

Dixon

An ISO 9001 : 2008, 14001 : 2004 Company

Dixon Technologies (India) Ltd.

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

CIN : L32101UP1993PLC066581

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26th July, 2018

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code - 540699	To Secretary Listing Department ✓ National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai - 400 050 Stock Code- DIXON
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Dear Sir/Madam

Sub: Proceedings of 25th Annual General Meeting ('AGM') & Outcome.

Ref: Our letter dated 29th June, 2018

In continuation to our letter dated 29th June, 2018, we wish to bring your kind notice that the 25th Annual General Meeting ('AGM') of the Company was held on 25th July 2018 at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 and the business items [from Nos. (1) to (13)] mentioned in the Notice dated 26th May, 2018 of the said AGM were transacted at the said meeting.

In this regard, please find enclosed the following-

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**.
2. Details of appointment of Statutory Auditors and appointment of Dr. R.C. Chopra as Non-Executive Director of the Company **as required under** Regulation 30, Part- A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-II**.

Kindly take the aforesaid on your record and oblige.

Thanking you,

Yours faithfully,

For **DIXON TECHNOLOGIES (INDIA) LIMITED,**



Ashish Kumar



(Group Company Secretary and Compliance Officer)

FCS No.8355

SUMMARY OF THE PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DIXON TECHNOLOGIES (INDIA) LIMITED HELD ON 25TH JULY, 2018 AT INTERNATIONAL TRADE EXPO CENTRE LTD. , HALL-C, EXPO DRIVE, A-II, SECTOR- 62, NOIDA- 201301 AT 03.00 P.M.,

The 25th Annual General Meeting ("AGM") of the members of the Company was held on Wednesday, 25th July, 2018 at 3.00 P.M., at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida- 201301.

The following Directors were present at the 25th AGM of the Company:

- 1) Mr. Sunil Vachani, Executive Chairman
- 2) Mr. Atul B. Lall, Managing Director
- 3) Ms. Poornima Shenoy, Independent Director
- 4) Dr. Manuji Zarabi, Independent Director
- 5) Mr. Manoj Maheshwari, Independent Director

Dr R C Chopra was absent due to his pre-occupation.

Mr. Sunil Vachani, Executive Chairman of the Board presided over the meeting. After welcoming all the members present, the Chairman introduced the Board members, Chief Financial Officer and Group Company Secretary & Compliance Officer on the dais to the members of the Company. The Chairman also stated that Ms. Poornima Shenoy, Independent Director and Chairperson of Nomination and Remuneration Committee, Mr. Manoj Maheshwari, Independent Director and Chairperson of Audit Committee and Dr. Manuji Zarabi, Independent Director and Chairperson of Stakeholder Relationship Committee were present at the Meeting to address queries of the Members. The Chairman then informed that the registers and documents referred to in the Notice of the 25th AGM were available for inspection during the Meeting.

Further, the Statutory Auditors and Secretarial Auditor were also present at the Meeting.

Following are the details of members present at the AGM:



S.no.	Registered as	Persons	Shares as on 18 th July, 2018	Percentage
1.	Members	50	52,39,148	46.26%
2.	Proxy	17	11,90,540	10.51%
3	Authorized Representatives	Nil	Nil	Nil
	Total	67	64,29,688	56.77%

After ascertaining from the Gr. Company Secretary and Compliance Officer that the requisite quorum was present, Chairman called the meeting to order and commenced the proceedings of the Meeting.

With the permission of the members present, Chairman took the Notice of the 25th Annual General Meeting along with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 as read.

The Chairman further informed that the Statutory Auditor's Report on the Standalone and Consolidated Financial Statements and the Secretarial Auditor's Report for the Financial Year ended 31st March, 2018 does not contain any qualification, observations and other remarks.

The Chairman then addressed the Members and gave an overview of the Annual Report for the FY 2017-18 and touched upon the Company's performance during the said Financial Year.

Thereafter, the Chairman apprised the Members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Members of the Company as on 18th July, 2018 to cast their votes electronically in respect of the business to be transacted at the 25th AGM. The remote e-voting commenced on 22nd July, 2018 at 09.00 A.M. and ended on 24th July, 2018 at 5.00 P.M.

The members were also informed that the facility for voting was also made available at the AGM Venue for the members who had not casted their vote through remote e-voting. It was clarified that only those members holding shares as on the cut-off date i.e. 18th July, 2018 were eligible to participate in the remote e-voting as well as voting at the AGM.



The Chairman then provided opportunity to the Members of the Company who were entitled to vote to seek clarifications, if any, on the items of the business as mentioned in the Notice of the 25th AGM. Mr. Sunil Vachani, Chairman addressed the queries of the Members and provided requisite clarifications.

Thereafter, the following items as set out in the notice convening the 25th AGM of the members of the Company were proposed and seconded by the Members:

RESOLUTION NO.	RESOLUTION
ORDINARY BUSINESS	
1.	Ordinary Resolution for consideration and adoption of the Audited Financial Statements & Reports a. for the financial year ended on 31st 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 31st March, 2018 and the report of Auditors thereon
2.	Ordinary Resolution for declaration of Dividend at Rs. 2 per equity share for the financial year ended 31 st March, 2018.
3.	Ordinary Resolution for re-appointment of Mr. Atul B. Lall (DIN: 00781436) as a Director, liable to retire by rotation.
4.	Ordinary Resolution for appointment of M/s S.N. Dhawan & Co. LLP, Chartered Accountants as the statutory auditors of the Company.
SPECIAL BUSINESS	
5.	Ordinary Resolution for ratification of the remuneration payable to M/s A.N. Satija & Co., Cost Accountants , Cost Auditors of the Company for the financial year ended 31 st March, 2019.
6.	Special Resolution under Sec 180(1) (c) of the Companies Act, 2013 for borrowing money upto Rs. 800 Crore.
7.	Special Resolution under 180(1) (a) of the Companies Act, 2013 for



	creation of charge/mortgage on the properties of the Company to secure the borrowings upto Rs. 800 Crore.
8.	Special Resolution for approval of Inter- corporate Loans, Investments, Guarantee or Security and Acquisition.
9.	Ordinary Resolution for appointment of Dr. Ramesh Chandra Chopra (DIN: 01525964) as a Non- Executive and Non- Independent Director.
10.	Ordinary Resolution for approval of payment of fees to Non- executive Directors or Independent Directors of the Company.
11.	Special Resolution for approval of Dixon Technologies (India) Limited - Employee Stock Option Plan - 2018 ("Dixon ESOP 2018")
12.	Special Resolution for grant of stock options to the employees of subsidiary companies under Dixon Technologies (India) Limited - Employee Stock Option Plan - 2018 ("Dixon ESOP 2018")
13.	Special Resolution for approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013.

The voting on all the above resolutions was conducted through remote e- voting and Insta voting at the AGM. The Chairman also informed that the Board of Directors had appointed M/s Shirin Bhatt and Associates, Company Secretaries as the Scrutinizer for the orderly conduction of voting process (both e-voting and Insta voting) for the resolutions mentioned in the 25th AGM notice.

The voting results on the above resolutions will be communicated to the stock exchanges alongwith the scrutinizer's report on the remote e-voting and Insta voting done at the AGM within the stipulated time period. The same will also be placed on the website of the Company and on the website of Karvy Computershare Private Limited.

The Meeting concluded at 03.45 p.m. after the members casted their votes.



Dixon Technologies India L
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Company Secr

A. Appointment of Statutory Auditors

In terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act read with 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) is appointed as the statutory auditors of the Company to hold office for a period of 5 years from the conclusion of 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company to be held for the Financial Year 2022-2023.

Brief Profile of M/s S. N. Dhawan & Co LLP is as follows:

S.No	Name of the Firm	S.N. DHAWAN & Co LLP
1	Firm Registration Number	000050N/N500045
2	Founder	S. N. Dhawan
3	Year to establishment	1940
4	Area of expertise	Governance, risk & compliance, Accounting & outsourcing, Financial advisory services, Taxation etc.
5	Located in	Delhi
6	Clientele	Apollo Munich, GE appliances, Haier, Dena Bank, Alstom etc.
7	Other info	Member firm of Mazars and have access to their technical expertise and audit tools.

B. Appointment of Director

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) Dr. R.C. Chopra has been appointed as the Non-



Executive and Non- Independent Director of the Company with effect from 14th July, 2018 whose office shall be liable to retire by rotation.

Brief Profile of DR R. C. Chopra is as follows:

Dr. R. C. Chopra has been associated as an Independent Director of the Company since 14th July, 2008, whose term of 10 years under Companies Act, 2013 to serve as an Independent Director had expired on 13th July, 2018.

Considering the experience of Dr. Chopra and the achievements Company had witnessed under the guidance of Dr. Chopra, the Board had, in its meeting held on 26th May, 2018 approved appointment of Dr. R C Chopra as additional Director in the capacity of Non- Executive and Non- Independent Director with effect from 14th July, 2018.

Further, the Company had received a notice under Section 160 of the Companies Act, 2013 in writing from a member proposing his candidature for the office of Director.

Following are the brief details of Dr. R. C. Chopra:

BRIEF DETAILS OF DR. R. C. CHOPRA		
S.No	Name of Director	Dr. R. C. Chopra
1	Date of Birth	January 21st, 1947
2	Date of Appointment/ Re-appointment	14 th July, 2018
3	Qualification	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).
4	Expertise in Specific area	He has over 32 years of experience in the electronics industry.
5	Directorships in other Companies	Onicra Credit Rating Agency of India Limited Onicra Credit Information Company Limited
6	Membership / Chairman of Committees (other than the Company)	Onicra Credit Information Company Limited- Audit Committee- Member Onicra Credit Rating Agency of India Limited-Audit Committee – Member Onicra Credit Rating Agency of India Limited- Nomination and Remuneration Committee- Member
7	Disclosure of relationships between Directors	Not related to any Director/ Key Managerial Personnel

