



Date: 30th May, 2022

Dear Member,

We are pleased to invite you to attend the 29th Annual General Meeting of the Members of Dixon Technologies (India) Limited to be held on Tuesday, 23rd August, 2022 at 03.00 P.M.(IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.

The Notice of the 29th 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 29th 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 Limited at 18003094001 or write to them at:- einward.ris@kfintech.com evoting@kfintech.com
4.	Weblink for temporary registration to receive AGM Notice & Credentials for e-voting/AGM	https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx
5.	Cut-off date for e-voting and Dividend	Tuesday, 16 th August, 2022
6.	Time period for remote e-voting	From 09:00 A.M. on Saturday, 20 th August, 2022 to 05:00 P.M. on Monday, 22 nd August, 2022 [both days inclusive]
7.	Registrar and Share Transfer Agent contact details	Ms. B. Swati Reddy, Manager [Unit: Dixon Technologies (India) Limited] KFin Technologies Limited, Selenium Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi, Telangana -500032 E-mail: einward.ris@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 NINTH ANNUAL GENERAL MEETING** (the “**AGM**”) of the members of Dixon Technologies (India) Limited (“the Company”) will be held as per below mentioned schedule:

Day : Tuesday

Date : 23rd August, 2022

Time : 03:00 p.m. (IST)

via two way Video Conferencing/Other Audio Visual Means (“**VC/OAVM**”) in compliance with General Circulars issued by Ministry of Corporate Affairs and SEBI to transact the following businesses:

A. Ordinary Business

Item No. 1. Adoption of Financial Statements & Reports

To receive, consider and adopt:

- the audited standalone financial statements of the Company for the financial year ended 31st March, 2022, the reports of the Auditors and Board of Directors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended 31st March, 2022 and the report of Auditors thereon.

Item No. 2. Declaration of Dividend

To declare a final dividend of Rs. 2/- per equity share of face value of Rs. 2/- each for the Financial Year 2021-22.

Item No. 3. Appointment of Mr. Atul B. Lall as a director liable to retire by rotation

To appoint a Director in place of Mr. Atul B. Lall, Vice Chairman & Managing Director (DIN: 00781436), who retires by rotation and being eligible, offers himself for re-appointment.

B. Special Business

Item No. 4. 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. 4 on page no. 12.

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(3) 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), the remuneration payable to M/s. Satija & Co., Cost Accountants, Cost Auditors of Rs. 4,40,000/- (Rupees Four Lakh Forty Thousand Only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, as approved by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2023, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorized to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Item No. 5. Continuation of Office of Dr. Manuji Zarabi (DIN: 00648928) as a Non-Executive Independent Director of the Company beyond the age of 75 years

Rational: Refer the explanation given under Item no. 5 on page no. 12.

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for continuation of office of Dr. Manuji Zarabi (DIN: 00648928) as a 'Non-Executive Independent Director' of the Company beyond the age of 75 years, till the completion of his ongoing second term i.e. until 22nd February, 2025.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorized to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Item No. 6. Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013

Rational: Refer the explanation given under Item no. 6 on page no. 12.

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 the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with rules framed thereunder and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by the subsidiary companies, joint venture companies and other associates, being entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the said Section, for an aggregate outstanding amount not exceeding Rs. 400 crores (Rupees Four Hundred Crores only) per annum, respectively for each entity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Item No. 7 Approval of remuneration payable to Mr. Sunil Vachani (DIN: 00025431), Executive Chairman & Whole Time director of the Company as per Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Rational: Refer the explanation given under Item no. 7 on page no. 13.

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 the approval accorded by the members of the Company, vide special resolution dated 28th September, 2021, with respect to re-appointment of Mr. Sunil Vachani (DIN: 00025431) as a Whole time Director of the Company for a period of 5 (five) consecutive years with effect from 5th May, 2022 and pursuant to Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, along with the provisions of Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule- V of the Act, and based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for payment of remuneration, in excess of Rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher), to Mr. Sunil Vachani (DIN: 00025431) Whole time Director, being the Promoter of the Company, until the expiry of his current term which is upto 4th May, 2027.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sunil Vachani (DIN: 00025431), Whole time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and are hereby authorized to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Item No. 8 Grant of stock options to the employees of Associate Companies, including Joint Venture Companies, under Dixon Technologies (India) Limited —Employees Stock Option Plan, 2018 ("DIXON ESOP 2018") and Employee Stock Option Plan, 2020 ("DIXON ESOP 2020")

Rational: Refer the explanation given under Item no. 8 on page no. 13.

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

“RESOLVED THAT in consonance with the approval of the members, vide resolution dated 25th July, 2018 and 29th September, 2020 and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with rules framed thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI ESOP Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to extend the benefits of DIXON Technologies (India) Limited – Employees Stock Option Plan, 2018 (“DIXON ESOP 2018”) & DIXON Technologies (India) Limited – Employee Stock Option Plan, 2020 (“DIXON ESOP 2020”) including the issuance of Options and shares thereunder to and for the benefit of present and future permanent employees of the present and future Associate Companies including Joint Ventures Companies of the Company and its director(s), whether whole time director or not but excluding independent directors, whether working in India or outside India (hereinafter referred to as “Eligible Employee”) but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares to the intent that the number of Securities offered under DIXON ESOP 2018 and DIXON ESOP 2020 to the Eligible Employees of the Associate Companies including Joint Ventures Companies shall be subsumed in the aggregate limit of equity shares of the face value of Rs. 2/- (Rupees Two only) each set out in the Special Resolution passed on 25th July, 2018 and 29th September, 2020, for approval of DIXON ESOP 2018 and DIXON ESOP 2020, respectively.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under DIXON ESOP 2018 and DIXON ESOP 2020 shall rank pari – passu inter-se in all respects with the then existing Equity Shares of the Company for all purposes and it shall not be in detriment to the options issued to the existing employees.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board (which term shall be deemed to include any Committee thereof) be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

NOTES:-

1. 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. 20/2020 dated 5th May, 2020, 02/2021 dated January 13, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 issued by the MCA (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 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 company is convening the 29th Annual General Meeting (“AGM”) 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 engaged KFin Technologies 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 29TH 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 Secretarial 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 29th 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 17th August, 2022 till 23rd August, 2022 for the purpose of payment of final dividend for the financial year ended on 31st March, 2022 and the Annual General meeting. 16th August, 2022 (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 16th August, 2022 (**Cut-off date**). The Final dividend, as proposed, is Rs. 2/- per equity share having face value of Rs.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 and email address 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 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.
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. 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 29th 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 29th 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. Hence the Attendance Slip is not annexed to this Notice.
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 29th July, 2022, the (Record Date). Any person who acquires shares of the Company and becomes Member of the Company after 29th July, 2022, 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. 16th August, 2022 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 29th 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. As per the Listing Regulations and pursuant to SEBI Circular dated 20th April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where the dividend cannot be paid through electronic mode, the same will be paid through other permitted modes.
20. SEBI has, vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, mandated the furnishing of PAN, Address with PIN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited documents/ details in the aforesaid circulars are not available on or after 1st April 2023, shall be frozen by the Registrars and Transfer Agent of the Company. Members are requested to furnish the details in the prescribed form to the RTA of the Company i.e. KFin Technologies Limited. The required forms for the same can be downloaded from the website of the Company and the website of RTA.
21. 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 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 Limited <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> for temporary registration of email id of members for 29th

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 Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.

22. 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 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. Members 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 20th August, 2022 (Saturday)
B) End of remote e-voting - 05:00 P.M. on 22nd August, 2022 (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 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> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <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 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.

Type of shareholders	Login Method
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:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. 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 folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'DIXON TECHNOLOGIES (INDIA) LIMITED - AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total

number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizer.sba@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg>.

aspx. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.
 - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use

Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration'. The above mentioned facility shall be activated from Saturday, 20th August, 2022 (09:00 a.m.) upto Monday, 22nd August, 2022 (03.00 p.m.). The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. Members shall be provided a 'queue number' before the meeting.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from Saturday, 20th August, 2022 (09:00 a.m.) upto Monday, 22nd August, 2022 (03.00 p.m.).
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact B. Swati Reddy, at einward.ris@kfintech.com and evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 16th August, 2022, being the cut-off date, are entitled to vote on the Resolutions