



The brand behind brands

# Dixon Technologies (India) Limited

3<sup>rd</sup> November, 2023

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
<b>Scrip Code- 540699</b> <b>ISIN: INE935N01020</b>	<b>Scrip Code- DIXON</b> <b>ISIN: INE935N01020</b>

Dear Sir/Madam,

**Sub: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In furtherance to our intimation dated 26<sup>th</sup> October, 2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), please find enclosed herewith a copy of the Postal Ballot Notice together with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) for seeking approval of the Members of the Company for the below mentioned Special Resolutions:

- (i) **Approval of Dixon Technologies (India) Limited- Employees Stock Option Plan, 2023 (“DIXON ESOP-2023”)**
- (ii) **Grant of Stock options to the employees of Subsidiary Companies and Associate Companies, including Joint Venture Companies under Dixon Technologies (India) Limited- Employees Stock Option Plan, 2023 (“DIXON ESOP-2023”).**

Pursuant to Section 108, 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as the “**Rules**”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (the “**MCA Circulars**”), Regulation 44 of the SEBI Listing Regulations, Secretarial Standards on General meetings-SS2 issued by the Institute of Company Secretaries of India (ICSI) and other applicable rules and regulations, the Postal Ballot Notice dated 26<sup>th</sup> October, 2023 has been sent by e-mail only, to all the Members/Beneficiaries whose names appears in the Register of Members/Record of Depositories as on the Cut-off date i.e. **Friday, 27<sup>th</sup> October, 2023** and whose email addresses are registered with Company /Depository Participant(s)/Depositories/the Registrar & Transfer Agent of the Company.

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 voting:** Saturday, 4<sup>th</sup> November, 2023 (09.00 A.M. IST)  
**End of voting:** Sunday, 3<sup>rd</sup> December, 2023 (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., **Friday, 27<sup>th</sup> October, 2023** may cast their vote electronically. E-voting shall not be allowed after **5.00 P.M. (IST) on Sunday, 3<sup>rd</sup> December, 2023**. 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 within two working days from the conclusion of remote e-voting. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.dixoninfo.com](http://www.dixoninfo.com) and on the website of Kfin i.e. [evoting.kfintech.com](http://evoting.kfintech.com) and communicated to BSE Ltd. ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)).

The aforesaid copy of Postal Ballot Notice will be available on the website of the Company at [www.dixoninfo.com](http://www.dixoninfo.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://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**



## **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 Rule 20 and 22 of the Companies (Management and Administration) rules, 2014)

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**Dear Member(s),**

**NOTICE** is hereby given 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 Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (collectively “**MCA 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, Dixon Technologies (India) Limited (the “**Company**”) is seeking consent/ approval of the Member of the Company for the resolutions appended below, proposed to be passed by the Members as Special Resolutions by way of Postal Ballot process by electronic voting (**Remote e-voting**).

In compliance with the MCA 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 Companies (Management and Administration) Rules, 2014. the Board of Directors (the “**Board**”) of the Company at its meeting held on October 26, 2023 has appointed M/s Shirin Bhatt & Associates, Practising 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 not later than **05.00 PM IST on 3<sup>rd</sup> December, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from Members.

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 of the Company. For this purpose, the Company has engaged the services of KFin Technologies Limited to enable the Members to cast their votes electronically.

The remote e-voting period commences from **09.00 AM (IST) on Saturday, November 04, 2023 and ends at 05.00 PM (IST) on Sunday, December 03, 2023 (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 **December 05, 2023**. 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](http://www.dixoninfo.com) and on of KFin Technologies Limited's website <https://evoting.kfintech.com>.

#### **PROPOSED RESOLUTIONS:**

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: APPROVAL OF DIXON TECHNOLOGIES (INDIA) LIMITED — EMPLOYEES STOCK OPTION PLAN, 2023 (“DIXON ESOP 2023”)**

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any of the Companies, Act, 2013 (the “**Act**”) read with rules framed thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI ESOP Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable rules, regulations 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 — Employees Stock Option Plan, 2023 and to the Board to grant, vest and allot, from time to time and in one or more tranches, under DIXON ESOP 2023, a maximum of 20,00,000 (Twenty Lacs) Options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) exercisable into 20,00,000 (Twenty lacs) equity shares of face value Rs. 2/- (Rupees Two only) each fully paid up (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, including a Non-Executive director who is not a promoter or member of the promoter group but excluding independent directors, whether working in India or outside India of the Company 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 (hereinafter referred to as "**Eligible Employee**"), to subscribe to such number of equity shares which would give rise to issue of equity shares (hereinafter referred to as "**Securities**").

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

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

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

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”



**ITEM NO. 2: GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANIES AND ASSOCIATE COMPANIES, INCLUDING JOINT VENTURE COMPANIES UNDER DIXON TECHNOLOGIES (INDIA) LIMITED – EMPLOYEES STOCK OPTION PLAN, 2023 (“DIXON ESOP 2023”).**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any of the Companies, Act, 2013 (the **“Act”**) read with rules framed thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI ESOP Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable rules, regulations and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required or condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee as may be constituted by the Board for the purpose), the consent of the members be and is hereby accorded to extend the benefits of DIXON ESOP 2023 including the issuance of Options and shares thereunder to and for the benefit of present and future permanent employees of the present and future Subsidiaries of the Company and Associate Companies, including Joint Venture Companies and its director(s), whether whole time director or not, including a Non-Executive director who is not a promoter or member of the promoter group but excluding independent directors, whether working in India or outside India 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 (hereinafter referred to as **“Eligible Employee”**), to subscribe to such number of equity shares which would give rise to issue of equity shares to the intent that the number of Securities offered under DIXON ESOP 2023 to the Eligible Employees of the Subsidiary Companies and Associate Companies, including Joint Venture Companies shall be subsumed in the aggregate limit of 20,00,000 (Twenty lacs) equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid up as set out in the Special Resolution under Item No. 1 of this Notice (hereinafter collectively referred to as **“Securities”**).

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

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



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

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

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

**Date: October 26, 2023**

**Place: Noida**

**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, 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. **Friday, October 27, 2023**. 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. **Friday, October 27, 2023 (“Cut Off date”)** only shall be entitled to avail the facility of 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 in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.

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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of the e-voting agency- KFin Technologies Limited at <https://evoting.kfintech.com>
7. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically, instead of submitting the postal ballot form, and vote on the resolutions through the Remote e-voting service facility arranged by KFin Technologies Limited.
8. 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 e-voting process not later than **05:00 P.M. (IST) on Sunday, December 03, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
9. 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.
10. 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 e-voting process i.e., **Sunday, December 03, 2023**.
11. 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 during normal business hours (between 11.00 A.M. to 1.00 P.M.) 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](mailto:investorrelations@dixoninfo.com) mentioning their Name, Folio No./DP Id and Client ID and PAN.
12. The Scrutinizer's decision on the validity of e-voting shall be final.
13. There will be one E-vote for every Folio/Client ID irrespective of the number of joint holders.
14. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
15. The remote e-voting period commences from **09.00 A.M. (IST) on Saturday, November 04, 2023** and ends at **05.00 P.M. (IST) on Sunday, December 03, 2023 (both days inclusive)**.





During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Friday, October 27, 2023**, 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 **Tuesday, December 05, 2023** and will also be displayed on the website of the Company ([www.dixoninfo.com](http://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.

### **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 Circular number: SEBI/HO/MIRSD/MIRSDPoD1/P/ CIR/2023/37, dated March 16<sup>th</sup>, 2023 all holders of physical securities in listed companies shall update the contact details through submitting the requisite ISR 1 form along with the supporting documents. ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

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

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

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

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 and in terms of SEBI vide circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

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

- iv. **A) Commencement of remote e-voting - 09:00 A.M. (IST) on November 04, 2023 (Saturday)**  
**B) End of remote e-voting – 05:00 P.M. (IST) on December 03, 2023 (Sunday) (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](mailto: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><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with</b></p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>I. Visit URL:</li> </ol>

<p><b>CDSL</b></p>	<p><a href="https://web.cdslindia.com/myeasitoken/home/login/">https://web.cdslindia.com/myeasitoken/home/login/</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi.          III. Login with your registered user id and password.          IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.          V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login/">https://web.cdslindia.com/myeasitoken/home/login/</a>          II. Proceed with completing the required fields.          III. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>          II. Provide your demat Account Number and PAN No.          III. System will authenticate user by sending OTP on registered Mobile &amp; 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>
<p><b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b></p>	<p>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.</p>

**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.

<b>Login type</b>	<b>Helpdesk details</b>
<b>Securities held with NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>
<b>Securities held with CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738 or 022-23058542-43</b>

**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., **Friday, October 27, 2023**, 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](mailto:evoting@kfintech.com) .



## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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 1 & 2 of the accompanying Postal Ballot Notice (the “**Notice**”) along with the disclosure as required under Regulation 6(2) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

#### ITEM 1 & 2:

Dixon has executed a consistently differentiated strategy for enhancing its manufacturing scale, diversifying offerings and relentlessly focusing on being a one-stop-solution for customers. The human capital is of utmost importance for the Company to execute its orders and to foster its growth plans. The management considers that the employee retention, attracting new talent and aligning interest of individual employees with that of the Company is vital to achieve the growth plans. The Company’s operations have increased multifold over the years with increase in number of group companies being increased from 5 (five) companies to 11 (Eleven) companies, including 4 (four) Joint Venture companies wherein the management and operations are being run and governed by Dixon. (The Company, its subsidiaries and its associates including joint ventures are collectively referred to as the “**Dixon Group**”). In terms of scale, we have grown from 9 manufacturing facilities offering products to 21 integrated facilities delivering products across multiple segments. Consequently, the permanent employees of the Dixon Group as a whole have also grown to 2,844 (as on 31<sup>st</sup> March, 2023) i.e. 13% increase on year on year basis.

The growth of the Company since its listing has been tremendous backed by its strong performance on year on year basis. Dixon has become one of the largest home-grown electronics contract manufacturers. The net worth of the Company has touched Rs. 1,285 crores. In terms of revenue, the Company’s consolidated revenue from operations has grown from Rs. 2,853 crores as on 31<sup>st</sup> March 2018 to Rs. 12,192 crores on 31<sup>st</sup> March 2023, grown at a 34% CAGR. Moreover, in terms of market capitalization, the Company has grown from Rs. 3,715 crores as on 31<sup>st</sup> March 2018 to Rs. 32,438 crores as on 25<sup>th</sup> October, 2023, grown at a 47% CAGR.

The management strongly believes that the human capital/ intelligence have played a pivotal role in growth of the Company and are vital for its future growth plans. The employee retention and keeping the interest of the employees aligned with that of the Company is of utmost importance and that employee stock option tool is one of the effective ways of achieving the same. Considering the enhanced operations of the Company, growth in human capital and future growth plans of the Company, management proposes to keep a pool of 20,00,000 (Twenty lacs) numbers of stock options to be issued to the permanent employees of the Dixon Group.

The Company believes in creating value for all its stakeholders including shareholders and employees of the Company and with a strong human base, the management is confident that it will help achieve the growth plans of the Company and thus adding value to investments made in the Company.

Furthermore, the management also proposes to extend the benefits of ESOP plan 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 Associate Companies, including Joint Venture Companies. Over the years, the Company has added number of subsidiaries and associate companies including joint ventures, who all on consolidated basis contribute greatly to the



growth and creating value to the Company. The management and administration of all the group companies including subsidiaries and associate companies including joint venture companies are governed by Dixon making it imperative to share the value added to Dixon with the employees of such companies to keep them motivated and aligned with the interest of the Company. In view of the same, the management proposes to also extend the proposed ESOP plan of the Company to the benefit of present and future permanent employees of the present and future Subsidiaries of the Company and Associate Companies, including Joint Venture Companies. Furthermore, the Company will recover the cost of ESOPs offered from the respective present and future Subsidiaries of the Company and Associate Companies, including Joint Venture Companies to whose employees, the stock options of the Company are granted. The Subsidiaries and Associates Companies, including Joint Venture Companies do not have any Employee Stock Option Plan of their own.

The Board of Directors, considering the above mentioned objectives, at their meeting held on 26<sup>th</sup> October, 2023 formulated Dixon Technologies (India) Limited —Employee Stock Option Plan, 2023 (“**DIXON ESOP 2023**”) for the present and/or future permanent employees of the Company and its present and future subsidiary Company(ies) and Associate Companies, including joint venture companies (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 at its meeting has designated the Nomination and Remuneration Committee as Compensation Committee (“**Committee**”) for the purpose of administration and implementation of DIXON ESOP 2023.

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to the Employees requires an approval of the existing members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 1 & 2 seeks your approval for the issue of further Equity Shares under the DIXON ESOP 2023, to the Employees 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 and Sweat Equity) Regulations, 2021 approval of the shareholders by way of separate Special Resolution is also required for grant of options to the identified employees of Subsidiary Company and Associate Companies, including joint venture companies. Accordingly, Special Resolutions set out at Item No. 1 and 2 are seeking your approval for the said purposes respectively. The Salient features of the DIXON ESOP 2023 as per Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:

#### **1. Brief description of the Scheme:**

In view of the aforementioned grounds, the Company contemplates to introduce employee stock option plan and formulate a scheme. The Scheme shall be called as the “**Dixon Technologies (India) Limited — Employees Stock Option Plan, 2023**” or “**Dixon ESOP 2023**” or the “**Scheme**” and shall extend its benefits to the present and/or future permanent employees of the Company and its present and future subsidiary (ies) and Associate Companies, including Joint Venture Companies, in accordance with the applicable laws. Dixon ESOP 2023 contemplates grant of Options to the eligible employees, including managing director and whole-time directors, as may be determined under the terms of Dixon ESOP 2023. After vesting of Options, the eligible employees shall have a right, but not obligation, to exercise the vested Options within the exercise





period and obtain Equity Shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

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.

Subject to applicable laws, the Plan shall be administered by the Nomination and Remuneration Committee, which may delegate its duties and powers in whole or in part as it may decide from time to time. The Committee is authorized to interpret the Plan, to establish, amend and rescind any rule(s) and regulation(s) relating to the Plan and to make any other determinations that it deems necessary or desirable for the administration and implementation of the Plan.

The objectives of the plan are:

- (i) To Provide means to enable the Company, its subsidiaries and its Associates including joint ventures to attract, retain and reward appropriate human talent in the Dixon Group;
- (ii) To create a sense of ownership and participation amongst the employees of the Dixon Group;
- (iii) To motivate the employees of the Dixon Group with incentives and reward opportunities; and
- (iv) To achieve sustained growth of the Dixon Group and the creation of shareholder value by aligning the interests of the employees with the long term interests of the Dixon Group.

## **2. Total Number of Options to be offered and granted:**

The total number of stock options to be granted in one or more tranches under the DIXON ESOP 2023 shall not exceed 20,00,000 (Twenty Lakh) options convertible into equal number of Equity Shares of the Company, as and when exercised, of face value Rs. 2/- (Rupees Two only) each fully paid up (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).

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

Eligible employee includes:

- 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 including a Non-Executive director who is not a promoter or member of the promoter group but excluding an independent director; or
- iii. an employee as defined in clause (i) or (ii) of a subsidiary and Associate Companies, including joint venture Companies, 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 10% (Ten Percent) of the outstanding equity shares of the company or to subscribe to such number of equity shares 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 Nomination and Remuneration Committee from time to time but shall not be less than 1 (one) year from the date of grant of options and more than 3 (Three) 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 Committee subject to maximum period of 3 (Three) years. 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 recognized 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. Considering the volatility in the market and to make the ESOP scheme lucrative, the Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case, the discount on grant price of the stock options shall not be more than 15% of the market price of the shares of the Company 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.

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

The Employee Stock Options granted may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of the respective Options. The Exercise period in case of resignation/ superannuation/ termination/ death/ permanent disability, options will be exercised in terms of the provisions of the Dixon ESOP 2023 Plan.

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 Nomination and Remuneration Committee will specify the eligibility criteria which may inter-alia include:

- tenure of association with the Company;
- designation of Employee;
- performance of the Employee during the previous years;
- contribution towards strategic growth and team building;
- future potential of the Employee;
- role criticality based on the functional leader's assessment of the individual and role;
- and / or any other criteria as may be determined by the Committee.

**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 2023 shall not exceed 20,00,000 (Twenty Lacs) 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 2023 shall depend upon the number of stock options held by the employee and Market Price of Company's Share as on the date of sale.

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

The scheme shall be implemented by direct route and administered by the Nomination and Remuneration 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 exercise 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 as the Plan is not implemented through Trust.



**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 and Sweat Equity) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time and shall also comply with the applicable accounting standards.

**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.

**18. Period of Lock-in**

Subject to Applicable Law, the shares allotted pursuant to exercise of options, will not be subject to any lock-in period from the date of allotment.

**19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

Not Applicable

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 and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the "Dixon Technologies (India) Limited —Employees Stock Option Plan, 2023 ("DIXON ESOP 2023") and issuance of shares under this Scheme.

Therefore, your Directors recommend the Resolutions as set out at item no. 1 & 2 for your approval. Documents referred to in the Notice and Explanatory Statement will be available for inspection and can be accessed by sending a request at [investorrelations@dixoninfo.com](mailto:investorrelations@dixoninfo.com) till the date of closure of Remote e-voting.



None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them and to the extent of the stock options that may be granted to them under DIXON ESOP 2023 in the Company.

The Board recommends passing of the resolution(s) as set out under Item No. 1 & 2 in the Notice for approval of the members as special resolution(s).

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

**Date: October 26, 2023**  
**Place: Noida**

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