

Date: 25th July, 2023

Dear Member,

We are pleased to invite you to attend the 30th Annual General Meeting of the Members of Dixon Technologies (India) Limited to be held on Friday, 29th September, 2023 at 11.00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility.

The Notice of the 30th 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 30th 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.	Cut-off date for e-voting and Dividend	Friday, 22 nd September, 2023
5.	Time period for remote e-voting	From 09:00 A.M. (IST) on Tuesday, 26 th September, 2023 to 05:00 P.M. (IST) on Thursday, 28 th September, 2023 [both days inclusive]
6.	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

Chief Legal Counsel & Group Company Secretary



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: <https://www.dixoninfo.com>, Fax No. 0120-4737263

NOTICE

Notice of Annual General Meeting

NOTICE is hereby given that **THIRTIETH ANNUAL GENERAL MEETING (the "AGM")** of the members of Dixon Technologies (India) Limited ("the Company") will be held as per below mentioned schedule:

Day : Friday
Date : 29th September, 2023
Time : 11:00 a.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:

(a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2023, together with 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, 2023 and the report of the Auditors thereon.

Item No. 2. Declaration of Dividend

To declare a final dividend of Rs. 3/- per equity share of face value of Rs. 2/- each for the Financial Year 2022-23.

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, Executive Chairman & Whole time Director (DIN: 00025431), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4. Re-Appointment of M/s S.N. Dhawan & Co. LLP as Statutory Auditors of the Company:

Rational: Refer the explanation given under Item No. 4 on page no. 12

To re-appoint M/s S.N. Dhawan & Co. LLP as Statutory Auditors of the Company for a term of 5 years from the conclusion of 30th AGM till the conclusion of 35th AGM.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration Number 000050N/N500045) be and are hereby re-appointed as Statutory Auditors of the Company, for a further term of five (5) consecutive years, to hold office from the conclusion of the 30th (Thirtieth) Annual General Meeting until the conclusion of 35th (Thirty Fifth) Annual General Meeting on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

B. Special Business

Item No. 5. 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. 5 on page no. 12

To consider and if thought fit, to pass the following resolutions, with or without modification(s), as **Ordinary Resolution**:

"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. 4,75,000/- (Rupees Four Lakh Seventy-Five 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, 2024, 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

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. 6. Re-appointment of Mr. Keng Tsung Kuo (DIN: 03299647) as the Non-Executive and Independent Director of the Company for a second term of five consecutive years.

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

To consider and if thought fit, to pass the following resolutions, with or without modification(s), as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 ('Act'), read with the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and any other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time, the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Keng Tsung Kuo (DIN: 03299647), who was appointed as an Independent Director of the Company at the 26th Annual General Meeting of the Company for a period of five years, i.e., from 12th April, 2019 to 11th April, 2024 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the second consecutive term of five years, i.e., from 12th April, 2024 to 11th April, 2029 (both days inclusive)."

Item No. 7. Approval of remuneration of Mr. Prithvi Vachani, Assistant General Manager (Business Development) of the Company to hold office or place of profit in the Company

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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification/s or re-enactment/s thereof for the time being in force and as recommended by the Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors to approve and pay remuneration to Mr. Prithvi Vachani, Assistant General Manager (Business Development) and holding an office or place of profit in the Company, as computed

under applicable provisions of the Companies Act, 2013, maximum upto INR 50,00,000/- (Rupees Fifty Lakhs Only) Per annum (including all allowances, perquisites and benefits that he is entitled to, effective 1st October, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 8. Appointment of Mr. Arun Seth (DIN: 00204434) as Non-Executive and Independent Director of the Company and continuation of his office as Non-Executive and Independent Director beyond age of 75 years

Rational: Refer the explanation given under Item no. 8 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 Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV of the Companies Act, 2013 ('Act'), read with the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and any other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time, the Articles of Association of the Company, and the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Arun Seth (DIN: 00204434), who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive and Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 29th September, 2023.

RESOLVED FURTHER 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 Mr. Arun Seth (DIN: 00204434) as a 'Non-Executive Independent Director' of the Company beyond the age of 75 years, till the completion of his ongoing term i.e. until 28th September, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorized to do all necessary acts, deeds 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. 9. Approval of Dixon Technologies (India) Limited — Employee Stock Option Plan, 2023 (“DIXON ESOP 2023”)

Rational: Refer the explanation given under Item no. 9 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 Resolution:**

“RESOLVED THAT 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 (“**SEBI**”) (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) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required or condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee as may be constituted by the Board for the purpose), the consent of the members of the Company be and is hereby accorded for approval of Dixon Technologies (India) Limited —Employee Stock Option Plan, 2023 and to the Board to grant, vest and allot, from time to time and in one or more tranches, under DIXON ESOP 2023, a maximum of 20,00,000 options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 20,00,000 equity shares of face value Rs. 2/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) for the benefit of present and future employees whether working in India or outside India and director(s), whether whole time director or not, including a Non-Executive director who is not a promoter or member of the promoter group but excluding independent directors, whether working in India or outside India of the Company (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 (hereinafter collectively referred to as “**Securities**”).

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under DIXON ESOP 2023 shall rank pari-passu inter-se in all respects with the then existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect DIXON ESOP 2023 as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate DIXON ESOP 2023, subject to compliance with the SEBI ESOP Regulations and other applicable laws, rules and regulations, as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under DIXON ESOP 2023 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations.

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 be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme 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.”

Item No.10. Grant of stock options to the employees of Subsidiary Companies and Associate Companies, including Joint Venture Companies under Dixon Technologies (India) Limited – Employees Stock Option Plan, 2023 (“Dixon ESOP 2023”).

Rational: Refer the explanation given under Item no. 10 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 Resolution:**

“RESOLVED THAT 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 (“**SEBI**”) (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) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required or condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee as may be constituted by the Board for the purpose), the consent of the members be and is hereby accorded to extend

the benefits of DIXON ESOP 2023 including the issuance of Options and shares thereunder to and for the benefit of present and future employees of the present and future Subsidiaries of the Company and Associate Companies, including Joint Venture Companies and its director(s), whether whole time director or not, including a Non-Executive director who is not a promoter or member of the promoter group 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 2023 to the Eligible Employees of the Subsidiary Companies and Associate Companies, including Joint Venture Companies shall be subsumed in the aggregate limit of 20,00,000 equity shares of the face value of Rs. 2/- (Rupees Two only) each set out in the Special Resolution under Item No. 9 of this notice (hereinafter collectively referred to as “**Securities**”).

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company under DIXON ESOP 2023 shall rank pari – passu inter-se in all respects with the then existing Equity Shares of the Company for all purposes.

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 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. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 11/2022 dated December 28, 2022 by the MCA (“**MCA Circulars**”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the SEBI (“**SEBI Circulars**”) 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 30th 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 30TH- 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 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 upto the conclusion of 30th AGM.
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 30th 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 23rd September, 2023 till 29th September, 2023 for the purpose of payment of final dividend for the financial year ended on 31st March, 2023 and the Annual General Meeting. 22nd September, 2023 (Friday) 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 22nd September, 2023 (**Cut-off date**). The Final dividend, as proposed, is Rs. 3/- 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. 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.
14. 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 30th 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.
15. Attendance of the Members participating in the 30th 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.
16. 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 1st September, 2023, the (Record Date). Any person who acquires shares of the Company and becomes Member of the Company after 1st September, 2023, 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. 22nd September, 2023 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.
17. The Notice of the 30th 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/>.
18. 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.
19. SEBI has, vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, 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 October 2023, shall be frozen by the Registrar 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.

20. SEBI has vide its circular no. SEBI/HO/OIAE/2023/03391 dated 27th January, 2023 advised all the listed entities to issue an intimation letter either by email or by SMS's to all the investors who holds the shares in physical form, creating awareness amongst the investors about the availability of Dispute resolution mechanism at the stock exchanges against the listed entities/RTA. The Company has already circulated such intimation letter to all the shareholders of the Company holding shares in physical form complying with the aforesaid provisions of the circular on 17th February, 2023.

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. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD1/P/ CIR/2023/37, dated March 16th, 2023 all holders of physical securities in listed companies shall update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	Kfin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

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 26th September, 2023 (Tuesday)
B) End of remote e-voting - 05.00 P.M. on 28th September, 2023 (Thursday)

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 through their registered email ID 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.
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/myeasinew/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/myeasinew/home/login Proceed with completing the required fields. Follow the steps given in point 1

Type of shareholders	Login Method
	3. Alternatively, by directly accessing the e-Voting website of CDSL <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. 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.
 - ii. 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 through 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.
- (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. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed