stock Option plan, 2020 ("DIXON ESOP 2020") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Atul B. Lall (DIN: 00781436), Managing Director, in excess of limits specified under proviso 1 & 2 of Section 197(1) of the Act payable w.e.f. Financial Year 2021-2022 including subsequent term for which he may be appointed from time to time by the members.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and are hereby authorized to do all such acts, things and deeds required in this regard and matters incidental thereto on behalf of the Company."

Item No. 8. Ratification of Remuneration to be paid to M/s. Satija & Co., Cost Accountants, Cost Auditors of the Company

Rational: Refer the explanation given under Item no. 8 on page no. 17

Members are requested to consider and if thought fit, to pass the following resolutions, with or without modification(s), as Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), ratification accorded by the members at the 27th Annual General Meeting of the Company held on 29th September, 2020, the remuneration payable to M/s. Satija & Co., Cost Accountants, Cost Auditors of ₹ 3.75 Lakhs per annum plus applicable taxes and reimbursement of out of pocket expenses, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2021 and 31st March, 2022, as approved by the Board of Directors, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee constituted / to be constituted by the Board) be and are hereby authorized to do all such acts, things and deeds required in this regard and matters incidental thereto on behalf of the Company."

Item No. 9. To approve raising of funds in one or more tranches, by issuance of securities by way of private offerings, qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding ₹ 500 Crores

Rational: Refer the explanation given under item no. 9 on page no. 17

Members are requested to consider and if thought fit, to pass the following resolutions, with or without modification(s), as Special Resolutions:

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("Companies Act") and in accordance with the provisions of the memorandum of association and articles of association of Dixon Technologies (India) Limited (the "Company"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 2/- of the Company are listed ("Stock Exchanges"), and such equity shares, (the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("Govt"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Govt, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company ("Board", which term shall include

any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, non-convertible debentures, foreign currency convertible bonds, warrants (collectively, the "Securities"), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration of up to ₹ 500,00,00,000 only (Rupees Five hundred crores only) (the "Issue"), through a public issue, preferential allotment or a private placement (including one or more qualified institutions placements ("QIP") in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations), or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different securities; face value; number of securities / Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in

terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIP in terms of the SEBI ICDR Regulations:

- i. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company;
- ii. the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares;
- iii. no partly paid-up Equity Shares or other Securities shall be issued / allotted;
- iv. the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("QIP Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
- v. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- vi. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- b) determining the terms and conditions of the issuance, including among other things, (i) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (ii) terms as are provided in domestic offerings of this nature, and (iii) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;
- c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- i) file requisite documents with the SEBI, Stock Exchanges, the Gol, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- l) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- m) acceptance and appropriation of the proceeds of the issue of the Securities;
- n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company in accordance with the provisions of Companies Act, 2013 read with memorandum of association and articles of association of the Company;
- o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

NOTES:-

- 1 In view of the continuing restrictions on the movement of people at several places in the country, due to the outbreak of COVID-19, the Ministry of Corporate Affairs, Government of India ("MCA"), and the Securities and Exchange Board of India ("SEBI"), have allowed companies to conduct Annual General Meetings through video conference ("VC")/ other audio-visual means ("OAVM"), without the physical presence of Members and, therefore, pursuant to General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 39/2020 dated 31st December 2020 and 02/2021 dated January 13, 2021, issued by the MCA ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the SEBI ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 28th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
- 2 In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at B-14 & 15, Phase – II, Noida – 201305, India. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 3 Company has appointed KFin Technologies Private Limited, Registrar and Transfer Agents, to provide VC/OAVM facility for the AGM and the attendant enablers for conducting the AGM.
- 4 In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 28th AGM. However, in pursuance of Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are mandatorily required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer_sba@gmail.com with a copy marked to evoting@kfintech.com.
- 5 In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- 6 The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, Registers of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Companies, 2013, Certificate from Statutory Auditors of the Company with respect to Dixon Technologies (India) Limited – Employees Stock Option Plan, 2018 and Dixon Technologies (India) Limited - Employee Stock Option plan, 2020 and all such documents referred to in the Notice and the accompanying Explanatory Statement shall be available for inspection and the same can be accessed by sending a request to the Company at investorrelations@dixoninfo.com.
- 7 Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 28th AGM, forms integral part of the Notice. Requisite declarations have been received from the Director for seeking appointment/ re-appointment.
- 8 The register of members and share transfer books will remain closed from 22nd September, 2021 till 28th September, 2021 for the purpose of payment of final dividend for the financial year ended on 31st March, 2021 and the Annual General meeting. 21st September, 2021 (Tuesday) would be the cut-off date for the purpose of reckoning members/beneficial owners entitled to e-vote & attend AGM through VC/OAVM.
- 9 Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appears on the register of members as on 21st September, 2021. The Final dividend, as proposed, is ₹ 1 per equity share having face value of ₹ 2. Pursuant to the amendments introduced in the Income-tax Act, 1961 vide Finance Act, 2020, w.e.f. 1st April, 2020, the Company is required to withhold taxes at the prescribed rates on the dividend paid to its members. Accordingly, the Company is required to deduct tax at source from dividend paid to the members at prescribed rates under the Income Tax Act, 1961.
- 10 Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant(s).
- 11 Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Affairs Department at the Company's registered office or e-mailing at investorrelations@dixoninfo.com or the Company's Registrar and Share Transfer Agent (KFin Technologies Private Limited) by e-mailing at einward.ris@kfintech.com for revalidation and encash them before the due dates. Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund. In addition, as per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund.

- 12 Members holding shares in physical form and who have not registered their bank account details with the RTA or who wish to update, can do so by emailing to einward.ris@kfintech.com with the following details – Folio No, Name & address of the their Bank, the Bank Account type, the Bank Account Number, MICR Code Number, IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder. Members holding shares in demat may contact their Depository Participant to update their email address and bank account details.
- 13 In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
- 14 The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The Board of Directors have considered and resolved that Special Business items are unavoidable in nature.
- 15 Members are requested to participate on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 28th AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
- 16 Attendance of the Members participating in the 28th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. A Member's log-in to the VC/OAVM platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 17 In compliance with the aforesaid MCA Circulars and SEBI Circulars, your Company is sending notice of meeting and other documents through electronic mode only, to all the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on 27th August, 2021, the (Record Date). Any person who acquires shares of the Company and becomes Member of the Company after 27th August, 2021, being the date reckoned for the dispatch of the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. 21st September, 2021 may get their e-mail id registered as per the procedure mentioned herein below and they may obtain the User Id and password in the manner stated in the other instructions.
- 18 The Notice of the 28th AGM is also posted on the website of the company i.e. www.dixoninfo.com and on the website of Stock

Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and also on the website of the Registrar and Share Transfer Agent of the Company at <https://evoting.kfintech.com/>.

- 19 Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids **for e-Voting on the resolutions set out in this Notice:**
 - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
 - ii. Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, are requested to visit the website of KFin Technologies Private Limited <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for temporary registration of email id of shareholders for 28th e-AGM and follow the process as mentioned on the landing page to receive the Annual Report, AGM Notice and Voting Instructions.
 - iii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.

20 PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Private Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. 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.
- iii. 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.
- iv. A) Commencement of remote e-voting - 09:00 A.M. on 25th September, 2021 (Saturday)
- B) End of remote e-voting - 05.00 P.M. on 27th September, 2021 (Monday)
- At the end of remote e-voting period, the facility shall forthwith be blocked.
- v. 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.
- vi. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.
- vii. Any person holding shares in physical form and 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 evoting@Kfintech.com. However, if he / she is already registered with KFin Technologies Private Limited for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- viii. 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."
- ix. The details of the process and manner for remote e-Voting are explained herein below:
- Step 1 :** Access to Depositories e-Voting system in case of individual shareholders.
- Step 2 :** Access to KFinTech e-Voting system in case physical and non-individual shareholders.
- Step 3 :** Access to join virtual meetings of the Company on KFinTech e-Voting System and cast your vote electronically.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>

Type of shareholders	Login Method
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details

of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by