



The brand behind brands

Dixon Technologies (India) Limited

5th December, 2024

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 – 400 051
Scrip Code- 540699 ISIN: INE935N01020	Scrip Code- DIXON ISIN: INE935N01020

Dear Sir/Madam,

Sub: Postal Ballot Notice and Intimation of Remote E-voting facility

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), kindly find enclosed herewith **Notice of Postal Ballot** dated 24th October, 2024 ("**Notice**") together with the explanatory statement for seeking approval of the members for the business as set out hereunder:

- (i) **Appointment of Ms. Geeta Mathur (DIN No. 02139552) as Non-Executive and Independent Director of the Company for a term of 5 consecutive years**

In pursuance to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rules made thereunder and in compliance with the relevant applicable circulars as issued by the Ministry of Corporate Affairs, the Notice along with the Explanatory Statement, inter-alia, indicating the process and manner of voting through electronic means ("**Remote E-voting**") has been sent through e-mail only to all those Members whose names appear on the Register of Members of the Company/ List of Beneficial Owners received from the Depositories as on the cut-off date i.e. **Monday, 2nd December, 2024** and who have registered their email address with the Company or to KFin Technologies Limited, Registrar and Share Transfer Agent ("**RTA**") of the Company or Depositories and the same is also available on the Company's website at <https://www.dixoninfo.com/postal-ballot.php>.

In accordance with the MCA Circulars, physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes has not been sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Company has appointed KFin Technologies Limited ("**KFin**") for facilitating e-voting to enable the members to cast their votes electronically.

The facility to exercise vote on postal ballot by e-voting, will be available for the following period:

Commencement of e-voting : Saturday, 7th December, 2024 (09.00 A.M. IST)

End of e-voting : Sunday, 5th January, 2025 (05.00 P.M. IST) (*both days inclusive*)

During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Monday, 2nd December, 2024** may cast their vote electronically. E-voting shall not be allowed after **05.00 P.M. (IST) on Sunday, 5th January, 2025**. The e-voting module shall be disabled by KFin for voting thereafter. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date. The Results of the Postal Ballot/Evoting will be declared on or before Monday, 6th January, 2025.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.dixoninfo.com and on the website of Kfin i.e. evoting.kfintech.com and communicated to BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com).

The aforesaid copy of Postal Ballot Notice will be available on the website of the Company at www.dixoninfo.com , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of the e-voting agency- KFin Technologies Limited at <https://evoting.kfintech.com> .

You are requested to take the same on your records.

Thanking You,

For **DIXON TECHNOLOGIES (INDIA) LIMITED**

Ashish Kumar
Chief Legal Counsel & Group Company Secretary

Encl: As above



Dixon Technologies (India) Limited

CIN: L32101UP1993PLC066581

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

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and Section 108 of the Companies Act, 2013) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and any applicable circulars issued by Ministry of Corporate Affairs, from time to time)

Dear Member(s),

NOTICE is hereby given to the Members of Dixon Technologies (India) Limited (“the Company”) that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the “Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the General Circular No. 09/2024 dated 19th September, 2024 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) (collectively “MCA Circulars”) in this regard and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India (“SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and any other applicable laws and regulations, if any, the Company is seeking consent/ approval of the Members of the Company for the resolution appended below, proposed to be passed by the Members as Special Resolution by way of Postal Ballot process by electronic voting (“Remote e-voting”).

S. No.	Particulars
1.	Appointment of Ms. Geeta Mathur (DIN No. 02139552) as Non-Executive and Independent Director of the Company for a term of 5 consecutive years.

In compliance with the MCA Circulars and SEBI Circulars and pursuant to other applicable laws and regulations, this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories to enable them to cast their votes electronically. The instructions for Remote e-voting are appended to this Postal Ballot Notice.

Pursuant to Section 102 and 110 of the Act, the explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, for your consideration.

Pursuant to Rule 22 of the Rules, the Board of Directors (the “Board”) of the Company at its meeting held on 24th October, 2024 has appointed Ms. Shirin Bhatt (FCS: 8273, COP No. 9150) (M/s Shirin Bhatt & Associates, Practicing Company Secretaries, Firm Registration Number S2011DE162600) to act as the Scrutinizer (the “Scrutinizer”) for conducting the Postal Ballot (Remote e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions in the notes under the section “General information and instructions relating to e-voting in this Postal Ballot Notice (“Notice”) and follow the same to cast their vote



electronically. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of aforesaid MCA Circulars.

The Members are requested to cast their vote through Remote e-voting process by **05.00 PM (IST) on Sunday, 5th January, 2025** to be eligible for being considered. Voting will be blocked forthwith and shall not be allowed beyond **05:00 P.M. (IST) on Sunday, 5th January 2025**.

In compliance with the provisions of MCA Circulars, Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facility to all the Members to exercise their votes electronically, instead of submitting the postal ballot form to the Company. For this purpose, the Company has engaged the Remote e-voting service facility of KFin Technologies Limited to enable the Members to cast their votes electronically on the resolutions.

The remote e-voting period commences from **09.00 AM (IST) on Saturday, 7th December, 2024 and ends at 05.00 PM (IST) on Sunday, 5th January, 2025 (both days inclusive)**. The Scrutinizer will submit its report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Monday, 6th January, 2025**. The said results along with the Scrutinizer's Report will be displayed at website of BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.dixoninfo.com and on KFin Technologies Limited's website <https://evoting.kfintech.com>.

PROPOSED RESOLUTION:

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MS. GEETA MATHUR (DIN No. 02139552) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director in the capacity of Non-Executive and Independent Director of the Company, with effect from 24th October, 2024, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director on the Board of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 24th October, 2024.



RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

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

Sd/-
Ashish Kumar
Chief Legal Counsel & Group Company Secretary

Date: 24th October, 2024

Place: Noida

Registered Office:

B-14 & 15, Phase-II, Noida

District Gautam Buddha Nagar,

Uttar Pradesh-201305

Email: investorrelations@dixoninfo.com

Website: www.dixoninfo.com

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India along with the details in terms of Regulation 36(3) of the SEBI Listing Regulations stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Notice.
2. The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made there under read with Circulars issued by the Ministry of Corporate Affairs (“**MCA**”).
3. In accordance with the MCA Circulars mentioned hereinabove, the Notice is being sent to the members of the Company only through electronic mode only to those members whose e-mail addresses are registered with the Company/ Depository Participant as on the Cut-off date i.e. **Monday, 2nd December, 2024**. Accordingly, Members can vote only through the Remote e-voting process only.
4. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. **Monday, 2nd December, 2024** (“**Cut-Off date**”) only shall be entitled to avail the facility of Remote e-voting.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, if any, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting relevant forms duly filled and signed along with requisite supporting documents to KFin Technologies Limited (“**the RTA**”) at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032. Copies of the said form



is available on the website of the Company at <https://www.dixoninfo.com/other-important-information.php> and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> .

It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non- registration of their e-mail IDs with the Company/ RTA/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.

6. Members may please note that the Notice will also be available on the Company's website at <http://www.dixoninfo.com> , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of the e-voting agency- KFin Technologies Limited at <https://evoting.kfintech.com> .
7. Members desiring to exercise their vote through the Remote e-voting process are requested to read the instructions in the Notes under the section “**General information and instruction relating to e-voting**” in this Notice. Members are requested to cast their vote through the Remote e-voting process not later than **05:00 P.M. (IST) on Sunday, 5th January, 2025** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on above referred Cut- Off date.
9. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the Remote e-voting process i.e., **Sunday, 5th January, 2025**. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf.
10. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office of the Company between 11.00 A.M. (IST) to 4.00 P.M. (IST) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will be available for inspection electronically as well, during the abovementioned period. Members seeking to inspect such documents shall send an email to investorrelations@dixoninfo.com mentioning their Name, Folio No./DP Id and Client ID and PAN.
11. The Scrutinizer's decision on the validity of e-voting shall be final.
12. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
13. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
14. The remote e-voting period commences from **09.00 A.M. (IST) on Saturday, 7th December, 2024** and ends at **05.00 P.M. (IST) on Sunday, 5th January, 2025 (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 i.e. **Monday, 2nd December, 2024** may cast their vote by Remote E-voting. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, on or before **Monday, 6th January, 2025** and will also be displayed on the website of the Company (www.dixoninfo.com), besides being communicated



to the Stock Exchanges, where Equity Shares of the Company are listed and Registrar and Share Transfer Agent of the Company.

15. 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 authorized representative(s), to the Scrutinizer at e-mail id: scrutinizer.sba@gmail.com with a copy marked to evoting@kfintech.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
16. In terms of SEBI circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

ADDITIONAL NOTE FOR ATTENTION OF MEMBERS

The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Members, who have not yet claimed/ encashed the dividends are requested to encash / claim their respective dividends.

The details of Dividends paid by the Company and their respective due dates, in the coming financial years, of transfer to the IEPF Fund of the Central Government if they remain unclaimed are as under:

Date of Declaration of Dividend	Dividend for the Financial year	Proposed Month and Year of Transfer to the IEPF
25 th July, 2018	FY 2017-18 (Rs. 2/- per equity share)	August, 2025
31 st July, 2019	FY 2018-19 (Rs. 2/- per equity share)	August, 2026

Also, pursuant to the provisions of Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 as amended, the shares in respect of which dividend is unclaimed for a period of seven consecutive years are required to be transferred by the Company to IEPF Authority. In view of above provisions, members are requested to kindly ensure updation of their bank details and also encash their dividend warrants. Members are requested to contact KFin Technologies Limited at inward.ris@kfintech.com / Corporate Affairs Department of the Company at investorrelations@dixoninfo.com for encashing the unclaimed dividends standing to the credit of their account.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

- A. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
- a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Physical shareholders are hereby notified that based on SEBI vide its Circulars dated March 16th, 2023 and 17th November, 2023, all holders of physical securities in listed companies shall update their PAN/KYC/ Nomination and contact details through submitting the requisite form ISR-1 along with the supporting documents to the Company or to the Company's RTA at einward.ris@kfintech.com . The requisite forms can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> .

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

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

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

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

PROCEDURE FOR REMOTE E-VOTING

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. Pursuant to the relevant SEBI circulars on "E-voting facility provided by Listed Companies", e-Voting facility has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv. **A) Commencement of remote e-voting - 09:00 A.M. (IST) on Saturday, 7th December, 2024**
B) End of remote e-voting – 05:00 P.M. (IST) on Sunday, 5th January, 2025 (both days inclusive)

At the end of remote e-voting period, the facility shall forthwith be blocked.

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date.

vi. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.

vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date, may obtain the login ID and password by sending a request through their registered email ID at evoting@kfintech.com . However, if he / she is already registered with KFin Technologies Limited for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date may follow steps mentioned below under “Login method for remote e-Voting.

ix. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders.

Step 2: Access to KFinTech e-Voting system in case physical and non-individual shareholders.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.

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

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 022-48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911 or 022-23058542

Details on Step 2 are mentioned below:

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

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on **“LOGIN”**.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (09) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the **“EVEN”** i.e., **“DIXON TECHNOLOGIES (INDIA) LIMITED”** and click on **“Submit”**
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under **“FOR/AGAINST”** or alternatively, you may partially enter any number in **“FOR”** and partially **“AGAINST”** but the total number in **“FOR/AGAINST”** taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either **“FOR”** or **“AGAINST”** it will be treated as **“ABSTAIN”** and the shares held will not be counted under either head.



- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “**Submit**”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Any shareholder who holds the shares as on the Cut-off date i.e., **Monday, 2nd December, 2024** may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the Member is registered against Folio No/DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-voting Event Number + Folio No. Or DPID Client ID to **+919212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXX1234567890

- xiii. Members who may require any technical assistance or support are requested to contact Kfintech at toll free no. 1-800-309-4001 or write to them at evoting@kfintech.com .



ANNEXURE TO THE POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Resolution No. 1 of the accompanying Postal Ballot Notice (the “**Notice**”) along with the requisite disclosures.

ITEM 1: APPOINTMENT OF MS. GEETA MATHUR (DIN No. 02139552) AS NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS

The Board of Directors of the Company by resolution dated 24th October, 2024 and based on the recommendation of the Nomination and Remuneration Committee (“**NRC Committee**”), appointed Ms. Geeta Mathur (DIN No. 02139552) as an Additional Director in the capacity of Non-Executive and Independent Director of the Company, to hold office for a period of 5 (five) consecutive years with effect from 24th October, 2024, not liable to retire by rotation, subject to approval of the Members of the Company by way of special resolution, pursuant to the provisions of 149, 150, 152, 161, Schedule IV and other applicable provisions of Companies Act, 2013 (“**Act**”), SEBI Listing Regulations and rules/ regulations made thereunder.

Further, pursuant to Regulation 17(1C) of SEBI Listing Regulations, a listed Company shall ensure that approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of his appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI Listing Regulations, inter-alia, the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

Brief profile of Ms. Geeta Mathur is as under:

Ms. Geeta Mathur, aged 58 years, is a member of the Institute of Chartered Accountants of India and a B. Com (hons) graduate from Shri Ram College of Commerce, Delhi University. Since 2014, Ms. Geeta has served as a Director on boards of many renowned companies such as Motherson Sumi Wiring India Limited, Infoedge Limited, NIIT Limited, Hero Housing Finance Limited, Canara HSBC OBC Life Insurance Company etc. contributing towards their growth and governance. Apart from being a Director she has also worked as Chief Financial Officer in Helpage India, Vice President- Finance in Emaar MGF Land Limited, Regional Head- North & East IBM Global Finance (IBM Ltd.) and Sr. Vice President in ICICI Limited. She has a vast experience in the domain of understanding of strategies for growth with risk management, investor perspective, customer management and market leadership, organization structures and dynamics, compliances and reporting. She has also been awarded the Women Independent Director of the year award by Mentor my Board.

Key skills, expertise and competencies of Ms. Geeta Mathur are as follows: Business experience, Strategy and planning, Risk Management, Application of Corporate governance principles, Qualification and experience in accounting and/or Finance.

In the opinion of the Board, Ms. Geeta Mathur is a person of integrity and fulfils the conditions for her appointment as Independent Director as specified in the Act, the Rules made thereunder and SEBI Listing Regulations. Ms. Geeta Mathur is independent of the management of the Company and she possesses appropriate skills, experience, knowledge and capabilities which are in alignment with the skills and expertise identified by the Board, for the Directors of the Company. With a view to have diversity on the Board and considering her vast experience, qualifications and positive attributes, the Nomination & Remuneration Committee and the Board is of the opinion



that Ms. Mathur's appointment as an Independent Director will be of immense benefit and in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Ms. Mathur as an Independent Director of the Company along with the disclosure of interest in Form MBP-1, Consent to act as a director of the Company in Form DIR-2 and a certificate of registration stating that she has successfully registered herself on the Independent Director's databank maintained by Indian Institute of Corporate Affairs ("IICA"). Ms. Geeta Mathur has also consented to act as an Independent Director of the Company, if appointed. She has submitted a declaration confirming that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as an Independent Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from Ms. Geeta Mathur that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director with an objective judgement and without any external influence.

In terms of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other requisite information, as required, forms part of the Annexure to this Notice.

In line with the nomination and remuneration policy of the company, Ms. Geeta Mathur shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, commission or in any other manner, within the limits stipulated under Section 197 of the Act.

Ms. Geeta Mathur is not related to any other Director and Key Managerial Personnel of the Company. Ms. Mathur, being the appointee, is interested in the resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel or their relatives except Ms. Mathur and her relatives, are in any way, concerned or interested in the said resolution.

The Board recommends passing of the resolution as set out under Item No. 1 in the Notice for approval of the members as special resolution.

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

Sd/-

Ashish Kumar

Chief Legal Counsel & Group Company Secretary

Date: 24th October, 2024

Place: Noida

Registered Office:

B-14 & 15, Phase-II, Noida

District Gautam Buddha Nagar,

Uttar Pradesh-201305

Email: investorrelations@dixoninfo.com

Website: www.dixoninfo.com

Disclosure pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India regarding the Director proposed to be appointed:

Name of Director	Ms. Geeta Mathur
Director Identification Number (DIN)	02139552
Brief Profile	Ms. Geeta Mathur is a member of the Institute of Chartered Accountants of India and a B. Com (hons) graduate from Shri Ram College of Commerce, Delhi University. Since 2014, Ms. Geeta has served as a Director on boards of many renowned companies such as Motherson Sumi Wiring India Limited, Infoedge Limited, NIIT Limited, Hero Housing Finance Limited, Canara HSBC OBC Life Insurance Company etc. contributing towards their growth and governance. Apart from being a Director she has also worked as Chief Financial Officer in Helpage India, Vice President- Finance in Emaar MGF Land Limited, Regional Head-North & East IBM Global Finance (IBM Ltd.) and Sr. Vice President in ICICI Limited. She has a vast experience in the domain of understanding of strategies for growth with risk management, investor perspective, customer management and market leadership, organization structures and dynamics, compliances and reporting. She has also been awarded the Women Independent Director of the year award by Mentor my Board.
Date of Birth / Age	21 st November, 1966 & 58 Years
Date of First Appointment on the Board	24 th October, 2024
Expertise in specific functional area, experience, skills and capabilities required for the role as an Independent Director	The role and capabilities as required in the case of an independent director are well defined in the ' <i>Terms of Appointment of Independent Directors of the Company</i> ' which is available on the website of the Company at https://www.dixoninfo.com/codes-policies.php . Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Ms. Mathur and concluded that she possesses the relevant skill and capabilities to discharge the role of Independent Director..
Qualification	<ul style="list-style-type: none"> • B.Com (Hons) Graduate from Shri Ram College of Commerce, University of Delhi; • Member of Institute of Chartered Accountants of India
Terms and conditions of appointment	Not Liable to retire by rotation and as per the details mentioned in the resolution read with Explanatory Statement thereto. " <i>Terms of Appointment of Independent Directors of the Company</i> " is also available on the website of the Company at https://www.dixoninfo.com/codes-policies.php .
Remuneration last drawn	Not Applicable [Appointment effective from 24 th October, 2024]
Remuneration proposed to be paid	In addition to coverage under Director's Liability Insurance and sitting fees for attending the meetings of the Board and its Committees, Ms. Mathur would be entitled to remuneration by

	way of commission, as may be determined by the Board from time to time pursuant to shareholder's consent granted at the 25 th Annual General Meeting held on 25 th July, 2018.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board meetings attended	1 (One)
Names of other public limited companies in which directorships held	<ul style="list-style-type: none"> • Info Edge (India) Limited (Listed Company) • 360 One Wealth and Asset Management Limited (Listed Company) • Onmobile Global Limited (Listed Company) • Healthcare Global Enterprises Limited (Listed Company) • Hero Housing Finance Limited (Unlisted Public) • Canara HSBC Life Insurance Company Limited (Unlisted Public) • 360 One Distribution Services Limited (Unlisted Public)
Chairmanship/ Membership of the Committee of other Listed companies in which he / she is a Director*	<ul style="list-style-type: none"> • Info Edge Limited- Audit Committee (Member) • 360 One Wealth and Asset Management Limited- Audit Committee (Chairperson) • Onmobile Global Limited- Audit Committee (Chairperson) • Healthcare Global Enterprise Limited- Audit Committee (Chairperson)
Listed entities in which the Director has resigned in past three years	Samvardhana Motherson International Limited (<i>ceased w.e.f 28th January, 2022</i>)
Number of shares held in the Company (self and as a beneficial owner)	Nil
Justification for appointment	She has a vast experience in the domain of understanding of strategies for growth with risk management, investor perspective, customer management and market leadership, organization structures and dynamics, finance, compliances and reporting. Moreover, she has also served on the Boards of renowned Companies. <i>For more information, please refer Notice and Explanatory statement.</i>

**Note: 1) Pursuant to Regulation 26 of the SEBI Listing Regulations, Chairmanship or Membership in Audit Committee and Stakeholders' Relationship Committee in other Listed entities have been considered.*