

Dixon

An ISO 9001 : 2008, 14001 : 2004 Company

Dixon Technologies (India) Ltd.

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

CIN : L32101UP1993PLC066581

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31st July, 2019

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code - 540699	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051 Stock Code- DIXON
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Dear Sir/Madam

Sub: Proceedings of 26th Annual General Meeting ('AGM') & Outcome.

Ref: Our letter dated 3rd July, 2019

In continuation to our letter dated 3rd July, 2019, we wish to bring your kind notice that the 26th Annual General Meeting ('AGM') of the Company was held on 31st July 2019 at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 and the business items from Nos. (1) to (8) mentioned in the Notice dated 24th May, 2019 of the said AGM were transacted at the said meeting.

In this regard, please find enclosed the following-

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure - I**.
2. Details of appointment of Mr. Keng Tsung Kuo as Non-Executive and Independent Director of the Company as required under Regulation 30, Part- A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure-II**.

Kindly take the aforesaid on your record and oblige.

Thanking you,

Yours faithfully,

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


Ashish Kumar



(Group Company Secretary and Compliance Officer)

FCS No.8355

SUMMARY OF THE PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DIXON TECHNOLOGIES (INDIA) LIMITED HELD ON 31ST JULY, 2019 AT INTERNATIONAL TRADE EXPO CENTRE LTD. , HALL-C, EXPO DRIVE, A-II, SECTOR- 62, NOIDA- 201301 AT 11.00 A.M.

The 26th Annual General Meeting ("AGM") of the members of the Company was held on Wednesday, 31st July, 2019 at 11.00 A.M., at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida- 201301.

The following Directors were present at the 26th AGM of the Company:

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

Mr. Sunil Vachani, Executive Chairman presided over the meeting. After welcoming all the members present, the Chairman introduced the Board members, Chief Financial Officer and Group Company Secretary & Compliance Officer on the dais to the members of the Company. The Chairman also stated that Ms. Poornima Shenoy, Independent Director and Chairperson of Nomination and Remuneration Committee, Mr. Manoj Maheshwari, Independent Director and Chairperson of Audit Committee, Dr. Manuji Zarabi, Independent Director and Chairperson of Stakeholder Relationship Committee and Mr. Keng Tsung Kuo, Independent Director were present at the Meeting to address queries of the Members. The Chairman then informed that the registers and documents referred to in the Notice of the 26th AGM were available for inspection during the Meeting.

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

Following are the details of members present at the AGM:

S.no.	Registered as	Persons	Shares as on 24 th July, 2019	Percentage
1.	Members	36	46,62,929	41.17%
2.	Proxy	8	16,85,347	14.88%



3	Authorized Representatives	0	0	0
	Total	44	63,48,276	56.05%

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

With the permission of the members present, Chairman took the Notice of the 26th Annual General Meeting along with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 as read.

The Chairman further informed that the Statutory Auditor's Report on the Standalone and Consolidated Financial Statements and the Secretarial Auditor's Report for the Financial Year ended 31st March, 2019 does not contain any qualification, observations and other remarks.

The Chairman then addressed the Members and gave an overview of the Annual Report for the FY 2018-19 and touched upon the Company's performance during the said Financial Year.

Thereafter, the Chairman apprised the Members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to the Members of the Company as on 24th July, 2019 to cast their votes electronically in respect of the business to be transacted at the 26th AGM. The remote e-voting commenced on 28th July, 2019 at 09.00 A.M. and ended on 30th July, 2019 at 5.00 P.M.

The members were also informed that the facility for voting was also made available at the AGM Venue for the members who had not casted their vote through remote e-voting. It was clarified that only those members holding shares as on the cut-off date i.e. 24th July, 2019 were eligible to participate in the remote e-voting as well as voting at the AGM.

The Chairman then provided opportunity to the Members of the Company who were entitled to vote to seek clarifications, if any, on the items of the business as mentioned in the Notice of the 26th AGM. Mr. Sunil Vachani, Chairman addressed the queries of the Members and provided requisite clarifications.

Thereafter, the following items as set out in the notice convening the 26th AGM of the members of the Company were proposed and seconded by the Members:

RESOLUTION
NO.

RESOLUTION



ORDINARY BUSINESS

1. Ordinary Resolution for consideration and adoption of the Audited Financial Statements & Reports
 - a. Standalone audited financial statements of the Company for the financial year ended on 31st March, 2019 and the reports of Auditors and the Board of Directors thereon; and
 - b. Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon
2. Ordinary Resolution for declaration of Dividend at Rs. 2 per equity share for the financial year ended 31st March, 2019.
3. Ordinary Resolution for appointment of Mr. Sunil Vachani (DIN: 00025431) as a Director, liable to retire by rotation.

SPECIAL BUSINESS

4. Ordinary Resolution for ratification of the remuneration to be paid to M/s A.N. Satija & Co. Cost Accountants, Cost Auditors of the Company for the financial year 2019-20.
5. Ordinary Resolution for appointment of Mr. Keng Tsung Kuo (DIN:03299647) as a Non-Executive and Independent Director of the Company
6. Special resolution for Re-appointment of Mr. Manoj Maheshwari (DIN: 02581704) as Non-Executive and Independent Director for Second term of 5 Consecutive years w.e.f 3rd May, 2020.
7. Special resolution for Re-appointment of Dr. Manuji Zarabi (DIN: 00648928) as Non-Executive and Independent Director for Second term of 5 Consecutive years w.e.f 23rd February, 2020.
8. Special resolution for Re-appointment of Ms. Poornima Shenoy (DIN: 02270175) as Non-Executive and Independent Director for Second term of 5 Consecutive years w.e.f 23rd February, 2020.

The voting on all the above resolutions was conducted through remote e- voting and Insta voting at the AGM. The Chairman also informed that the Board of Directors had appointed



M/s Shirin Bhatt and Associates, Company Secretaries as the Scrutinizer for the orderly conduction of voting process (both e-voting and Insta voting) for the resolutions mentioned in the 26th AGM notice.

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

The Meeting concluded at 11.40 A.M. after the members casted their votes.



Shirin Bhatt

Appointment of Director

Pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), the members at the Annual General Meeting of the Company held on 31st July, 2019 approved the appointment of Mr. Keng Tsung Kuo as a Non-Executive and Independent Director for a term of 5 consecutive years with effect from 12th April, 2019.

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

Following are the brief details of Mr. Keng Tsung Kuo:

BRIEF DETAILS OF MR. KENG TSUNG KUO		
S.No		
1	Name of Director	Mr. Keng Tsung Kuo
2	Date of Birth	4 th December, 1958
3	Date of Appointment/ Re-appointment	12 th April, 2019
4	Qualification	Mr. Kuo holds Master of Electrical Engineering from National Taiwan University and has also done his Executive MBA from National Taiwan University.
5	Expertise in Specific area	He has over 30 years of rich and extensive experience in Business & Selling Strategy, Human Resource & Globalization Strategy, Change Management and Leadership & Management.
6	Directorships in other Companies	Nil
7	Membership / Chairman of Committees (other than the Company)	Nil
8	Disclosure of relationships between Directors	Not related to any Director/ Key Managerial Personnel



Ashish Kumar