

# Dixon

An ISO 9001 : 2008, 14001 : 2004 Company

## Dixon Technologies (India) Ltd.

(Formerly Known as Dixon Technologies (India) Pvt. Ltd )

CIN : L32101UP1993PLC066581

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

E-mail : info@dixoninfo.com. Website : http://www.dixoninfo.com, Fax : 0120-4737263

Date: 29<sup>th</sup> June, 2018

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050
Scrip Code - 540699 ISIN: INE935N01012	Scrip Code- DIXON ISIN: INE935N01012

Dear Sir/Madam,

### **Re: Notice of the 25<sup>th</sup> Annual General Meeting and Book Closure intimation**

We hereby inform you that the 25<sup>th</sup> Annual General Meeting of the members of the Company is scheduled to be held on Wednesday, 25<sup>th</sup> July, 2018 at 3.00 P.M. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida- 201301.

Please find enclosed herewith copy of the Notice convening 25<sup>th</sup> Annual General Meeting ("AGM") of the Company. The same will be made available on the Company's website at [www.dixoninfo.com](http://www.dixoninfo.com).

Additionally, pursuant to Regulation 42 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following are the Book closure, Cut off and E-voting dates for the said AGM:

Events	Date	Time
Date of AGM	25 <sup>th</sup> July, 2018	03.00 P.M.
Cut-off date for e-voting and Dividend	18 <sup>th</sup> July, 2018	NA
Book Closure date for AGM and Dividend	19 <sup>th</sup> July, 2018 to 25 <sup>th</sup> July, 2018 ( both days inclusive)	NA
Commencement of E-voting	22 <sup>nd</sup> July, 2018	9.00 A.M.
End of E-voting	24 <sup>th</sup> July, 2018	5.00 P.M.



*Handwritten signature*

We request you to take the aforesaid on record and oblige.

Thanking You,

**For DIXON TECHNOLOGIES (INDIA) LIMITED**

*Ashish Kumar*  
**Ashish Kumar**  
Group Company Secretary and Compliance Officer



**Encl: as above**

C/c:

<b>National Securities Depository Limited</b>	<b>Central Depository Services (India) Limited</b>	<b>M/s Karvy Computershare Private Limited</b>
4th & 5th Floor, A Wing, Tradeworld, Senapati Bapat Marg, Near Kamla Mills Compound, Lower Parel, Mumbai - 400013	17th floor, P J Towers, Dalal Street, Fort, Mumbai - 400001	Karvy Selenium Tower B , Plot 31-32 Gachibowli, Financial District, Nanakramguda Hyderabad- 500032

# Dixon

An ISO 9001:2008 & 14001:2004 Company

**Date: 26<sup>th</sup> May, 2018**

Dear Member,

We are pleased to invite you to attend the 25<sup>th</sup> Annual General Meeting of the Members of Dixon Technologies (India) Limited (“the Company”) to be held on Wednesday, 25<sup>th</sup> July, 2018 at 03.00 P.M. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301.

The Notice of the 25<sup>th</sup> Annual General Meeting along with Proxy form, Attendance Slip and instructions for casting of vote by electronic means has been provided herein.

Further, to facilitate your presence at the aforesaid Annual General Meeting, as a small initiative, we have deployed transportation facility in Noida region (from nearest metro station). You may, avail such facility by writing at investorrelations@dixoninfo.com or alternatively contacting at 0120-4737200 (Ext. 261 & 275) latest by 18<sup>th</sup> July, 2018.

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

Very truly yours,

Sd/-

**Ashish Kumar**

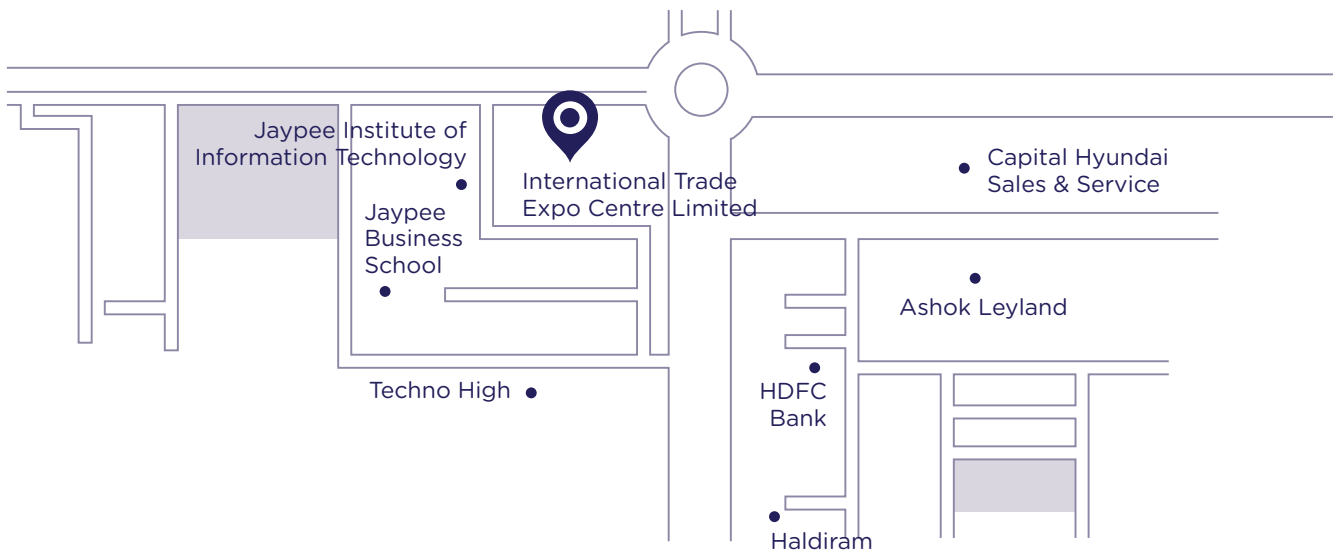
Group Company Secretary & Compliance Officer

**Enclosures:**

- 1) Notice of the 25<sup>th</sup> Annual General Meeting
- 2) Proxy Form
- 3) Route Map to the venue of the meeting
- 4) Attendance Slip

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## Route map to the venue of 25<sup>th</sup> Annual General Meeting



# Dixon

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## Dixon Technologies (India) Ltd.

(Formerly Known as Dixon Technologies (India) Pvt. 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.: 0120-4737273

## Notice of Annual General Meeting

**NOTICE** is hereby given that **25<sup>th</sup>, Annual General Meeting (the "AGM")** of Dixon Technologies (India) Limited ("the Company") will be held on Wednesday, 25<sup>th</sup> July, 2018 at 03.00 P.M. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 to transact the following business:

### A. Ordinary Business

#### 1. Adoption of Financial Statements & Reports

To consider and adopt (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions, with or without modification(s), as Ordinary Resolutions:

- (a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

#### 2. Declaration of Dividend

To declare a final dividend of ₹2 per equity share for the Financial Year 2017-18.

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

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

**"RESOLVED THAT** a dividend at the rate of ₹2/- (Rupees

Two only) per equity share of ₹10/- (Ten Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018."

#### 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, Managing Director (DIN: 00781436) who retires by rotation and being eligible, offers himself for re-appointment.

**Rational:** Mr. Atul B. Lall, being longest in the office amongst the Directors liable to retire by rotation is proposed to retire at the ensuing Annual General Meeting. Given his expertise, vast experience in the Electronic Manufacturing Industry and his contribution to the success of the Company, it is proposed to re-appoint him as a Director.

To the extent that Mr. Atul B. Lall is required to retire by rotation, he would need to be re-appointed as a Director of the Company, who shall continue his term as a Managing Director of the Company.

Also, please refer Additional Information on Director recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards -2 as prescribed by the Institute of Company Secretaries of India, on page number 11.

Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as 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. Atul B. Lall (DIN: 00781436) as a Director of the Company, who shall continue as a Managing Director of the Company, to the extent that he is required to retire by rotation."

#### 4. Appointment of Statutory Auditors

To appoint the statutory auditors of the Company and to fix their remuneration.

**Rational:** Section 139 of the Companies Act, 2013 (the "Act") lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rule 6 of the Companies (Audit and Auditors) Rules, 2014 also lays down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same Company. The present statutory auditors, Singhi & Co., Chartered Accountants (Firm registration number: 302049F) have served the Company for 10 years and their tenure will be completing at the ensuing 25<sup>th</sup> Annual General Meeting. The Audit committee of the Company has proposed and the Board at its Meeting held on 26<sup>th</sup> May, 2018 has recommended the appointment of M/s S. N. Dhawan & Co LLP, Chartered Accountants (Firm registration number 000050N/N500045) as the statutory auditors of the Company. M/s S. N. Dhawan & Co LLP will hold office for a period of five consecutive years from the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 30<sup>th</sup> Annual General Meeting to be held for the financial year 2022-23. The first year of audit by M/s S N Dhawan & Co. will be of the Financial Statements for the year ending 31<sup>st</sup> March, 2019, which will include the audit of the quarterly financial statements during the said Financial Year.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Audit Committee and Board of Directors, the members of the Company hereby accord consent to the appointment of M/s S. N. Dhawan & Co LLP, Chartered Accountants (Firm registration number 000050N/N500045) as statutory auditors of the Company to hold office for a period of 5 years from the conclusion of 25<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company to be held for the Financial Year 2022-2023 on such remuneration as may be recommended by the Audit Committee in consultation with the Statutory Auditors and as approved by the Board of Directors of the Company."

#### B. Special Business

##### 5. Ratification of Remuneration to be paid to M/s. A.N. 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 an Ordinary Resolution:

**"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), M/s A.N. Satija & Co., Cost Accountants (Firm Registration Number 100267) appointed as Cost Auditors by the Board of Directors to Audit the cost records of the Company for the financial year 2018-19, be paid a remuneration of ₹3,60,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed by the members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise thereof aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

##### 6. Authorisation to Board under Section 180(1)(c)

**Rational:** Refer the explanation given under Item no. 6 & 7 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** in supersession to the resolution passed earlier by the members at the Adjourned Extra Ordinary General Meeting held on 18<sup>th</sup> April, 2017, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) under Section 180(1)(c) and other applicable provisions, if any, of the

Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), to borrow any sum or sums of moneys whether rupee loans or foreign currency loans or other external commercial borrowings in one or more tranches (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the Banks and / or Financial / Lending Institutions and/ or Body Corporate(s) or from any other sources, such as, Foreign Banks, Foreign Investment / Financial Institutions or Funds or other Bodies or such other Persons / Individuals, Authorities / Entities located in India or abroad whether by way of cash credit, working capital, term loan, advances in any form, bill discounting, commercial paper or other forms of credit or warrants, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company's assets and properties whether moveable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work-in-progress and book debts of the Company on such terms and conditions as may be considered suitable by them upto a limit the outstanding of which shall not exceed apart from temporary loans obtained from the company's bankers in the ordinary course of business, at any given time (including money already borrowed), ₹800 Crore (Rupees Eight Hundred Crore only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

## 7. Authorisation to Board under Section 180(1)(a)

**Rational:** Refer the explanation given under Item no. 6 & 7 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** in supersession to the special resolution passed earlier by the members at the Adjourned Extra Ordinary General Meeting held on 18<sup>th</sup> April, 2017 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to

exercise its power including the powers conferred by this resolution) for creation of charge / mortgage / pledge / hypothecation / security together with existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may, be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment, premium (if any) on redemption, all such other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

## 8. Approval of Inter-corporate loans, Investments, Guarantee or security and acquisition

**Rational:** Refer the explanation given under Item no. 8 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** in supersession to the special resolution passed earlier by the members at the Adjourned Extra Ordinary General Meeting held on 18<sup>th</sup> April, 2017 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be required in that behalf, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- ▶ make loans from time to time on such terms and conditions as it may deem expedient in one or more tranches to any person or other bodies corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹400 Crores;
- ▶ give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate in one or more tranches in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹400 Crores; and
- ▶ acquire by way of subscription, purchase or otherwise the securities in one or more tranches of any other body corporate in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of ₹400 Crores,

notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to invest in the Subsidiary(s), Joint Venture Company(s), make loans to them; provide guarantees/security on their behalf, to person(s) on such terms and conditions as may be deemed fit and expedient by the Board of Directors of the Company as per the provisions prescribed under the Companies Act, 2013 read with Rules made thereunder as amended from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof.”

## 9. To appoint Dr. Ramesh Chandra Chopra (DIN: 01525964) as a Non Executive and Non Independent Director of the Company.

**Rational:** Refer the explanation given under Item no. 9 on page no. 13.

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 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be required in that behalf and pursuant to recommendation of Nomination and Remuneration Committee, Dr. Ramesh Chandra Chopra (DIN: 01525964), who is appointed as an Additional Director of the Company in the capacity of Non- executive and Non-Independent Director with effect from 14<sup>th</sup> July, 2018 being eligible for appointment and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company whose office shall be liable to retire by rotation.”

## 10. Payment of fees to Non-Executive Directors or Independent Directors of the Company

**Rational:** Refer the explanation given under Item no. 10 provided on page no. 14.

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

**“RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) including any statutory modification(s) or re-enactment(s) thereof, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of remuneration/ commission from Financial Year 2018-19 (basis the net profit of the previous Financial Year) to the Non-Executive/ Independent Directors of the Company, individually, as may be decided by the Board from time to time, provided that the total commission/remuneration payable to the Non-executive/ Independent Directors per annum shall not exceed one percent (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, with

authority to the Board to determine the manner, proportion in which the amount be distributed among Non- Executive/ Independent Directors.”

**RESOLVED FURTHER THAT** the aforesaid Commission/ remuneration, which shall not exceed one percent (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst the Non-Executive Directors / Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board of Directors may, from time to time deem fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise.”

#### 11. Approval of Dixon Technologies (India) Limited - Employee Stock Option Plan- 2018 (“Dixon ESOP 2018”)

**Rational:** Refer the explanation given under Item no. 11 on page no. 14.

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a 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 (Share Based Employee Benefits) Regulations, 2014 (“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 Securities and Exchange Board of India (“SEBI”), the Memorandum of Association and 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 - 2018 (“Dixon ESOP 2018”) and to the Board to grant, vest and allot, from time to time and in one or more tranches, under Dixon ESOP 2018, a maximum of 5,00,000 (Five Lakh) 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 5,00,000 (Five Lakh) equity shares of face value ₹10/- 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 permanent employees whether working in India or outside India and director(s), whether whole time director or not but excluding independent directors, whether working in India or outside India of the Company 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 2018 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 2018 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 2018, 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 2018 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 Dixon ESOP 2018 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.”

## 12. Grant of Stock options to the employees of subsidiary companies under Dixon Technologies (India) Limited - Employee Stock Option Plan- 2018 (“Dixon ESOP 2018”)

**Rational:** Refer the explanation given under Item no. 12 on page no. 14.

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a 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 (Share Based Employee Benefits) Regulations, 2014 (“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 Securities and Exchange Board of India (“SEBI”), the Memorandum of Association and 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 2018 including the issuance of Options and shares thereunder to and for the benefit of present and future permanent employees of the present and future Subsidiaries 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 Employees”) 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 to the Eligible Employees of the subsidiary companies shall be subsumed in the aggregate limit of 5,00,000 equity shares of the face value of ₹10/- (Rupees Ten only) each set out in the Special Resolution for approval of Dixon ESOP 2018 (hereinafter collectively referred to as “Securities”).

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company under Dixon ESOP 2018 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.”

## 13. Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013

**Rational:** Refer the explanation given under Item no. 13 on page no. 16.

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, 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 AIL Dixon Technologies Private Limited and Padget Electronics Private Limited, 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, of an aggregate outstanding amount not exceeding ₹100 Crores (Rupees 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."

By Order of the Board of Directors  
For **Dixon Technologies (India) Limited**

Sd/-  
**Ashish Kumar**  
Group Company Secretary & Compliance Officer

M.No-F8355

Dated: 26<sup>th</sup> May, 2018  
Place: Noida

Address-B-14 & 15, Noida,  
Phase-II, Noida-201305

## NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
3. The instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the company not less than forty eight (48) hours (on or before 23<sup>rd</sup> July, 2018, 03.00 P.M.) before the commencement of the Meeting. A proxy form for the AGM is enclosed.
4. A person can act as a proxy on behalf of members not exceeding fifty in numbers and holding in aggregate not more than ten percent of the total share capital of the company.
5. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.
6. A member is entitled to inspect proxies lodged at any time before 24 hours of the time fixed for commencement of the meeting ending with the conclusion of the meeting, provided that not less than three days' notice in writing is given to the company.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Companies, 2013 will be available for inspection by the members at the AGM.
8. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 19<sup>TH</sup> JULY, 2018 TILL 25<sup>TH</sup> JULY, 2018 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF PAYMENT OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018 AND THE ANNUAL GENERAL MEETING.**
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 18<sup>th</sup> July, 2018. The Final Dividend, as proposed, is ₹2/- per equity share. The dividend, if approved, will be paid on or before 23<sup>rd</sup> August, 2018.
10. Members whose shareholding is in Electronic Mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant. We urge the members to utilize the Electronic Clearing system ("ECS") for receiving Dividend.
11. Members whose folios are in physical mode are requested to address all correspondence, including on dividends to the Registrar and Share Transfer Agent, the (RTA), Karvy Computershare Private Limited, Unit: Dixon Technologies (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.
12. 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 (Karvy Computershare Private Limited) by e-mailing at einward.ris@karvy.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.
13. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
14. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered

Office of the company on all working days during business hours up to the date of the Meeting and the venue of the meeting during the meeting.

15. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/reappointment at the Annual General Meeting forms integral part of the Notice. The Director have furnished consent/declaration for his appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
16. In line with the measures of Green Initiatives, the Companies Act, 2013 provides for sending notice of the meeting and other member correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ids with the company at investorrelations@dixoninfo.com and with RTA at einward.ris@karvy.com. Members holding shares in demat mode are requested to register their email id's with their respective Depository Participants . If there is any change in the email id already registered with the company /RTA, members are requested to immediately notify the same to the company.
17. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to the proxy form, Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip, affix their signature at the place provided thereon and hand it over at the entrance.
18. Shareholders are requested to tender their Attendance Slips at the registration counters at the venue of the AGM and seek registration before entering the Meeting Hall. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
19. A Corporate Member entitled to attend the meeting shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
20. Members are requested to bring Annual Report 2017- 18 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.
21. Notice is being sent to all the members (electronic or physical copy), whose names appears in the Register of Members as on 15<sup>th</sup> June, 2018, the Friday. The Notice of the meeting is also posted on the website of the company i.e. www.dixoninfo.com . The Annual Report 2017-18, the Notice of the 25<sup>th</sup> AGM, instructions for e-voting along with the attendance slip and proxy form are being sent by electronic mode to members whose e-mail addresses are registered with the Company/Depository Participant, unless a member

has requested for a physical copy of the documents. For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

22. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to the company or to the Registrar and Share Transfer Agent of the Company.
23. **Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.**

#### Electronic Voting:

1. The businesses as set out in the Notice will be transacted through electronic voting system and the company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015 (“Amended Rules 2015”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 25<sup>th</sup> Annual General Meeting by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Karvy Computershare Private Limited (“Karvy”).
2. The facility of Insta Voting shall be made available at the venue of the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Insta voting.
3. The voting through electronic means will commence on 22<sup>nd</sup> July, 2018, Sunday at 09.00 A.M. and will end on 24<sup>th</sup> July, 2018, Tuesday at 05.00 P.M ( both days inclusive). During this period members of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18<sup>th</sup> July, 2018 may cast their vote electronically. The e-voting module shall be disabled by the Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.

4. The members who have cast their votes before the Annual General Meeting can also attend the meeting but shall not be entitled to cast their votes again.
5. A person who is not a Member as on cut-off date should treat this notice for information purpose only.

## Procedure and Instructions For E-Voting & Instapoll

**I. Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (“Karvy”) on all resolutions set forth in this Notice, from a place other than the venue of the Annual General Meeting (“Remote e-voting”).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)] which includes details of E-Voting Event Number (EVEN), USER ID and password:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.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 Karvy for e-voting, you can use your existing User ID and password for casting your 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 “EVENT” i.e., Dixon Technologies (India) Limited

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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [shirinbhatt@gmail.com](mailto:shirinbhatt@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_Event No.”

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number - (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

**II. Voting at AGM:** The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system (‘Insta Poll’) shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

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.

**Other Instructions**

- a. 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.karvy.com> (Karvy Website) or contact at below mentioned toll free number, (Unit: Dixon Technologies (India) Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 - 6716 1500 or call Karvy’s toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 22nd July, 2018, Sunday (09.00A.M.) and ends on 24th July, 2018 , Tuesday (05.00 P.M.), both days inclusive. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th July, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 18th July, 2018, Wednesday.
- e. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 18th July, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may sendSMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

**Example for NSDL:**

MYEPWD <SPACE> IN12345612345678

**Example for CDSL:**

MYEPWD <SPACE> 1402345612345678

**Example for Physical:**

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy’s toll free number 1800-3454-001.
- iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. The company has appointed M/s Shirin Bhatt & Associates, Practicing Company Secretary (FCS No. 8273, CP No 9150), Delhi to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of insta poll facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- h. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than two days of the conclusion of the AGM i.e., on or before 27<sup>th</sup> July, 2018, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The result declared along with the consolidated scrutinizer’s report will be placed on the website of the Company: [www.dixoninfo.com](http://www.dixoninfo.com) and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the Stock exchanges.

By Order of the Board of Directors  
For **Dixon Technologies (India) Limited**

Sd/-  
**Ashish Kumar**  
Group Company Secretary & Compliance Officer

M.No-F8355  
Dated: 26<sup>th</sup> May, 2018  
Place: Noida  
Address-B-14 & 15, Noida,  
Phase-II, Noida-201305

**Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.**

**Item No. 3**

**Mr. Atul B. Lall**

Mr. Atul B. Lall (DIN: 00781436) is the Managing Director of the Company. He was inducted on 30<sup>th</sup> June, 2000 as a member of the Board. At the Extra-Ordinary General Meeting held on 5<sup>th</sup> May, 2017, he was appointed as a Managing Director of the Company for the term of 5 years. He is responsible for the Company's overall business operations.

Other details with respect to Mr. Atul B. Lall are as follows:

<b>Age</b>	56 years
<b>Qualifications</b>	Master's degree in management studies from the Birla Institute of Technology and Science, Pilani
<b>Experience</b>	He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS. He has also authored the book, 'Gita and India Inc.'  He has more than 26 years of experience in the EMS industry.
<b>Terms and conditions of appointment or re-appointment</b>	As per the Resolution passed by the shareholders at the Extra Ordinary General meeting held on 5 <sup>th</sup> May, 2017, Mr. Atul B. Lall was appointed as Managing Director for a period of 5 years, liable to retire by rotation.
<b>Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	Remuneration sought to be paid : As per existing terms and conditions  Remuneration paid in the last financial year was: ₹193.42 Lakhs  The details of remuneration are provided in the Corporate Governance Report section of the Annual Report 2018-19
<b>Date of first appointment on the Board</b>	30 <sup>th</sup> June, 2000
<b>Shareholding in the company</b>	4,66,667 equity shares
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Director/ Key Managerial Personnel
<b>Number of Meetings of the Board attended during the year</b>	The details of meetings attended during the year is provided in the Corporate Governance Report section of the Annual Report 2018
<b>Other Directorships</b>	Unlisted Entities: Fincraft Learnings Private Limited; Padget Electronics Pvt. Ltd.  Listed Entities: Nil
<b>Membership/ Chairmanship of Committees of other Boards as on 31<sup>st</sup> March, 2018</b>	Nil

Mr. Atul B. Lall is interested in this resolution and relatives of Mr. Atul B. Lall may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions either financially or otherwise.

## **Explanatory Statement pertaining to Item No. 5-13 pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 5**

The Board of Directors of the Company at their meeting held on 26<sup>th</sup> May, 2018, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. A.N. Satija & Co., Cost Accountants (Firm Registration No. 100267), to conduct the audit of the cost records of the Company for the Financial year ending 31<sup>st</sup> March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

The Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the Interest of your Company.

### **Item No. 6 & 7**

At the Extra Ordinary General Meeting of the Company held on 18<sup>th</sup> April 2017, the members of the Company had approved borrowings limits under Section 180 (1)(c) of the Companies Act, 2013 (the "Act") upto ₹500 Crores. Keeping in view your Company's existing and future financial requirements for furtherance of its business operations and since the turnover of the Company is witnessing constant increase, your Company anticipates that the Company may require additional funds for smooth functioning of its operations. For this purpose and as per section 180 (1) (c) of the Act, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limit up to ₹800 Crores or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher and for this approval of members is required. The requisite authorization is required to be given to the Board and its committee to avail funds from the Banks and/or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources up to the aforesaid limit of ₹800 Crores or aggregate of its paid-up share capital free reserves and securities premium, whichever is higher.

In order to facilitate the borrowing made/to be made by the Company, it would be necessary to create charge on the assets or undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

The Board of Directors of your Company recommends that the Resolutions under Item No. 6 & 7 be passed in the interests of your Company.

### **Item 8**

As per the provisions of Section 186 of the Companies Act, 2013 and as may be amended from time to time, the Board of Directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company except for the loans, guarantee or security provided to wholly owned subsidiary or a joint venture or investments made in the wholly owned subsidiary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to body corporates or persons as per the limits specified in the resolution.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder. The Board accordingly recommends passing the Special resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions either financially or otherwise.

The Board of Directors of your Company recommends that the Resolution under Item No. 8 be passed in the interest of your Company.

## Item No. 9

### Dr. Ramesh Chandra Chopra

Dr. Ramesh Chandra Chopra (DIN: 01525964) has been associated as an Independent Director of the Company since 14<sup>th</sup> July, 2008, whose term of 10 years to serve as an Independent Director shall expire on 13<sup>th</sup> July, 2018.

Keeping in view the experience of Dr. Chopra and the achievements Company has witnessed under the guidance of Dr. Chopra, the Board, on the recommendation of Nomination and Remuneration Committee, desires to continue to avail services of Dr. Chopra as Non-executive and Non-Independent Director pursuant to applicable provisions of the Companies Act, 2013. A resolution to this effect has been adopted by the Board at its Meeting held on 26<sup>th</sup> May, 2018 wherein Dr. Chopra has been appointed as Additional Director in the capacity of Non- Executive and Non-Independent Director with effect from 14<sup>th</sup> July, 2018. Also, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Chopra for the office of Director of the Company.

Considering the aforesaid, it is proposed to appoint Dr. Chopra as Non-Executive and Non-Independent Director of the Company, whose office shall be liable to be retire by rotation.

Other details with respect to Dr. Chopra are as follows:

<b>Age</b>	71 years
<b>Qualifications</b>	He holds a degree of doctor of philosophy (science) from the University of Bombay. He superannuated as Scientist 'G'- from the Department of Information Technology (presently known as MeitY).
<b>Experience</b>	He has over 32 years of experience in the electronics industry.
<b>Terms and conditions of appointment or re-appointment</b>	As per Resolution at item no 9 of the Notice convening Annual General Meeting on 25 <sup>th</sup> July, 2018 read with explanatory statement thereto.
<b>Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable</b>	Remuneration sought to be paid: ₹ 5 Lakhs. Remuneration paid in the last financial year by way of sitting fee: ₹ 2.66 Lakhs Further details of remuneration are provided in the Corporate Governance Report section of the Annual Report 2017-18
<b>Date of first appointment on the Board</b>	14 <sup>th</sup> July, 2008
<b>Shareholding in the company as on 31<sup>st</sup> March, 2018</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Director/ Key Managerial Personnel
<b>Number of Meetings of the Board attended during the year</b>	The details of meetings attended during the year is provided in the Corporate Governance Report section of the Annual Report 2017-18
<b>Other Directorships as on 31<sup>st</sup> March, 2018</b>	Listed Entities: Nil Unlisted Entities: 1. Onicra Credit Rating Agency of India Limited 2. Onicra Credit Information Company Limited
<b>Membership/ Chairmanship of Committees of other Boards as on 31<sup>st</sup> March, 2018</b>	1. Onicra Credit Information Company Limited- Audit Committee- Member 2. Onicra Credit Rating Agency of India Limited-Audit Committee - Member 3. Onicra Credit Rating Agency of India Limited- Nomination and Remuneration Committee- Member

Dr. Chopra is interested in this resolution and relatives of Dr. Chopra may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions either financially or otherwise.

The Board of Directors of your Company recommends that the Resolution under Item No. 9 be passed in the interest of your Company.

## Item No. 10

The members of the Company are required to note that the Non- Executive/ Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas.

Considering the rich experience and expertise brought to the Board by the Non-executive and/or Independent Directors, it is considered prudent that adequate commission/remuneration should be given to the Non- Executive/ Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Section 197 of the Companies Act, 2013 permits payment of remuneration either by way of monthly salary or by way of specified percentage of profits of the Company to Non-executive / Independent Directors of a Company not exceeding one percent per annum (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profits of the Company subject to the approval of the Members at the General Meeting.

Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole-time Directors) be paid, from Financial Year 2018-19 (basis the net profit of the previous Financial Year) a commission every Financial Year not exceeding one percent (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) per annum of the net profits of the Company. The Manner and proportion of the same shall be determined by the Board of Directors pursuant to recommendation of the Nomination and Remuneration Committee of the Company.

The aforesaid remuneration/Commission to Non-executive/ Independent directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Non- executive/ Independent Directors of the Company including their relatives to the extent of their shareholding in the Company, if any, are interested this resolution.

Save and except the above none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, either financially or otherwise in this Resolution.

The Board of Directors of your Company recommends that the Resolution under Item No. 10 be passed in the interest of your Company.

## Item No. 11 and 12

Stock Options are an effective instrument to attract, retain and reward appropriate human talent in the Company. They also create a sense of ownership and participation amongst the employees of the Company and achieve sustained growth of

the Company by creation of shareholder value by aligning the interests of the employees with that of the organization.

The Board of Directors, keeping in view of the above mentioned objectives, at their meeting held on 26<sup>th</sup> May, 2018 formulated **(Dixon Technologies (India) Limited-Employee Stock Option Plan- 2018 (“Dixon ESOP 2018”))** for the present and/or future permanent employees of the Company and its present and future subsidiary Company(ies) (hereinafter referred to as ‘employees’ or ‘said employees’) in accordance with the applicable laws.

The scheme will be implemented through direct route and the Board in its meeting has designated the Nomination and Remuneration Committee as Compensation Committee (“Compensation committee”) for the purpose of administration and implementation of Dixon ESOP 2018.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to the employees of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 11 seeks your approval for the issue of further Equity Shares under the Dixon ESOP 2018, to the employees of the Company, as may be determined by the Compensation Committee.

As per Regulation 6 (3)(c) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 approval of the shareholders by way of separate Special Resolution is also required for grant of options to the identified employees of Subsidiary Company(ies). Accordingly, Special Resolution set out at Item No. 12 seeks your approval for the said purposes.

The Salient features of the **Dixon ESOP 2018** as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 are as follows:

### 1. Brief description of the Scheme

The Scheme shall be called as the “Dixon Technologies (India) Limited-Employee Stock Option Plan - 2018 or “Dixon ESOP 2018” and shall extend its benefits to the present and/or future permanent employees of the Company and its present and future subsidiary (ies), in accordance with the applicable laws.

The scheme will be implemented via Direct Route wherein the Company will allot fresh Equity Shares of the Company to the Employees upon successful exercise of their vested options.

### 2. Total Number of Options to be granted

The maximum number of Options to be granted under Dixon ESOP 2018 shall not exceed 5,00,000 (Five Lakh) options convertible into equal number of Equity Shares of the Company of face value ₹10/- each.

**3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme.**

- i. a permanent employee of the company who has been working in India or outside India; or
- ii. a director of the company, whether a whole time director or not but excluding an independent director; or
- iii. an employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India,

**but does not include:**

- i. an employee who is a promoter or a person belonging to the promoter group; or
- ii. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company or to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares

**4. Requirement of Vesting and period of Vesting**

The options granted shall vest based upon the performance of the Employee, as may be determined by the Compensation Committee from time to time but shall not be less than 1 (one) and not more than 4 (four) years from the date of grant of options. Vesting may happen in one or more tranches.

The specific Vesting schedule and Vesting conditions subject to which Vesting would take place would be outlined in the document given to the Option Grantee at the time of Grant of Options.

**5. Maximum period within which the options shall be vested**

The options granted under Scheme shall vest as may be decided by the Compensation Committee but shall not be more than 4 (four) years from the date of grant of options. Vesting of Options would be subject to continued employment with the Company, or as the case may be, on the date of vesting.

**6. Exercise Price or pricing formula**

The Exercise Price shall be based on the Market Price of the Company which shall mean the latest closing price on a recognised stock exchange on which the shares of the company are listed on the date immediately prior to the date of meeting of committee on which grant is to be made.

If the Company is listed on more than one Stock Exchange, then the price of the Stock Exchange where there is highest trading volume during the aforesaid period shall be considered.

The Compensation Committee has a power to provide suitable discount or charge premium on such price as

arrived above. However, in any case the Exercise Price shall not go below the par face value of Equity Share of the Company.

**7. Exercise Period and process of exercise**

The Employee Stock Options granted may be exercised by the Option Grantee within a maximum period of OneYear from the date of last vesting of the Options.

The mode and manner of the Exercise of the Options shall be communicated to the employees individually. On exercise of the Options, the employee shall forthwith pay to the Company the price which includes the grant price and applicable taxes. The options shall lapse if not exercised within the specified exercise period.

**8. Appraisal process for determining the eligibility of the employees**

The process for determining the eligibility of the employees will be specified by the Compensation Committee and will be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the Compensation Committee at its sole discretion, from time to time. In case of performance linked stock options, the number of vested stock options may vary from the original number of stock options granted.

**9. The Maximum number of Options to be granted per employee and in aggregate**

The maximum number of Options that can be granted to any eligible Employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of Options. The Committee may decide to grant such number of options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

The maximum number of options to be granted under Dixon ESOP 2018 shall not exceed 5,00,000 (Five Lakh) options.

**10. Maximum quantum of benefits to be provided per employee**

The maximum quantum of benefit that will be provided to every eligible Employee under Dixon ESOP 2018 will be the difference between the Market value of Company's Share on the Stock Exchange as on the date of exercise of options and the Exercise Price paid by the employee to the Company.

**11. Implementation and administration of the scheme**

The scheme shall be implemented by Direct Route and administered by the Compensation Committee of the Company.

**12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both**

The scheme is implemented by direct route, wherein the Company will allot fresh Equity Shares of the Company to its Employees who successfully exercised their vested options.

**13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;**

Not Applicable

**14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.**

Not Applicable

**15. Disclosure and accounting policies:**

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time.

**16. The method which the Company shall use to value its Options.**

Fair Value Method

**17. Statement with regard to Disclosure in Director's Report**

As the company is adopting fair value method, presently there is no requirement for disclosure in Director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'

In terms of Section 62 of the Companies Act, 2013 and Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Dixon ESOP 2018" and issuance of shares under this Scheme.

A Copy of the draft **(Dixon Technologies (India) Limited - Employee Stock Option Plan- 2018)** will be available for inspection on all working days between 10.30 a.m. and 5.30 p.m. at the Registered Office of the Company till the date of Annual General Meeting and also at the said meeting.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options to be granted under the Scheme.

The Board recommends passing of the resolution(s) as set out under Item No. 11 and 12 for approval of the members as special resolution(s).

**Item No. 13**

AIL Dixon Technologies Private Limited (the "ADTPL") and Padget Electronics Private Limited (the "PEPL"), are joint venture companies wherein your Company holds 50% equity share capital. The balance 50% equity share capital in ADTPL is held by Aditya Infotech Limited and in PEPL by Mr. Pardeep Jain, Mr. Sanjay Jain and Mr. Ashish Agarwal.

ADTPL's principal business activities interalia consists of manufacturing of Closed Circuit Television ("CCTVs") and Digital Video Recorders ("DVRs") and PEPL's principal business Activities interalia consist of Manufacturing of Mobile Phones.

Both ADTPL and PEPL have plans to procure Plant and Machineries. The funding requirements of ADTPL and PEPL are currently met through funds infused by the respective joint venture partners in their inter-se equity shareholding ratio. The management of both ADTPL and PEPL are with your Company and your Company is responsible for their day to day management.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by ADTPL and PEPL. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by ADTPL and PEPL for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

ADTPL and PEPL are 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 Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by ADTPL and PEPL of an aggregate outstanding amount not exceeding ₹100 Crores (Rupees hundred crores only) per annum respectively for each entity on the terms mentioned in the resolution set out at item no. 13 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no. 13 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to the respective Joint Venture Companies viz. ADTPL and PEPL:

<b>Name of the Company</b>	<b>Particulars of loans to be given, or guarantee to be given or security to be provided</b>	<b>Purpose</b>
AIL Dixon Technologies Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of ₹100 Crores per annum	Procurement of Plant and machineries, sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.
Padget Electronics Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of ₹100 Crores per annum	Procurement of Plant and machineries, sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.

Except Mr. Sunil Vachani being common Director between ADTPL and the Company and Mr. Sunil Vachani and Mr. Atul B. Lall being common Directors between PEPL and the Company including relatives of Mr. Sunil Vachani and Mr. Atul B Lall to the extent of their shareholding in the Company, if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution. Further, none of the Promoter or Director(s) or any key managerial personnel of the Company hold any shareholding in their personal capacity in ADTPL and PEPL.

#### **Inspection of documents**

The documents referred hereinabove in the Notice shall be available for inspection at the registered office of the Company between 10.30 a.m. to 5.30 p.m. on all working days during business hours and also at the meeting.

By Order of the Board of Directors  
For **Dixon Technologies (India) Limited**

Sd/-

**Ashish Kumar**

Group Company Secretary & Compliance Officer

M.No-F8355

Address-B-14 & 15, Noida,

Phase-II, Noida-201305

Dated: 26<sup>th</sup> May, 2018

Place: Noida

# Dixon

An ISO 9001:2008 & 14001:2004 Company

## Dixon Technologies (India) Ltd.

(Formerly Known as Dixon Technologies (India) Pvt. 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.:** 0120-4737273

## Proxy Form

**(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member(s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name:	
Address:	
E-Mail ID	
Signature	

Or failing him/her

Name:	
Address:	
E-Mail ID	
Signature	

Or failing him/her

Name:	
Address:	
E-Mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 25<sup>th</sup> July, 2018, 2018 at 03.00 P.M. at the International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Yes	No
<b>Ordinary Business:</b>			
1.	Adoption of the Financial Statements & Reports: a. for the financial year ended on 31 <sup>st</sup> March, 2018 together with the reports of Auditors and the Board of Directors thereon and b. Consolidated Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the report of Auditors thereon		
2.	Declaration of Dividend		
3.	Appointment of Mr. Atul B. Lall as a director liable to retire by rotation		
4.	Appointment of Statutory Auditors		
<b>Special Business:</b>			
5.	Ratification of remuneration to be paid to M/s. A.N. Satija & Co., Cost Accountants, Cost Auditor of the company		
6.	Authorisation to Board under section 180(1)(c)		
7.	Authorisation to Board under section 180(1)(a)		
8.	Approval of Inter-Corporate Loans, Investments, Guarantee or Security and Acquisition		
9.	To appoint Dr. Ramesh Chandra Chopra (DIN: 01525964) as a Non Executive and Non Independent Director of the Company.		
10.	Payment of Fees to Non-Executive Directors or Independent Director(s) of the Company		
11.	Approval of Dixon Technologies (India) Limited - Employees Stock Option Plan-2018		
12.	Grant of stock options to the employees of Subsidiary Companies under Dixon Technologies (India) Limited Employee Stock Option Plan- 2018		
13.	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013		

Signed this -----, 2018

Signature of the Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/ Depository Participant.

# Dixon

An ISO 9001:2008 & 14001:2004 Company

## Dixon Technologies (India) Ltd.

(Formerly Known as Dixon Technologies (India) Pvt. 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.:** 0120-4737273

## Attendance Slip

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1.	Name(s) of Member(s) including joint holders, if any [in Block Letter(s)]	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the 25<sup>th</sup> Annual General Meeting of Dixon Technologies (India) Limited held on **Wednesday, 25<sup>th</sup> July, 2018 at 03.00 P.M.** at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301.

\_\_\_\_\_  
Signature of Member/Proxy

Note: Please bring the attendance slip to meeting hall and hand it over at the entrance of the hall.

ELECTRONIC VOTING PARTICULARS		
EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

**Note:** Please read the instructions at page number 8, 9 and 10 ('electronic voting', 'procedure and Instructions for e-voting & instapoll' and 'other instructions') of the notice of the 25<sup>th</sup> Annual General Meeting carefully before voting electronically.