

## Dixon Technologies (India) Ltd.

February 5, 2021

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: INE935N01012	Scrip Code- DIXON ISIN: INE935N01012

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 February 02, 2021 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members of the Company for the following:


1. Sub-division of equity shares having the face value of Rs. 10/- per share to Rs. 2/- per share.
2. Alteration of clause V i.e. Capital clause of the Memorandum of Association of the company.

The aforesaid copy of Postal Ballot Notice is also available on the website of the Company at [www.dixoninfo.com](http://www.dixoninfo.com).

We request you to kindly take this on your record.

Thanking You,

For **DIXON TECHNOLOGIES (INDIA) LIMITED**

  
Ashish Kumar  
Gr. Company Secretary, Head-Legal & HR



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 of the Companies Act, 2013)

(Read with Rule 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 (“**Rules**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (SS-2) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19” and the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members as Ordinary Resolutions by way of Postal Ballot (remote e-voting).

The proposed resolutions along with the explanatory statement setting out the material facts thereto is given hereunder.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.



The Board of Directors of the Company has appointed M/s Shirin Bhatt & Associates, Practising Company Secretaries, Firm Registration Number S2011DE162600 to act as 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 printed in this Notice and follow the same for voting. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of MCA Circulars.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said 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 Private Limited to enable the Members to cast their votes electronically.

The remote e-voting period commences from IST **09.00 AM on Saturday, February 06, 2021 and ends at IST 05.00 PM on Sunday, March 07, 2021**. 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 at or before IST 05.00 PM on Tuesday, March 09, 2021. The said results alongwith the Scrutinizer's Report will be displayed at 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 the website of KFin Technologies Private Limited's website <https://evoting.kfintech.com>.

### **SPECIAL BUSINESSES:**

#### **ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES HAVING THE FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE**

**To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), approval of the members of the Company be and is hereby accorded for sub-division of 1 (One) equity share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid up into 5 (Five) equity shares having a face value of Rs. 2/- (Rupees Two only) each fully paid up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board) for this purpose (hereinafter referred to as “**Record Date**”).



**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1(One) equity share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) equity shares having a face value of Rs. 2/- (Rupees Two only) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make appropriate adjustments due to sub-division of equity shares to the outstanding options granted to the employees of the Company under Dixon Technologies (India) Limited - Employee Stock Option Plan, 2018 and Dixon Technologies (India) Limited - Employee Stock Option Plan, 2020 pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the Record Date shall be appropriately adjusted.

**RESOLVED FURTHER THAT** upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions.”

## **ITEM NO. 2: ALTERATION OF CLAUSE V I.E. CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the



members of the Company is hereby accorded to substitute the existing 'Clause V' of the Memorandum of Association of the Company relating to Capital by substituting with the following:

*“ V. The Authorised Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 13,00,00,000 (Thirteen Crores) Equity Shares having face value of Rs. 2/- (Rupees Two) each with power to increase, reduce or reorganize the same in accordance with the provisions of Companies Act, 2013.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

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

**Sd/-  
Ashish Kumar  
Gr. Company Secretary, Head Legal & HR**

**Date: February 02, 2021**

**Place: Noida**



#### NOTES FOR MEMBER'S ATTENTION:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 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 Postal Ballot Notice (“**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. On account of the threat posed by COVID-19 and in line with the MCA circular and SEBI relaxations in this regard, the Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant and expresses its inability to dispatch the physical copy of Notice along with Postal Ballot Form and pre-paid business envelope to the Members. Accordingly, Members can vote only through the remote e-voting process.
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. **January 29, 2021 (“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 Private 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 Private 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 e-voting service facility arranged by KFin Technologies Private Limited.



8. Members desiring to exercise their vote through the 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 IST 05:00 P.M. on Sunday, March 07, 2021 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., March 07, 2021.
11. All the material documents referred to in the Notice and Explanatory Statement will be open for inspection electronically from the date of circulation of this Notice until the last date specified for the receipt of votes through e-voting. Members seeking to inspect can send an e- mail to Company at [investorrelations@dixoninfo.com](mailto:investorrelations@dixoninfo.com).
12. The Scrutinizer’s decision on the validity of e-voting shall be final.
13. The remote e-voting period commences from IST 09.00 A.M. on Saturday, February 06, 2021 and ends at IST 05.00 P.M. on Sunday, March 07, 2021. 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, March 09, 2021 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**

- i. 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 ., **29 January, 2021** only shall be entitled to avail the facility of e-voting.
- ii. Any shareholder who holds the shares as on the cut-off date i.e., Friday, January 29, 2021, may obtain the User ID and password in the manner as mentioned below:
  - a. 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

- b. If e-mail address of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Members may call KFin Technologies Private Limited's ("KFinTech") toll free number 1-800-3454-001
  - d. Members may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If the Member is already registered with the KFinTech e-voting platform then such Member can use his/her existing User ID and password for casting the vote through e-voting.
- iii. The e-voting facility will be available during the following period:
- a. Commencement of e-voting: **Saturday, 06 February, 2021 at 9 AM IST**
  - b. End of e-voting: **Sunday, 07 March, 2021 at 5 PM IST**
- iv. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.
- v. In case of any queries or grievances, with regard to e-voting, Members may contact Mr. B. Srinivas, Manager, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 at Contact No.: 040-67162222, email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Instructions and other information relating to e-voting:**

- A. In case of Members receiving an e-mail from KFin Technologies Private Limited [for Members whose e-mail addresses are registered with the Company / Depository Participants(s)]**
- i. Launch internet browser by typing the following URL <https://evoting.kfintech.com>
  - ii. Put user ID and password as initial password noted above. Click Login.
  - iii. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1 login. You may





also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

- iv. You need to log in again with the new credentials.
  - v. On successful login system will prompt to select the e-voting event number of **DIXON TECHNOLOGIES (INDIA) LIMITED**.
  - vi. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
  - vii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - viii. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - ix. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly Authorised signatory(ies) who are Authorised to vote, to the Scrutinizer through e-mail ID [scrutinizer.sba@gmail.com](mailto:scrutinizer.sba@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- B. Members who have not registered their e-mail address (including Members holding shares in physical form)** with the Company / Depository Participants, as the case may be, are requested to visit the website of KFin Technologies Private Limited at <https://ris.kfintech.com/clientservices/postalballot/> for temporary registration of email id to receive the Postal Ballot Notice and Voting Instructions.



## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT**

#### **Pursuant to Section 102 of the Companies Act, 2013 (“Act”)**

##### **ITEM 1 & 2:**

The Equity Shares of your Company are listed and traded on BSE Ltd and National Stock Exchange of India Ltd.

The Company’s strong performance over the years has led the significant rise in the market price of the equity shares of the Company. With a view to encourage wider participation of small investors and to enhance the liquidity of the Equity Shares at the Stock Market, the Board of Directors at its meeting held on February 02, 2021 has considered and recommended the subdivision of 1 (One) Equity Share of the Company of the face value of Rs.10/- (Rupees Ten Only) each into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

Presently, the Authorized Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty-Six Crores Only) divided into 2,60,00,000 Equity Shares of Rs. 10/- each and the paid-up share capital of the Company is Rs. 11,70,98,710/- divided into 1,17,09,871 Equity Shares of Rs. 10/- each fully paid-up.

The proposed subdivision of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company. However, the paid-up equity share capital may change as on the record date on account of allotment of shares upon exercise of stock options, if any, before the record date. The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association (“MOA”) of the Company as set out in Item No. 2 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing Rs 10 (Rupees Ten only) each to proposed Rs. 2/- (Rupees Two only) each. As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be effected only after the approval of the Members by passing an Ordinary Resolution.

Further, sub-division of face value of Equity Shares, inter alia, require appropriate adjustments with respect to all the options granted by the Company under Dixon Technologies (India) Limited - Employee Stock Option Plan, 2018 and Dixon Technologies (India) Limited - Employee Stock Option Plan, 2020 such that all the options outstanding as on the Record Date as well as options which are available for grant and those already granted but not exercised as on the Record Date shall be proportionately adjusted.



None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company or stock options granted, if any.

The Board recommends the resolution set forth in Item no. 1 and 2 for the approval of the members as an Ordinary Resolution.

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

**Sd/-**

**Ashish Kumar**

**Gr. Company Secretary, Head Legal & HR**

**Date: February 02, 2021**

**Place: Noida**