



The brand behind brands

Dixon Technologies (India) Limited

21st November, 2025

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051
Scrip Code- 540699 ISIN: INE935N01020	Scrip Code- DIXON ISIN: INE935N01020

Dear Sir/Madam,

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

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), kindly find enclosed herewith **Notice of Postal Ballot** dated 17th October, 2025 ("**Notice**") together with the explanatory statement for seeking approval of the members for the business(es) as set out hereunder:

S. No.	Particular(s) of the resolution(s)
1.	To approve an increase in the managerial remuneration payable to Mr. Sunil Vachani, Executive Chairman in excess of the limits under Companies Act, 2013.
2.	To approve an increase in the managerial remuneration payable to Mr. Atul B. Lall, Vice Chairman & Managing Director in excess of the limits under Companies Act, 2013.
3.	To approve the appointment of Mr. Saurabh Gupta (DIN: 09685338) as Director-Finance of the Company for a term of 5 (five) consecutive years along with his remuneration.
4.	To approve re-appointment of Dr. Rakesh Mohan (DIN: 02790744) as a Non-Executive and Independent Director for a second term of 5 (five) consecutive years and continuation of his office beyond 75 years of age.

In pursuance to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rules made thereunder and in compliance with the relevant applicable circulars as issued by the Ministry of Corporate Affairs, the Notice along with the Explanatory Statement, inter-alia, indicating the process and manner of voting through electronic means ("**Remote E-voting**") has been sent through e-mail only to all those Members whose names appear on the Register of Members of the Company/ List of Beneficial Owners received from the Depositories as on the cut-off date i.e. **Tuesday, 18th November, 2025** and who have registered their email address with the Company or to KFin Technologies Limited, Registrar and Share Transfer Agent ("**RTA**") of the Company or Depositories and the same is also available on the Company's website at <https://dixoninfo.com/shareholder-information> under the head- 'Postal Ballot'.

In accordance with the relevant 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.



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

Commencement of e-voting: Sunday, 23rd November, 2025 (09.00 A.M. IST)

End of e-voting: Monday, 22nd December, 2025 (05.00 P.M. IST) *(both days inclusive)*

During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Tuesday, 18th November, 2025** may cast their vote electronically. E-voting shall not be allowed beyond **05.00 P.M. (IST) on Monday, 22nd December, 2025** and the e-voting module shall be disabled by KFin for voting thereafter. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date. The Results of the Postal Ballot/Evoting will be declared on or before Tuesday, 23rd December, 2025.

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

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

You are requested to take the same on your records.

Thanking You,

For **DIXON TECHNOLOGIES (INDIA) LIMITED**

Ashish Kumar
President-Chief Legal Counsel & Group Company Secretary

Encl: As above

Dixon Technologies (India) Limited

CIN: L32101UP1993PLC066581

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

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

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given to the Members of Dixon Technologies (India) Limited (“**the Company**”) that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the “**Act**”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the General Circular no. 14/2020 dated 8th April, 2020 and subsequent circulars issued by Ministry of Corporate Affairs (“**MCA**”), the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively “**MCA Circulars**”) in this regard and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024, SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024 issued by the Securities and Exchange Board of India (“**SEBI**”) in this regard, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) and any other applicable laws and regulations, if any, the Company is seeking consent/ approval of the Members of the Company for the resolutions appended below, proposed to be passed by the Members as **Special Resolution(s)** by way of Postal Ballot process by electronic voting (“**Remote e-voting**”).

S. No.	Particular(s) of the resolution(s)
1.	To approve an increase in the managerial remuneration payable to Mr. Sunil Vachani, Executive Chairman in excess of the limits under Companies Act, 2013.
2.	To approve an increase in the managerial remuneration payable to Mr. Atul B. Lall, Vice Chairman & Managing Director in excess of the limits under Companies Act, 2013.
3.	To approve the appointment of Mr. Saurabh Gupta (DIN: 09685338) as Director-Finance of the Company for a term of 5 (five) consecutive years along with his remuneration.
4.	To approve re-appointment of Dr. Rakesh Mohan (DIN: 02790744) as a Non-Executive and Independent Director for a second term of 5 (five) consecutive years and continuation of his office beyond 75 years of age.

In compliance with the aforesaid MCA Circulars and SEBI Circulars and pursuant to other applicable laws and regulations to the extent applicable, 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 17th October, 2025 has appointed Ms. Shirin Bhatt (FCS: 8273, COP No. 9150) proprietor of M/s Shirin Bhatt & Associates, Practicing Company Secretaries, Firm Registration Number S2011DE162600) to act as the Scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot (Remote

e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions in the notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice (“**Notice**”) and follow the same to cast their vote electronically. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of aforesaid MCA Circulars.

The Members are requested to cast their votes through Remote e-voting process by **05.00 P.M. (IST) on Monday, 22nd December, 2025** to be eligible for being considered. Voting will be blocked forthwith and shall not be allowed beyond **05:00 P.M. (IST) on Monday, 22nd December, 2025**.

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

The remote e-voting period commences from **09.00 A.M. (IST) on Sunday, 23rd November, 2025 and ends at 05.00 P.M. (IST) on Monday, 22nd December, 2025 (both days inclusive)**. The Scrutinizer will submit its report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Tuesday, 23rd December, 2025**. The said results along with the Scrutinizer’s Report will be displayed at website of BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at www.dixoninfo.com and on KFin Technologies Limited’s website at <https://evoting.kfintech.com>.

PROPOSED RESOLUTION(S):

SPECIAL BUSINESS(ES):

ITEM NO. 1: TO APPROVE AN INCREASE IN THE MANAGERIAL REMUNERATION PAYABLE TO MR. SUNIL VACHANI, EXECUTIVE CHAIRMAN IN EXCESS OF THE LIMITS UNDER COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company at its meeting held on 17th October, 2025 and pursuant to the provisions of Section 197, Section 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**), and the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in furtherance to the resolution passed by the shareholders of the Company at the 28th Annual General Meeting held on 28th September, 2021 and 29th Annual General Meeting held on 23rd August, 2022, approving the re-appointment and remuneration of Mr. Sunil Vachani (DIN: 00025431) as the Whole Time Director of the Company, the consent of the Members be and is hereby accorded to increase the limit of managerial remuneration payable to Mr. Sunil Vachani, to the extent that it may exceed the limits specified under Section 197 of the Act, computed in the manner as laid down in Section 198 of the Act, in any financial year, during his tenure as Whole time Director of the Company ending on 4th May, 2027, as may be determined by the NRC and Board of Directors from time to time, subject to an amount not exceeding INR 15 Crores per annum, as per the limits set out in the explanatory statement, payable as managerial remuneration including performance bonus/ commission to be paid by the Company to Mr. Sunil Vachani.

RESOLVED FURTHER THAT in the event the Company has adequate profits in any financial year during the tenure of Mr. Sunil Vachani, the Board of Directors be and is hereby authorized, based on the recommendation of the NRC, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act, without requiring further approval of the Members.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.”

ITEM NO. 2: TO APPROVE AN INCREASE IN THE MANAGERIAL REMUNERATION PAYABLE TO MR. ATUL B. LALL, VICE CHAIRMAN & MANAGING DIRECTOR IN EXCESS OF THE LIMITS UNDER COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee (“NRC”) and approval of the Board of Directors of the Company at its meeting held on 17th October, 2025 and pursuant to the provisions of Section 197, Section 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (in each case including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in furtherance to the resolution passed by the shareholders of the Company at the 28th Annual General Meeting held on 28th September, 2021, approving the re-appointment and remuneration of Mr. Atul B. Lall (DIN: 00781436) as the Managing Director of the Company, the consent of the Members be and is hereby accorded to increase the limit of managerial remuneration payable to Mr. Atul B. Lall, to the extent that it may exceed the limits specified under Section 197 of the Act, computed in the manner as laid down in Section 198 of the Act, in any financial year, during his tenure as Managing Director of the Company ending on 4th May, 2027, as may be determined by the NRC and Board of Directors from time to time, subject to an amount not exceeding INR 15 Crores per annum as per the limits set out in the explanatory statement, payable as managerial remuneration including performance bonus/ commission by the Company to Mr. Atul B. Lall, excluding perquisite value on the exercise of the stock options granted to Mr. Lall during the tenure of his appointment with the Company until 4th May, 2027.

RESOLVED FURTHER THAT in the event the Company has adequate profits in any financial year during the tenure of Mr. Atul B. Lall, the Board of Directors be and is hereby authorized, based on the recommendation of the NRC, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act, without requiring further approval of the Members.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.”

ITEM NO. 3: TO APPROVE THE APPOINTMENT OF MR. SAURABH GUPTA (DIN: 09685338) AS DIRECTOR-FINANCE OF THE COMPANY FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS ALONG WITH HIS REMUNERATION

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

“RESOLVED THAT pursuant to the recommendations of the Nomination & Remuneration Committee (“NRC”) and Board of Directors of the Company and pursuant to the provisions of Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, approval of the members be and is hereby accorded for appointment of Mr. Saurabh Gupta (DIN: 09685338) as Director- Finance of the Company for a term of 5 (five) consecutive years with effect from 17th October, 2025 till 16th October, 2030 (**“Tenure”**), liable to retire by rotation, at a remuneration which may exceed the limits specified under Section 197 of the Act, computed in the manner as laid down in Section 198 of the Act, during the FY 2025-26 & FY 2026-27, as may be determined by the NRC and Board of Directors from time to time, as set out in this resolution and explanatory statement.

RESOLVED FURTHER THAT the Board of Directors (including the NRC), be and is hereby authorised to alter or vary, from time to time, the said terms and conditions and/ or remuneration, as it may deem fit and acceptable to Mr. Saurabh Gupta within the limits as set out below (and more particularly described in the explanatory statement annexed hereto) for FY 2025-26 & FY 2026-27:

Details of remuneration: Mr. Saurabh Gupta be paid remuneration as mentioned below, which Board or NRC may vary from time to time, subject to an amount not exceeding INR 10 Crores per annum as managerial remuneration including performance bonus/ commission during FY 2025-26 & FY 2026-27, excluding perquisite value on the exercise of the stock options granted to him during the tenure of his appointment with the Company.

- I. **Remuneration, including all allowances and perquisites excluding value of perquisites on exercise of stock options granted:** Not exceeding INR 3 Crores per annum
- II. **Performance Bonus/ Commission:** Mr. Saurabh Gupta will be entitled to a performance basis Bonus/Commission as may be recommended by the NRC and approved by the Board of Directors during FY 2025-26 & FY 2026-27, subject to an amount not exceeding INR 7 Crores per annum.

RESOLVED FURTHER THAT in the event the Company has adequate profits in any financial year during the Tenure of Mr. Saurabh Gupta, the Board of Directors be and is hereby authorized, based on the recommendation of the NRC, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act, without requiring further approval of the Members.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.”

ITEM NO. 4: TO APPROVE THE RE-APPOINTMENT OF DR. RAKESH MOHAN (DIN: 02790744) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS AND CONTINUATION OF HIS OFFICE BEYOND 75 YEARS OF AGE

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and the rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI LODR”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors for re-appointment of Dr. Rakesh Mohan (DIN: 02790744), whose period

of office expires on 1st February, 2026 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and is eligible for re-appointment for second term under the provisions of the Act and Rules made thereunder and SEBI LODR, be and is hereby re-appointed for a second term as a Non-Executive and Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 2nd February, 2026 up to 1st February, 2031, not liable to retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), the approval of the Members of the Company be and is hereby accorded for continuation of office of Dr. Rakesh Mohan (DIN: 02790744) (*who has attained the age of 75 years*), beyond the age of 75 years till the expiry of his term of office as a Non-Executive and Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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

Ashish Kumar
President- Chief Legal Counsel & Group Company
Secretary

Date: 17.10.2025

Place: New Delhi

Registered Office:
B-14 & 15, Phase-II, Noida
District Gautam Buddha Nagar, U.P.-201305

NOTES FOR MEMBERS' ATTENTION:

1. The relevant explanatory statement pursuant to Section 102(1) and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India along with the details in terms of Regulation 36(3) of the SEBI Listing Regulations, to the extent applicable, 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 relevant MCA Circulars, 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. **Tuesday, 18th November, 2025**. 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. **Tuesday, 18th November, 2025 (“Cut-Off date”)** only shall be entitled to avail the facility of Remote e-voting.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same (i) with the Depository Participant(s) where they

maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, if any, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting relevant forms duly filled and signed along with requisite supporting documents to KFin Technologies Limited (“the RTA”) at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032. Copies of the said form is available on the website of the Company at <https://dixoninfo.com/financial-performance> under the head- “Other Information” and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> .

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

6. Members may please note that the Notice will also be available on the Company’s website at <http://www.dixoninfo.com> , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of the e-voting agency- KFin Technologies Limited at <https://evoting.kfintech.com> .
7. Members desiring to exercise their vote through the Remote e-voting process are requested to read the instructions in the Notes under the section “**General information and instruction relating to e-voting**” in this Notice. Members are requested to cast their vote through the Remote e-voting process not later than **05:00 P.M. (IST) on Monday, 22nd December, 2025** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on above referred Cut- Off date.
9. The resolution, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the Remote e-voting process i.e., **Monday, 22nd December, 2025**. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf.
10. The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with the scrutinizer’s report shall be displayed for at least three days on the Notice Board of the company at its Registered Office and as well as Corporate Office.
11. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Act, shall be available for inspection by the members at the Registered Office of the Company between 11.00 A.M. (IST) to 4.00 P.M. (IST) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will be available for inspection electronically as well, during the abovementioned period. Members seeking to inspect such documents shall send an email to investorrelations@dixoninfo.com mentioning their Name, Folio No./DP Id and Client ID and PAN.
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. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
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 Sunday, 23rd November, 2025** and ends at **05.00 P.M. (IST) on Monday, 22nd December, 2025 (both days inclusive)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. **Tuesday, 18th November, 2025** may cast their vote by Remote E-voting. The Scrutinizer will submit her 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, 23rd December, 2025** and will also be displayed on the website of the Company (www.dixoninfo.com), besides being communicated to the Stock Exchanges, where equity shares of the Company are listed and to the Registrar and Share Transfer Agent of the Company.
16. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: scrutinizer.sba@gmail.com with a copy marked to evoting@kfintech.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
17. In terms of SEBI circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

ADDITIONAL NOTE FOR ATTENTION OF MEMBERS

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

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

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

In view of above provisions, members are requested to kindly ensure updation of their bank details and also encash their dividend warrants. Members are requested to contact KFin Technologies Limited at einward.ris@kfintech.com / Legal & Secretarial Department of the Company at investorrelations@dixoninfo.com for encashing the unclaimed dividends standing to the credit of their account.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

- A. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolution 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.

PROCEDURE FOR REMOTE E-VOTING

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

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

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

- iv. A) **Commencement of remote e-voting - 09:00 A.M. (IST) on Sunday, 23rd November, 2025**
B) **End of remote e-voting – 05:00 P.M. (IST) on Monday, 22nd December, 2025 (both days inclusive)**

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

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

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

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

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

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





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

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

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. User already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit the NSDL e-services website. Open URL: https://eservices.nsdl.com On the e-services home page, click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. Dixon Technologies (India) Limited or e-Voting service provider and you will be re-directed to e-Voting service provider name i.e. KFin for casting the vote during the remote e-Voting period. <p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e. DIXON TECHNOLOGIES (INDIA) LIMITED or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. <p>4. Alternatively by directly accessing the e-voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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.

	<p>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.</p> <p>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Electronic access to Securities information (Easi/Easiest”) facility</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login/ or Click on the “Login” icon and opt for “My Easi New (Token)” (only applicable when using URL: www.cdslindia.com).</p> <p>II. Login with your registered user id and password.</p> <p>III. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>IV. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/home/EasiestRegistration for registering</p> <p>II. Proceed with completing registration using DP ID, Client ID etc.</p> <p>III. After successful registration, please Follow the steps given in point 1 above to cast votes.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link against the name of the Company i.e. Dixon Technologies (India) Limited or select Kfin.</p> <p>V. Members will be re-directed to the e-voting page of Kfin to cast their vote.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</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.</p> <p>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 website after successful authentication, wherein you can see e-Voting feature.</p>

	III. Click on options available against company's 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.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911 or 022-62343625, 022-62343626

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 (0-9) 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., **Tuesday, 18th November, 2025** 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 .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 OF THE COMPANIES ACT, 2013 (“ACT”) AND RULES MADE THEREUNDER

Pursuant to Section 102(1) of the Act, the following explanatory statement sets out all material facts relating to the business(es) mentioned under Resolution No. 1 to 4 of the accompanying Postal Ballot Notice (the “Notice”) along with the requisite disclosures.

ITEM 1: TO APPROVE AN INCREASE IN THE MANAGERIAL REMUNERATION PAYABLE TO MR. SUNIL VACHANI, EXECUTIVE CHAIRMAN IN EXCESS OF THE LIMITS UNDER COMPANIES ACT, 2013

In terms of the provisions of the Companies Act, 2013 (**‘the Act’**) and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the shareholders of the Company at the 28th Annual General Meeting (**‘AGM’**) held on 28th September, 2021, by way of an Ordinary resolution, approved the re-appointment of Mr. Sunil Vachani (DIN No. 00025431) as Whole Time Director of the Company with effect from 5th May, 2022 for a period of five (5) years till 4th May, 2027. The said approval also covered the terms of his remuneration, including fixed pay, variable pay, perquisites and other benefits, in line with the Company’s long-term incentive structure in terms of inter alia Nomination and Remuneration Policy of the Company, with such revision as the Board/ Nomination & Remuneration Committee (**“NRC”**) of the Board may sanction from time to time, subject to limits as prescribed under section 197 read with schedule V of the Act. Also, the shareholders at the 29th AGM of the Company held on 23rd August, 2022, considered and approved remuneration payable to Mr. Sunil Vachani (DIN: 00025431), Executive Chairman & Whole Time director of the Company as per Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, in excess of INR 5 crores or 2.5 per cent of the profits of the Company (whichever is higher), until the expiry of his current term which is upto 4th May, 2027.

Considering the stellar growth of the Company as a group, recognizing the valuable contribution & resilient leadership of Mr. Sunil Vachani and pursuant to the provisions of the Act, SEBI Listing Regulations, the NRC and the Board at its meeting held on 17th October, 2025 recommended and approved an increase in the managerial remuneration payable to Mr. Sunil Vachani, in excess of the limits specified under Section 197 of the Act, in any financial year, during his tenure as Whole Time Director ending on 4th May, 2027, as may be determined by the NRC and Board of Directors from time to time, subject to an amount not exceeding INR 15 Crores per annum. payable as managerial remuneration including performance bonus/ commission by the Company to Mr. Sunil Vachani, subject to approval of the shareholders of the Company.

Other relevant information required under Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. General Information

- (1) Nature of industry:** Electronic Manufacturing Services (EMS)
- (2) Date or expected date of commencement of commercial production:** Since 1994 (Existing Company in operation)
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) Financial performance based on given indicators:**

(Amount in INR Lakhs)

Particulars	Standalone For the financial year ended		Consolidated For the financial year ended	
	31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024
Revenue from Operations	5,40,090	6,41,140	38,86,010	17,69,090
Profit Before Tax	67,888	24,698	1,56,980	49,383
Profit After Tax	56,590	18,566	1,23,258	37,492
Earnings per Share	INR 94.44- Basic INR 93.01- Diluted	INR 31.12- Basic INR 30.93- Diluted	INR 205.70- Basic INR 202.58- Diluted	INR 62.84- Basic INR 62.46- Diluted
Dividend	INR 8/- per equity share (FY 2024-25)	INR 5/- per equity share (FY 2023-24)	-	-

(5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

(1) **Background details:** Mr. Sunil Vachani has over three decades of experience in the EMS industry. He is the Promoter and associated with the Company since its inception. Under his rein, the Company has been adjudged as one of the leading Indian EMS by various trade journals and industry bodies. Mr. Vachani had been associated with Benin for over 10 years as their Honorary Consul General. He been elected as Vice President (South) of Consumer Electronics and Appliances Manufacturers Association (“CEAMA”), for the term 2021-23. He is also one of Board member of CEAMA. He has held positions like Chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee. Mr. Vachani has been awarded the “**Man of Electronics Award**” by CEAMA in 2015, the “**Outstanding Citizen Award 2012**” by the Sindhi Chamber of Commerce and one of the “**Top 100 people influencing EMS**” in 2012 by the ventureoutsource.com. He has also been awarded as the Dataquest Aatma Nirbhar Bharat Champion for the year 2020. Mr. Sunil Vachani has been conferred with Electronic Industries Association of India’s Special Jury Award for “**Electronics Man of the Year**” for 2020-21. He has also been bestowed with the prestigious ‘**EY Entrepreneur of the Year™ 2021**’ award in Manufacturing category. He has also featured in **Forbes ‘Entrepreneur of the Year’ 2024**.

(2) **Past remuneration:** During FY 2024-25, Mr. Vachani was paid an annual remuneration of INR 716 Lakhs including a Commission of INR 335 lakhs.

(3) **Recognition or awards:** Mr. Vachani has been awarded the ‘**Man of Electronics Award**’ by CEAMA. **Outstanding Citizen Award 2012**” by the Sindhi Chamber of Commerce and one of the “**Top 100 people influencing EMS**” in 2012 by the ventureoutsource.com. He has been awarded as the Dataquest Aatma Nirbhar Bharat Champion for the year 2020. Mr. Sunil Vachani has been conferred with Electronic Industries Association of India’s Special Jury Award for “**Electronics Man of the Year**” for 2020-21. He has also been bestowed with the prestigious ‘**EY Entrepreneur of the Year™ 2021**’ award in Manufacturing category. He has also featured in **Forbes ‘Entrepreneur of the Year’ 2024**.

(4) **Job profile and his suitability:** Mr. Sunil Vachani serves as the Executive Chairman and Whole-Time Director of Dixon Technologies (India) Limited. With comprehensive oversight of the Company’s management and operations, his role reflects his exceptional qualifications and extensive experience in the electronics manufacturing sector. As the founder and a driving force behind Dixon since its inception, Mr. Vachani has been instrumental in shaping the Company’s strategic vision and steering its remarkable growth trajectory. His continued leadership is vital for the sustained performance and strategic direction of the Company.

(5) Remuneration proposed to be paid:

- I. **Remuneration, including all allowances and perquisites:** Not exceeding INR 6 Crores per annum.
- II. **Performance Bonus/ Commission:** Mr. Sunil Vachani will be entitled to a performance basis Bonus/Commission as may be recommended by the NRC and approved by the Board of Directors during his tenure ending 4th May, 2027, subject to an amount not exceeding INR 9 Crores per annum. The performance criteria will be assessed basis the financial performance of the Company at standalone as well as consolidated basis.

(6) Rationale for Increase in remuneration- Mr. Vachani, Chairman of the Company provides strategic direction at the group level. He also serves as a board member of various subsidiaries including a material subsidiary of the Company. The business operations are effectively segregated across group entities to leverage synergies of the scale, optimize benefits and incentives available at the respective entity level, and thereby growth of the Company is fueled at the consolidated level. As on close of 31st March, 2025, the Company recorded a consolidated revenue of INR 38,880 crores up from INR 17,713 crores in the same period last year with a growth of 119%. Dixon has established itself as a leader in both design and manufacturing within India, distinguishing the Company in the EMS industry. Since the Company's listing eight years ago, the Company has experienced exceptional growth in terms of revenues and profits etc. Considering the Company's tremendous growth at group level, future expansion plans and Mr. Vachani's significant role in driving strategic direction and industry expertise, the proposed increase in remuneration is justified and aligned with the Company's performance, governance standards and long term objectives.

Further, the proposed remuneration structure is a balanced mix of fixed and performance-linked components to ensure that leadership rewards correspond with the Company's progress and value generated for its shareholders.

(7) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the responsibility shouldered by Mr. Sunil Vachani of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and board level positions held in similar sized companies.

(8) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Sunil Vachani is not related to any Managerial Personnel of the Company. His pecuniary relationship with the Company is limited to his employment as Director and shareholder of the Company.

III. Other Information

- (1) **Reasons of Loss or inadequate profits:** While the existing Company's operations are profitable, the remuneration payable to Mr. Sunil Vachani or the total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager, may exceed the limits specified in Section 197 read with schedule V of the Companies Act, 2013. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Sunil Vachani in accordance with the provisions of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013.

(2) **Steps taken or proposed to be taken for improvement:** Not Applicable.

(3) **Expected increase in productivity and profits in measurable terms:** Not Applicable

Except Mr. Sunil Vachani and his relatives to the extent of shares held by them in the Company, if any, no Directors, Key Managerial Personnel or their relatives are in anyway interested or concerned in the aforesaid resolution, either financially or otherwise.

Additional Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is annexed as Annexure-A hereto

The Board of Directors of your Company recommends that the Special resolution under Item No. 1 be passed in the interest of your Company.

ITEM 2: TO APPROVE AN INCREASE IN THE MANAGERIAL REMUNERATION PAYABLE TO MR. ATUL B. LALL, VICE CHAIRMAN & MANAGING DIRECTOR IN EXCESS OF THE LIMITS UNDER COMPANIES ACT, 2013

In terms of the provisions of the Companies Act, 2013 (**‘the Act’**) and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the shareholders of the Company at the 28th Annual General Meeting (**‘AGM’**) held on 28th September, 2021, by way of a Special resolutions, approved the re-appointment of Mr. Atul B. Lall as Managing Director of the Company with effect from 5th May, 2022 for a period of five (5) years till 4th May, 2027. The said approval also covered the terms of his remuneration, including fixed pay, variable pay, perquisites and other benefits and the grant of stock options under the Company’s Employee Stock Option Plans, in line with the Company’s long-term incentive structure in terms of inter alia Nomination and Remuneration Policy of the Company, with such revision as the Board/ Nomination & Remuneration Committee (**“NRC”**) of the Board may sanction from time to time.

Considering the stellar growth of the Company as a group under the able leadership of Mr. Lall and pursuant to the provisions of the Act and SEBI Listing Regulations, the NRC Members and the Board at its meeting held on 17th October, 2025 recommended and approved an increase in the limit of managerial remuneration payable to Mr. Lall, in excess of the limits specified under Section 197 of the Act, in any financial year, during his tenure as Director ending on 4th May, 2027, as may be determined by NRC and Board of Directors from time to time, subject to an amount not exceeding INR 15 Crores per annum, payable as managerial remuneration including performance bonus/ commission by the Company to Mr. Atul B. Lall, excluding perquisite value on exercise of stock options granted to him during this tenure, subject to approval of the shareholders of the Company.

Other relevant information required under Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. General Information

- (1) **Nature of industry:** Electronic Manufacturing Services (EMS)
- (2) **Date or expected date of commencement of commercial production:** Since 1994 (Existing Company in operation)
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial performance based on given indicators:**

(Amount in INR Lakhs)

Particulars	Standalone For the financial year ended		Consolidated For the financial year ended	
	31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024
Revenue from Operations	5,40,090	6,41,140	38,86,010	17,69,090
Profit Before Tax	67,888	24,698	1,56,980	49,383
Profit After Tax	56,590	18,566	1,23,258	37,492

Earnings per Share	INR 94.44- Basic INR 93.01- Diluted	INR 31.12- Basic INR 30.93- Diluted	INR 205.70- Basic INR 202.58- Diluted	INR 62.84- Basic INR 62.46- Diluted
Dividend	INR 8/- per equity share (FY 2024-25)	INR 5/- per equity share (FY 2023-24)	-	-

(5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

(1) Background details: Mr. Atul B. Lall holds a master's degree in management studies from the Birla Institute of Technology and Science, Pilani. He has been associated with the Company since its inception. As Vice Chairman & Managing Director of the Company, he is responsible for Company's overall business operations. With more than three decades of experience in the EMS industry, he has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the Ministry of Electronics and Information Technology ("MeitY"), earlier Department of Electronics and Information Technology and served as a representative of Electronic Industries Association of India ("ELCINA") on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS. He has also authored the book, 'Gita and India Inc.' He was also conferred with the MAN OF ELECTRONICS award by CEAMA (a leading industry body association) in 2022.

(2) Past remuneration: During FY 2024-25, Mr. Lall was paid an annual remuneration of INR 699 Lakhs including a Commission of INR 335 lakhs, excluding perquisite value of stock options exercised during the year.

(3) Recognition or awards: He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the MeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS. He was also conferred with the MAN OF ELECTRONICS award by CEAMA (a leading industry body association) in 2022.

(4) Job profile and his suitability: Mr. Atul B. Lall, is the Vice Chairman & Managing Director of our Company. He also services as a Board Member of various Subsidiaries including a material subsidiary of the Company. Mr. Lall has been associated with the Company since its inception and, in his capacity as Vice Chairman & Managing Director, is responsible for our Company's overall business operations and for setting the Company's long-term strategic direction. Drawing on his more than three decades of experience in the EMS industry, Mr. Lall has driven the creation of new manufacturing lines, overseen major expansion strategies, and successfully scaled the business in line with macro-industry trends. His continued leadership is vital for the Company.

As a respected figure in the electronics industry, he has also served as the member of Technical Evaluation Committee under M-SIPS and as President of the ELCINA, which further strengthens his strategic oversight of the Company.

Further, under his able leadership, the Company has achieved significant growth on standalone as well as consolidated basis, as consistently reflected in its year-on-year financial performance and annual reports; whether through multifold improvement in key financial metrics, expansion in the number of manufacturing facilities, increase in subsidiaries with growing businesses, rise in market capitalization, or strengthening of the Company's brand image.

(5) Remuneration proposed:

- I. **Remuneration, including all allowances and perquisites excluding value of perquisites on exercise of stock options granted:** Not exceeding INR 6 Crores per annum
- II. **Performance Bonus/ Commission:** Mr. Atul B. Lall will be entitled to a performance basis Bonus/Commission as may be recommended by the NRC and approved by the Board of Directors during his tenure ending 4th May, 2027, subject to an amount not exceeding INR 9 Crores per annum.

The performance criteria will be assessed basis the financial performance of the Company at standalone as well as consolidated basis.

(6) Rationale for Increase in remuneration- The proposed increase in remuneration is justified considering Mr. Lall's significant contributions to the Company's growth, strategic leadership and deep industry expertise, which have enhanced the Company's performance and competitive positioning over the years.

The proposed remuneration reflects his extensive experience, long-standing association with the Company, and the strategic responsibilities he continues to discharge at group level, including guiding long-term direction, supporting operational efficiency initiatives, and representing the Company in important industry and regulatory forums. In a competitive EMS sector, the remuneration structure is a balanced mix of fixed and performance-linked components.

The inclusion of performance-linked elements ensures that leadership rewards correspond with the Company's progress and value generated for its shareholders. The proposed remuneration framework supports leadership continuity while the Company continues to function under a robust and well-established professional management structure. Overall, the remuneration is balanced, appropriate, and aligned with the long-term interests of shareholders.

Further, the proposed remuneration structure is a balanced mix of fixed and performance-linked components to ensure that leadership rewards correspond with the Company's progress and value generated for its shareholders.

(7) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the responsibilities shouldered by Mr. Atul B. Lall in Company's expanding business operations, his credentials, long standing contribution since inception and expertise he continues to provide, proposed remuneration is commensurate and in line with industry standards and board level positions held in similar sized Companies.

(8) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.: Mr. Atul B Lall is not related to any Managerial Personnel of the Company. His pecuniary relationship with the Company is limited to his employment as Vice Chairman & Managing Director and shareholder of the Company.

III. Other Information

(1) Loss or inadequate profits, and reasons thereof: While the existing Company's operations are profitable, the remuneration payable to Mr. Atul B. Lall or the total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager, may exceed the limits specified in Section 197 read with schedule V of the Companies Act, 2013. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Atul B. Lall in accordance with the provisions of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement: Not Applicable.

(3) Expected increase in productivity and profits in measurable terms: Not Applicable

Except Mr. Atul B. Lall and his relatives to the extent of shares held by them in the Company, if any, no Directors, Key Managerial Personnel or their relatives are in anyway interested or concerned in the aforesaid resolution, either financially or otherwise.

Additional Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is annexed as Annexure-A hereto.

The Board of Directors of your Company recommends that the Special resolution under Item No. 2 be passed in the interest of your Company.

ITEM 3: TO APPROVE THE APPOINTMENT OF MR. SAURABH GUPTA (DIN: 09685338) AS DIRECTOR-FINANCE OF THE COMPANY FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS ALONG WITH HIS REMUNERATION

Pursuant to the recommendation of the Nomination & Remuneration Committee (“NRC”) and pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and rules made thereunder the Board of Directors at its meeting held on 17th October, 2025 had appointed Mr. Saurabh Gupta as an Additional Director, designated as Director- Finance of the Company effective 17th October, 2025. It is proposed to appoint Mr. Saurabh Gupta as Director- Finance of the Company for a term of 5 (five) consecutive years with effect from 17th October, 2025 upto 16th October, 2030, subject to the approval of the shareholders, in accordance with the provisions of Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013 (the “Act”). The terms of appointment of Mr. Saurabh Gupta are as under:

- I. **Period of Appointment-** 17th October, 2025 till 16th October, 2030
- II. **Details of remuneration:** Mr. Saurabh Gupta be paid remuneration as mentioned below, which Board or NRC may vary from time to time, subject to an amount not exceeding INR 10 Crores per annum, payable as managerial remuneration including performance bonus/ commission during FY 2025-26 & FY 2026-27, excluding perquisite value on the exercise of the stock options granted to him during the tenure of his appointment with the Company.
- III. **Remuneration including all allowances and perquisites excluding value of perquisites on exercise of stock options granted:** Not exceeding INR 3 Crores per annum.
- IV. **Performance Bonus/ Commission:** Mr. Saurabh Gupta will be entitled to a performance basis Bonus/Commission as may be recommended by the NRC and approved by the Board of Directors during FY 2025-26 & FY 2026-27, subject to an amount not exceeding INR 7 Crores per annum.

Other Conditions:

- Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
- Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
- Reimbursement of all actual expenses or charges incurred by Mr. Gupta for and on behalf of the Company in furtherance of its business or objectives.

Mr. Saurabh Gupta has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Mr. Gupta has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

The brief profile of Mr. Saurabh Gupta is enclosed in **Annexure-A** of the Notice.

Mr. Saurabh Gupta is the Chief Financial Officer of the Company and its material subsidiary, Padget Electronics Private Limited. Considering the significant responsibilities handled by Mr. Saurabh Gupta and the critical role played by him in the Company's growth and performance, he is proposed to be appointed as Director-Finance. Further, in view of the industry benchmarks and the current remuneration trends, the Board on the recommendation of the NRC at its meeting held on 17th October, 2025, has approved a remuneration which may exceed the limits specified under Section 197 of the Act, computed in the manner as laid down in Section 198 of the Act, during the FY 2025-26 & FY 2026-27, as may be determined by the NRC and Board of Directors from time to time, subject to an amount not exceeding INR 10 Crores per annum, payable as managerial remuneration by the Company to Mr. Saurabh Gupta, excluding perquisite value on the exercise of the stock options granted to

Mr. Gupta during the tenure of his appointment with the Company, subject to approval of the shareholders of the Company.

Accordingly, in terms of Section 197 read with Schedule V of the Act, the approval of members by way of Special Resolution is being sought for his appointment and remuneration.

Other relevant information required under Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. General Information

- (1) Nature of industry:** Electronic Manufacturing Services (EMS)
- (2) Date or expected date of commencement of commercial production:** Since 1994 (Existing Company in operation)
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) Financial performance based on given indicators:**

(Amount in INR Lakhs)

Particulars	Standalone For the financial year ended		Consolidated For the financial year ended	
	31 st March, 2025	31 st March, 2024	31 st March, 2025	31 st March, 2024
Revenue from Operations	5,40,090	6,41,140	38,86,010	17,69,090
Profit Before Tax	67,888	24,698	1,56,980	49,383
Profit After Tax	56,590	18,566	1,23,258	37,492
Earnings per Share	INR 94.44- Basic INR 93.01- Diluted	INR 31.12- Basic INR 30.93- Diluted	INR 205.70- Basic INR 202.58- Diluted	INR 62.84- Basic INR 62.46- Diluted
Dividend	INR 8/- per equity share (FY 2024-25)	INR 5/- per equity share (FY 2023-24)	-	-

- (5) Foreign investments or collaborations, if any:** Not Applicable

II. Information about the appointee:

(1) Background details: Mr. Saurabh Gupta is the Group Chief Financial Officer at Dixon Technologies (India) Ltd, bringing over 22 + years of accomplished experience in finance and strategy roles across various sectors, including manufacturing, cinema, real estate, and consulting. He is highly qualified, holding the Chartered Accountant and Company Secretary credentials, an MBA from MDI Gurgaon, and an Advanced Management Program certification from Harvard Business School. His expertise spans a wide array of financial disciplines, such as Capital Raising (Equity and Debt), Risk and Treasury Management, Investor Relations, Strategy, Mergers and Acquisitions, Corporate Governance and Leadership. Mr. Gupta previously worked at renowned firms like PVR Ltd, Unitech, and McKinsey & Company, enriching his broad perspective on finance and strategic leadership.

(2) Past remuneration: During the FY 2024-25, Mr. Saurabh Gupta was paid an annual remuneration of INR 692 Lakhs including a Commission of INR 469 lakhs as a Chief Financial Officer of the Company.

(3) Recognition or awards: He has received several professional honors, including “Best CFO in Manufacturing & Infrastructure” by the Institute of Chartered Accountants of India in 2020, “Young CFO of the Year” by CII CFO Excellence Awards in 2021, and “Emerging CFO of the Year – Large” by ETCFO in 2025.

(4) Job profile and his suitability: With more than 2 decades of rich experience in the finance & strategy and expertise that spans over a wide array of financial disciplines, such as Capital Raising (Equity and Debt), Risk and Treasury Management, Investor Relations, Strategy, Mergers and Acquisitions, Corporate Governance and Leadership, his appointment is in line with the strategy of the Company. He is the Chief Financial Officer of the Company and its material subsidiary, Padget Electronics Private Limited. Besides, he also serves as a Board member in various group companies.

(5) Remuneration proposed:

- I. **Remuneration, including all allowances and perquisites excluding value of perquisites on exercise of stock options granted:** Not exceeding INR 3 Crores per annum.
- II. **Performance Bonus/ Commission:** Mr. Saurabh Gupta will be entitled to a performance basis Bonus/Commission as may be recommended by the NRC and approved by the Board of Directors during FY 2025-26 & FY 2026-27, subject to an amount not exceeding INR 7 Crores per annum. The performance criteria will be assessed basis the financial performance of the Company at standalone as well as consolidated basis.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Taking into consideration the qualification, knowledge and experience, remuneration paid to him is commensurate with remuneration of similar Directors in similar sized listed companies.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Saurabh Gupta and his relatives, if any, is not related to any Managerial Personnel. His pecuniary relationship with the Company is limited to his employment as a Director- Finance and Chief Financial Officer and Shareholder of the Company.

III. Other Information

(1) Reasons for Loss or inadequate profits: While the existing Company's operations are profitable, the remuneration payable to Mr. Saurabh Gupta or the total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager, may exceed the limits specified in Section 197 read with schedule V of the Companies Act, 2013. Hence, as a matter of abundant caution, the members are requested to consider and approve the remuneration payable to Mr. Saurabh Gupta in accordance with the provisions of Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvement: Not Applicable.

(3) Expected increase in productivity and profits in measurable terms: Not Applicable

Except Mr. Saurabh Gupta and his relatives to the extent of shares held by them in the Company, if any, no Directors, Key Managerial Personnel or their relatives are in anyway interested or concerned in the aforesaid resolution, either financially or otherwise.

Additional Information on Director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is annexed as Annexure-A hereto.

The Board of Directors of your Company recommends that the Special resolution under Item No. 3 be passed in the interest of your Company.

ITEM 4: TO APPROVE THE RE-APPOINTMENT OF DR. RAKESH MOHAN (DIN: 02790744) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS AND CONTINUATION OF HIS OFFICE BEYOND 75 YEARS OF AGE

Dr. Rakesh Mohan (DIN No. 02790744) is currently serving as the Non-Executive and Independent Director of the Company, Chairman of the Stakeholders' Relationship Committee and Member of the Corporate Social Responsibility Committee of the Company.

Dr. Mohan was appointed as the Non- Executive and Independent Director of the Company by the Members at the 28th Annual General Meeting of the Company held on Tuesday, 28th September, 2021 for a period of five (5) consecutive years with effect from 2nd February, 2021 upto 1st February, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The brief profile of Dr. Rakesh Mohan is prescribed in **Annexure-A** of the Notice.

Key skills, expertise and competencies of Dr. Mohan are as follows: Strategy and Planning Policy development, identification of Risk, Government relations, Application of Corporate Governance Principles, Qualification and experience in accounting and/or Finance, Identification of Challenges and providing solutions.

The Nomination & Remuneration Committee ('NRC'), considering the skills, expertise and competencies of Dr. Mohan required for the Board in the context of the business of the Company and based on the performance evaluation conducted by the Board, his ability to exercise independent judgement in decision making, contributing strongly to the objectivity of the Board's deliberations and attendance at the Board/ Committee Meetings and after taking into consideration the skills, expertise and competencies found his performance satisfactory and recommended to the Board that Dr. Mohan's qualifications and the rich experience meets the skills and capabilities required for the role of serving as Non-Executive and Independent Director of the Company.

The role and responsibilities and other terms and conditions as required in the case of an independent director are well defined in the 'Terms of Appointment of Independent Directors of the Company' which is available on the website of the Company at <https://dixoninfo.com/corporate-governance> under the head- Corporate Governance. Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The NRC has evaluated the profile of Dr. Mohan and concluded that he possesses the relevant skills and capabilities to discharge the role of Independent Director of the Company.

Further, in the opinion of the Board, Dr. Rakesh Mohan is a person of integrity and fulfils the conditions for his re-appointment as Non-Executive and Independent Director as specified in the Act, the rules made thereunder and SEBI Listing Regulations. Dr. Rakesh Mohan is independent of the management of the Company and he possesses appropriate skills, experience, knowledge and capabilities which are in alignment with the skills and expertise identified by the Board, for the Directors of the Company. Considering Dr. Mohan's rich and considerable experience in central banking, monetary policy, infrastructure and urban affairs, qualifications and positive attributes, the Board considers that Dr. Mohan's association would be of immense benefit to the Company.

Based on recommendation of the NRC, the Board at its meeting held on 17th October, 2025, recommended the re-appointment of Dr. Rakesh Mohan (DIN: 02790744) as a Non-Executive and Independent Director, not liable to retire by rotation, for the second consecutive term of five consecutive years, i.e., from 2nd February, 2026 to 1st February, 2031 (both days inclusive), for approval of the shareholders of the Company.

Dr. Rakesh Mohan, pursuant to the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and (ii) he is eligible to be appointed as a

Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of the SEBI Listing Regulations, Dr. Mohan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also given his consent to act as a Director vide form DIR-2 along with the disclosure of interest in Form MBP-1. Dr. Mohan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). The Company has also received notice, pursuant to Section 160 of the Act, from member proposing the re-appointment of Dr. Rakesh Mohan as a Non-Executive and Independent Director of the Company. It was also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018.

Further, pursuant to SEBI notification dated 9th May, 2018 no company shall appoint or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Dr. Mohan has completed the age of 75 years and therefore his continuation on the Board of the Company shall require approval of the members.

In view of the above, at the 28th AGM held on 28th September, 2021, the Members also accorded their consent pursuant to Regulation 17(1A) of the SEBI Listing Regulations and the applicable provisions of the Act and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), for continuation of office of Dr. Rakesh Mohan as a 'Non-Executive Independent Director' of the Company beyond the age of 75 years, during his aforesaid term until 1st February, 2026. Therefore, as per the proviso of Regulation 17(1A) of the SEBI Listing Regulations, the Company is again seeking approval of the Members of the Company beforehand for continuation of Dr. Rakesh Mohan as Non-Executive and Independent Director of the Company for a second term of 5 consecutive years.

Further, at the 25th AGM of the Company held on 25th July, 2018, the members approved that the total commission/remuneration payable to the Non-executive/ Independent Directors of the Company per annum shall not exceed one percent (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or reenactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board to determine the manner, proportion in which the amount be distributed among Non- Executive/ Independent Directors. Therefore, the Non- Executive & Independent Director of the Company shall be paid remuneration, from time to time, in accordance with the said member's approval along with sitting fees as prescribed by the provisions of Section 197 of the Act.

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

Additional Information on Director recommended for re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure-A hereto.

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

The Board recommends passing the resolution as set out under Item No. 4 in the Notice for approval of the members as special resolution.

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

Sd/-

Ashish Kumar

President- Chief Legal Counsel & Group Company Secretary

Date: 17.10.2025

Place: New Delhi

Registered Office:

B-14 & 15, Phase-II, Noida

District Gautam Buddha Nagar,

Uttar Pradesh-201305

Email: investorrelations@dixoninfo.com

Website: www.dixoninfo.com

ANNEXURE-A

Particulars	Mr. Sunil Vachani	Mr. Atul B. Lall	Mr. Saurabh Gupta	Dr. Rakesh Mohan
DIN	00025431	00781436	09685338	02790744
Category of Director	Whole Time Director	Managing Director	Director- Finance	Non-Executive and Independent Director
Brief Resume	As mentioned hereunder	As mentioned hereunder	As mentioned hereunder	As mentioned hereunder
Date of Birth and Age (In Years)	27 th November, 1968 and 56 years	5 th January, 1962 and 63 Years	30 th April, 1982 and 43 Years	14 th January, 1948 and 77 years
Nationality	Indian	Indian	Indian	Indian
Qualifications	Degree of Associate of Applied Arts in Business Administration	Master's Degree in Management Studies from the Birla Institute of Technology and Science, Pilani	Holding the Chartered Accountant and Company Secretary credentials, an MBA from MDI Gurgaon, and an Advanced Management Program certification from Harvard Business School.	<ul style="list-style-type: none"> • BSc (Eng.) from Imperial College of Science and Technology, University of London (1969), • BA from Yale University (1971) • MA and Ph.D. in economics from Princeton University
Experience & Expertise	Mr. Sunil Vachani has over three decades of experience in the EMS industry. He is associated with the Company since its inception and under his reins, the Company has been adjudged as one of the leading Indian EMS by various trade journals and industry bodies. Mr. Vachani had been associated with Benin for over 10 years as their Honorary Consul General. He been elected as Vice President (South) of Consumer Electronics and Appliances Manufacturers Association ("CEAMA"), for the term 2021-23. He is also one of Board member of CEAMA. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and	Mr. Lall has been leading Dixon Technologies since foundation and built it to its current leadership position in the EMS Industry. He is responsible for Dixon's overall strategy and business operations. With over 30 years of experience in the EMS industry, his forte is in introduction of new segment lines and rolling out expansion strategies. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS. He is an avid	Mr. Saurabh Gupta has over 22 + years of accomplished experience in finance and strategy roles across various sectors, including manufacturing, cinema, real estate, and consulting. He is highly qualified, holding the Chartered Accountant and Company Secretary credentials, an MBA from MDI Gurgaon, and an Advanced Management Program certification from Harvard Business School. His expertise spans a wide array of financial disciplines, such as Capital Raising (Equity and Debt), Risk and Treasury Management, Investor Relations, Strategy, Mergers and Acquisitions, Corporate Governance and Leadership. Mr. Gupta has previously worked at renowned firms like PVR Ltd, Unitech, and McKinsey & Company, enriching his	Dr. Rakesh Mohan is President and Distinguished Fellow of the Centre for Social and Economic Progress (CSEP), New Delhi, India, formerly Brookings India. He was most recently Senior Fellow in the Jackson Institute for Global Affairs, Yale University and was earlier Professor in the Practice of International Economics and Finance at the School of Management at Yale University, 2010-12. He has also served as Distinguished Consulting Professor at Stanford University in 2009. He was closely associated with the Indian economic reforms process from the late 1980s onwards. He was Executive Director on the Board of the International Monetary Fund, Deputy Governor of the Reserve Bank of India, Secretary, Economic Affairs, and

	<p>Co-Chair of the CII ICTE Committee.</p> <p>Mr. Vachani has been awarded the “Man of Electronics Award” by CEAMA in 2015, the “Outstanding Citizen Award 2012” by the Sindhi Chamber of Commerce and one of the “Top 100 people influencing EMS” in 2012 by the ventureoutsource.com. He has been awarded as the Dataquest Aatma Nirbhar Bharat Champion for the year 2020. Mr. Sunil Vachani has been conferred with Electronic Industries Association of India’s Special Jury Award for “Electronics Man of the Year” for 2020-21. He has also been bestowed with the prestigious ‘EY Entrepreneur of the Year™ 2021’ award in Manufacturing category. Further, he was also conferred with Entrepreneur of the Year award by Forbes India in 2024.</p>	<p>reader and has also authored the book, ‘Gita and India Inc.’. He has also been elected as President of Electronic Industries Association of India (“ELCINA”). Mr. Lall has been conferred with the MAN OF ELECTRONICIS BY CEAMA (Leading Industry Body Association) for 2022. In his leisure time, he likes to indulge in reading and playing Golf. He is also on the governing board of Plaksha University.</p>	<p>broad perspective on finance and strategic leadership.</p> <p>He has received several professional honors, including “Best CFO in Manufacturing & Infrastructure” by the Institute of Chartered Accountants of India in 2020, “Young CFO of the Year” by CII CFO Excellence Awards in 2021, and “Emerging CFO of the Year – Large” by ETCFO in 2025.</p>	<p>Chief Economic Adviser of the Indian Ministry of Finance, and Economic Adviser in the Ministry of Industry. He was also Chairman of Government committees that produced influential reports on infrastructure: The India Infrastructure Report (1996), The Indian Railways Report (2001) and The India Transport Report (2014). He has authored three books on urban economics and urban development; and two on monetary policy. His most recent book (edited) is ‘India Transformed: 25 Years of Economic Reforms’.</p>
Terms and conditions of appointment or reappointment	<p>As per the Resolution passed by the members at the Annual General meeting held on 28th September, 2021, Mr. Vachani was appointed as Whole Time Director for a period of 5 years, with effect from 5th May 2022 and upto 4th May, 2027 liable to retire by rotation. For further details please refer to the explanatory statement</p>	<p>As per the Resolution passed by the members at the Annual General Meeting held on 28th September, 2021, Mr. Atul B. Lall was appointed as Managing Director for a period of 5 years, with effect from 5th May 2022 and upto 4th May, 2027 liable to retire by rotation. For further details please refer to the explanatory statement provided for item number 2.</p>	<p>Pursuant to the approval of the members, Mr. Saurabh Gupta will be appointed as Director- Finance, for a period of 5 consecutive years, liable to retire by rotation. For further details please refer to the explanatory statement provided for item number 3.</p>	<p>Pursuant to the approval of the members, Dr. Rakesh Mohan will be re-appointed as a Non-Executive and Independent Director, for a period of 5 years, not liable to retire by rotation. For further details please refer to the explanatory statement provided for item number 4.</p>

	provided for item number 1.			
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Please refer to the explanatory statement provided for item number 1. Remuneration last drawn amounted to INR 716 Lakhs including Commission of INR 335 Lakhs	Please refer to the explanatory statement provided for item number 2. Remuneration last drawn amounted to INR 699 Lakhs including Commission of INR 335 Lakhs	Please refer to the explanatory statement provided for item number 3. Remuneration last drawn amounted to INR 692 Lakhs including a Commission of INR 469 Lakhs as Chief Financial Officer of the Company.	Please refer to the explanatory statement provided for item number 4. Remuneration last drawn amounted to INR 17 Lakhs (Sitting Fees amounted to INR 5 Lakhs and Commission amounted to INR 12 Lakhs)
Date of First appointment on the Board	15 th January, 1993	30 th June, 2000	17 th October, 2025 (Appointed as an Additional Director in the capacity of Director-Finance)	2 nd February, 2021
Shareholding, if any in the Company (or as a beneficial owner)	12,88,909 equity shares (2.13%)	19,67,084 equity shares (3.25%)	72,418 equity shares (0.12%)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No inter-se relation	No inter-se relation	No inter-se relation	No inter-se relation
Number of Meetings of the Board attended during the year`	4 (Four)	4 (Four)	1 (One) (effective 17 th October, 2025)	4 (Four)
Names of the other Listed entities in which the person holds directorship	Nil	3 (Three) 1. Aditya Infotech Limited 2. Happy Forgings Limited 3. Max Estates Limited	Nil	Nil
Other Directorships	1. Padget Electronics Private Limited 2. Prikar Holding Private Limited 3. Dixon Electro Manufacturing Private Limited	1. Lightanium technologies Private Limited 2. Dixon Display Technologies Private Limited 3. Dixon Electro Manufacturing Private Limited 4. Dixon Electro Appliances Private Limited 5. Dixon Technologies Solutions Private Limited 6. Padget Electronics Private Limited	1. Dixon Global Private Limited 2. Dixon Electro Manufacturing Private Limited 3. Dixon Technologies Solutions Private Limited 4. Dixon Display Technologies Private Limited 5. Dixtel Infocom Private Limited 6. Dixon Electro Appliances Private Limited	1. CSEP Research Foundation 2. The Mahindra United World College of India 3. Equal Identity Private Limited

		7. Rexxam Electronics Private Limited	7. Dixon Electroconnect Private Limited 8. Dixon IT Devices Private Limited 9. Dixon Teletech Private Limited 10. Lightanium Technologies Private Limited 11. Dixon Electrocorp Private Limited	
Names of the Listed entities from which the person has resigned in the past 3 years	Nil	Nil	Nil	Nil
Membership/ Chairmanship of Committees of other Boards including this listed entity (Refer Note 1)	Dixon Technologies (India) Limited Stakeholders' Relationship Committee- Member Corporate Social Responsibility Committee- Chairman	Max Estates Limited Audit Committee- Member Happy Forgings Limited Audit Committee – Member Dixon Technologies (India) Limited Stakeholders' Relationship Committee- Member Corporate Social Responsibility Committee- Member	Nil	Dixon Technologies (India) Limited Corporate Social Responsibility Committee- Member Stakeholders Relationship Committee- Chairman

Note 1: Chairpersonship and membership of the Audit Committee, the Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee has been considered