Dixon

An ISO 9001 : 2008, 14001 : 2004 Company

Dixon Technologies (India) Ltd.

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

CIN : L32101UP1993PLC066581

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

E-mail : info@dixoninfo.com. Website : http://www.dixoninfo.com, Fax : 0120-4737263

Date: 3rd July, 2019

To Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 051
Scrip Code - 540699 ISIN: INE935N01012	Scrip Code- DIXON ISIN: INE935N01012

Dear Sir/Madam,

Re: Notice of the 26th Annual General Meeting and Book Closure intimation

We hereby inform you that the 26th Annual General Meeting of the members of the Company is scheduled to be held on Wednesday, 31st July, 2019 at 11.00 A.M. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida- 201301.

Please find enclosed herewith copy of the Notice convening 26th Annual General Meeting ("AGM") of the Company. The same will be made available on the Company's website at www.dixoninfo.com.

Additionally, pursuant to Regulation 42 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, following are the Book closure, Cut off and E-voting dates for the said AGM:

Events	Date	Time
Date of AGM	31st July, 2019	11.00 A.M.
Cut-off date for e-voting and Dividend	24th July, 2019	N.A.
Book Closure date for AGM and Declaration of Dividend	25th July, 2019 to 31st July, 2019 (both days inclusive)	N.A.
Commencement of E-voting	28th July, 2019, Sunday	9.00 A.M.
End of E-voting	30th July, 2019, Tuesday	5.00 P.M.

DIXON TECHNOLOGIES (I) LTD. B-14, 15 Phase-II, NOIDA

Ashish Kumar

We request you to take the aforesaid on record and oblige.

Thanking You,

For DIXON TECHNOLOGIES (INDIA) LIMITED

Ashish Kumar
Group Company Secretary and Compliance Officer

DIXON TECHNOLOGIES (I) LTD. B-14, 15 Phase-II, NOIDA

Encl: as above

C/c:

National Securities Depository Limited 4th & 5th Floor, A Wing, Tradeworld, Senapati Bapat Marg, Near Kamla Mills Compound, Lower Parel, Mumbai - 400013	**Central Depository Services (India) Limited** Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai-400013	**M/s Karvy Fintech Private Limited** Karvy Selenium Tower B , Plot 31-32 Gachibowli, Financial District, Nanakramguda Hyderabad- 500032

Dixon®

An ISO 9001:2008 & 14001:2004 Company

Date: 24th May, 2019

Dear Member,

We are pleased to invite you to attend the 26th Annual General Meeting of the Members of Dixon Technologies (India) Limited ("the Company") to be held on Wednesday, 31st July, 2019 at 11.00 A.M. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301.

The Notice of the 26th Annual General Meeting along with Proxy form, Attendance Slip and instructions for casting of vote by electronic means has been provided herein.

We anticipate your presence in the Annual General Meeting. Kindly make it convenient to attend the same.

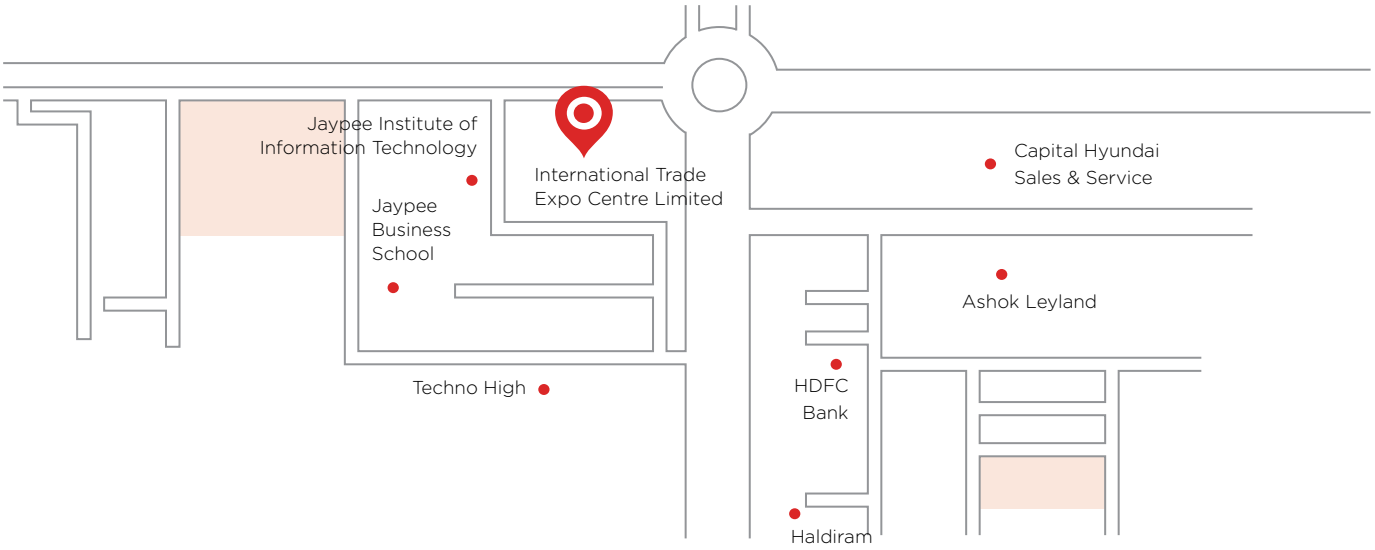
Very truly yours,

Sd/-
Ashish Kumar
Group Company Secretary & Compliance Officer

Enclosures:

1) Route Map to the venue of the Meeting
2) Notice of the 26th Annual General Meeting
3) Proxy Form
4) Attendance Slip

Route Map to the Venue of 26th Annual General Meeting



An ISO 9001:2008 & 14001:2004 Company
Dixon Technologies (India) Ltd.
CIN: L32101UP1993PLC066581
Regd. Office: B-14 & 15, Phase-II, Noida-201305, (U.P.) India, Ph.:0120-4737200
E-mail: investorrelations@dixoninfo.com, Website: http://www.dixoninfo.com, Fax No. 0120-4737273

Notice of Annual General Meeting

NOTICE is hereby given that 26th, Annual General Meeting **(the "AGM")** of Dixon Technologies (India) Limited ("the Company") will be held on Wednesday, 31st July, 2019 at 11.00 A.M. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 to transact the following businesses:

A. Ordinary Business

Item No. 1. Adoption of Financial Statements & Reports

To consider and adopt (a) the audited Standalone financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon and in this regard, pass the following resolutions, with or without modification(s), as an Ordinary Resolutions:

(a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 2. Declaration of Dividend

To declare a final dividend of ₹2 per equity share for the Financial Year 2018-19.

Rational: With an intention that the members of the Company should also have an access to distributable earnings of the Company, the Company proposes to declare the aforesaid Dividend.

Therefore, members are requested to consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of ₹2/- (Rupees Two only) per equity share of ₹ 10/- (Ten Rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2019."

Item No. 3. Appointment of Mr. Sunil Vachani as a Director liable to retire by rotation

To appoint a Director in place of Mr. Sunil Vachani, Executive Chairman and Whole Time Director (DIN: 00025431) who retires by rotation and being eligible, offers himself for re-appointment.

Rational: Mr. Sunil Vachani, being longest in the office amongst the Directors, liable to retire by rotation, is proposed to retire at the ensuing Annual General Meeting. Given his expertise, vast experience in the Electronic Manufacturing Industry and his contribution to the success of the Company, it is proposed to re-appoint him as a Director. Also, refer the explanation given under item No: 3 on page No: 9.

To the extent that Mr. Sunil Vachani is required to retire by rotation, he would need to be re-appointed as a Director of the Company, who shall continue his term as Executive Chairman and Whole Time Director of the Company.

Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 58 of the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Vachani (DIN: 00025431) as a Director of the Company, who shall continue as Executive Chairman and Whole Time Director of the Company, to the extent that he is required to retire by rotation."

B. SPECIAL BUSINESS

Item No. 4. Ratification of Remuneration to be Paid to M/S. A. N. Satija & Co., Cost Accountants, Cost Auditors of the Company

Rational: Refer the explanation given under Item no. 4 on page no. 9

To consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s A.N. Satija & Co., Cost Accountants (Firm Registration Number 100267) appointed as Cost Auditors by the Board of Directors to Audit the cost records of the Company for the financial year 2019-20, be paid a remuneration of ₹3,75,000 per annum plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise thereof and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 5. To appoint Mr. Keng Tsung Kuo (DIN: 03299647) as a Non-Executive and Independent Director of the Company.

Rational: Refer the explanation given under Item no. 5 on page no. 9

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Keng Tsung Kuo (DIN: 03299647), who was appointed as an Additional Director in the capacity of Non-executive and Independent Director of the Company with effect from 12th April, 2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the 'Act') and who is eligible for appointment be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Keng Tsung Kuo (DIN: 03299647), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as Non-executive and Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 12th April, 2019 to 11th April, 2024, pursuant to recommendation of Nomination and Remuneration Committee."

Item No. 6. Re-Appointment of Mr. Manoj Maheshwari (DIN: 02581704) as Non-Executive and Independent Director for Second Term of 5 Consecutive Years W.e.f. 3rd May, 2020.

Rational: Refer the explanation given under Item no. 6 on page no. 10

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Manoj Maheshwari (DIN:02581704), Non-Executive and Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive and Independent Director of the Company to hold office for second term of five consecutive years with effect from 3rd May, 2020 to 2nd May, 2025, pursuant to recommendation of Nomination and Remuneration Committee."

Item No. 7. Re-Appointment of Dr. Manuji Zarabi (DIN: 00648928) as Non-Executive and Independent Director for Second Term of 5 Consecutive Years W.e.f. 23rd February, 2020.

Rational: Refer the explanation given under Item no. 7 on page no. 10

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Manuji Zarabi (DIN:00648928), Non-Executive and Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive and Independent Director of the Company to hold office for second term of five consecutive years with effect from 23rd February, 2020 to 22nd February, 2025, pursuant to recommendation of Nomination and Remuneration Committee."

Item No. 8. Re-Appointment of Ms. Poornima Shenoy (DIN: 02270175) as Non-Executive and Independent Director for Second Term of 5 Consecutive Years W.e.f. 23rd February, 2020.

Rational: Refer the explanation given under Item no. 8 on page no. 11

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Poornima Shenoy (DIN: 02270175), Non-Executive and Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive and Independent Director of the Company to hold office for second term of five consecutive years with effect from 23rd February, 2020 to 22nd February, 2025, pursuant to recommendation of Nomination and Remuneration Committee."

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

Sd/-
Ashish Kumar
Group Company Secretary & Compliance Officer
M.No- F8355
Address-B-14 & 15, Noida Phase-II, Noida-201305

Dated: 24th May, 2019
Place: Noida

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**

3. The instrument appointing the proxy, duly completed, must be deposited at the Registered Office of the company not less than forty eight (48) hours (on or before 29th July, 2019, 11.00 A.M.) the commencement of the Meeting. A proxy form for the Annual General Meeting is enclosed.

4. A person can act as a proxy on behalf of members not exceeding fifty in numbers and holding in aggregate not more than ten percent of the total share capital of the company.

5. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or member.

6. A member is entitled to inspect proxies lodged at any time before 24 hours of the time fixed for commencement of the meeting ending with the conclusion of the meeting, provided that not less than three days' notice in writing is given to the company.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Companies, 2013 shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting.

8. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 25th JULY, 2019 TILL 31st JULY, 2019 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF PAYMENT OF FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019 AND THE ANNUAL GENERAL MEETING.**

9. Subject to the provisions of the Act, Dividend as recommended by the Board , if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appears on the register of members as on 24th July, 2019. The Final Dividend, as proposed, is ₹2 per equity share. The Dividend, if approved, will be paid on or before 29th August, 2019.

10. Members whose shareholding is in Electronic Mode are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant. We urge the members to utilize the Electronic Clearing system (ECS) for receiving Dividend.

11. Members whose folios are in physical mode are requested to address all correspondence, including on dividends to the Registrar and Share Transfer Agent, Karvy Fintech Private Limited, Unit: Dixon Technologies (India) Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032.

12. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Affairs Department at the Company's registered office or e-mailing at investorrelations@dixoninfo.com or the Company's Registrar and Share Transfer Agent (Karvy Fintech Private Limited) by e-mailing at einward.ris@karvy.com for revalidation and encash them before the due dates. Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund. In addition, as per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund.

13. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

14. All the documents referred to in the Notice and Statement under section 102 of the Companies Act, 2013 shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting.

15. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished consent/declaration for their appointment /re-appointment as required under the Companies Act, 2013 and Rules made thereunder.

16. In line with the measures of Green Initiatives, the Companies Act, 2013 provides for sending notice of the meeting and other member correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ids with the company at investorrelations@dixoninfo.com and with RTA at einward.ris@karvy.com. Members holding shares in demat mode are requested to register their email id's with their respective Depository Participants . If there is any change in the email id already registered with the company /RTA, members are requested to immediately notify the same to the company/RTA.

17. For the convenience of Members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by an Attendance Slip, which is annexed to the proxy Form, Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip, affix their signature at the place provided thereon and hand it over at the entrance.

18. Members are requested to tender their Attendance Slips at the registration counters at the venue of the Annual General Meeting and seek registration before entering the Meeting Hall. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

19. A Corporate Member entitled to attend the meeting shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.

20. Members are requested to bring Annual Report 2018- 19 along with them to the Annual General Meeting, since extra copies will not be supplied at the Meeting.

21. Notice is being sent to all the members (electronic or physical copy), whose names appears in the Register of Members as on 28th June, 2019, the Friday. The Notice of the meeting is also posted on the website of the company i.e. www.dixoninfo.com . The Annual Report 2018-19, the Notice of the 26th Annual General Meeting, instructions for e-voting along with the attendance slip and proxy form are being sent by electronic mode to members whose e-mail addresses are registered with the Company/Depository participant, unless a member has requested for a physical copy of the documents. For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.

22. The Security and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in Physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent of the Company.

23. **Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.**

Electronic Voting:

1. The businesses as set out in the Notice will be transacted through electronic voting system and the company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Fintech Private Limited ("Karvy").

2. The facility of Insta Voting shall be made available at the venue of the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Insta voting.

3. The voting through electronic means will commence on 28th July, 2019, Sunday at 09.00 A.M. and will end on 30th July, 2019, Tuesday at 05.00 P.M (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 of 24th July, 2019 may cast their vote electronically.

The e-voting module shall be disabled by the Karvy for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

4. The members who have cast their votes before the Annual General Meeting can also attend the meeting but shall not be entitled to cast their votes again.

5. A person who is not a Member as on cut-off date should treat this notice for information purpose only.

Procedure and Instructions for E- Voting and Insta Poll:

I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited ("Karvy") on all resolutions set forth in this Notice, from a place other than the venue of the Annual General Meeting ("Remote e-voting").

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)] which includes details of E-Voting Event Number (EVEN), USER ID and password:

i. Launch internet browser by typing the URL: https:// evoting.karvy.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 Karvy for e-voting, you can use your existing User ID and password for casting your 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 "EVENT" i.e., Dixon Technologies (India) Limited.

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. 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 authorised representative(s), to the Scrutinizer at email id shirinbhatt@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

i. E-Voting Event Number – (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting. karvy.com (Karvy Website) or contact at below mentioned toll free number, (Unit: Dixon Technologies (India) Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on 28th July, 2019, Sunday (09.00A.M.) and ends on 30th July, 2019 , Tuesday (05.00 P.M.), 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 of 24th July, 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 24th July, 2019, Wednesday.

e. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 24th July, 2019, he/she may obtain the User ID and Password in the manner as mentioned below :

i. 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 DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to einward.ris@karvy.com and evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

f. The company has appointed M/s Shirin Bhatt & Associates, Practicing Company Secretary

(FCS No. 8273, CP No 9150), Delhi to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

g. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of insta poll facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

h. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than 48 hours from the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

i. The result declared along with the consolidated scrutinizer's report will be placed on the website of the Company: www.dixoninfo.com and on the website of Karvy at: https:// evoting.karvy.com. The result will simultaneously be communicated to the Stock exchanges.

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

Sd/-
Ashish Kumar
Group Company Secretary & Compliance Officer
M.No- F8355
Address-B-14 & 15, Noida Phase-II, Noida-201305

Dated: 24th May, 2019
Place: Noida

Item No. 3

Mr. Sunil Vachani

Mr. Sunil Vachani (DIN: 00025431) is Executive Chairman and Whole Time Director of the Company. He was inducted on the Board of Directors on 15th January, 1993 as a member of the Board. At the Extra-Ordinary General Meeting held on 5th May, 2017, he was appointed as Executive Chairman and Whole Time Director of the Company for the term of 5 years. He is responsible for the Company's overall business operations.

Additional Information on Director recommended for appointment/re-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 provided in Annexure-A hereto.

Mr. Sunil Vachani is interested in this resolution and relatives of Mr. Sunil Vachani may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions mentioned at Item No. 3 of the Notice.

***

Statement Pertaining to Item No. 4- 8 pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company at their meeting held on 24th May, 2019, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. A.N. Satija & Co., Cost Accountants (Firm Registration No. 100267), to conduct the audit of the cost records of the Company for the Financial year ending 31st March, 2020. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

The Board of Directors of your Company recommends that the Resolution under Item No. 4 be passed in the interest of your Company.

Item No. 5

The Board of Directors at its meeting held on 12th April, 2019, based on the recommendation of the Nomination & Remuneration Committee, had appointed Mr. Keng Tsung Kuo (DIN: 03299647), as an Additional Director of the Company effective 12th April, 2019. Pursuant to Section 161 of the Companies Act 2013 (the Act), Mr. Kuo will hold such office up to the date of this Annual General Meeting and is eligible to be appointed as Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a notice from a Member, proposing the candidature of Mr. Kuo for the office of Director.

The Company has received from Mr. Kuo declarations under Section 149(7) of the Act confirming that he meets the criteria prescribed for Independent Directors under of Section 149(6) of the Act as well as provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Mr. Kuo has also furnished to the Company (i) Consent to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) Declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act.

In the opinion of the Board, Mr. Kuo fulfills the conditions for his appointment as a Non-executive & Independent Director as prescribed under the Act and Rules made thereunder as well as Regulation 16 of the SEBI Listing Regulations. Mr. Kuo is independent of the Management. Accordingly, it is proposed to appoint Mr Kuo as a Non-executive & Independent Director on the Board of the Company for a period of five (5) consecutive years effective 12th April, 2019 and shall not be liable to retire by rotation. In the opinion of the Board, the Company will immensely benefit from the varied experience and knowledge of Mr. Kuo. The terms and conditions of appointment of Mr. Kuo as a Non-executive & Independent Director shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting.

Additional Information on Director recommended for appointment/re-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 provided in Annexure-A hereto.

None of the Director(s) and Key Managerial Personnel of the Company including their relatives, are in any way concerned

or deemeed to be interested in the proposed resolutions mentioned at Item No. 5 of the Notice.

The Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the Interest of your Company.

Item No. 6

Mr. Manoj Maheshwari is Non-Executive and Independent Director of the Company and Chairperson of the Audit Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 3rd May, 2017. Mr. Maheshwari, was appointed as Non-Executive and Independent Director to hold office for three consecutive years for a term upto 2nd May, 2020, by the Members of the Company at the Extra Ordinary General Meeting held on 5th May, 2017. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for second term of upto five (5) consecutive years on the Board of a Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on 24th May, 2019 approving re-appointment of Mr. Manoj Maheshwari as an Independent Director for a second term of five year with effect from 3rd May, 2020 to 2nd May, 2025, based on performance evaluation of Mr. Manoj Maheshwari. The Company has in terms of Section 160 of the Act, received in writing a notice from a Member, proposing candidature of Mr. Manoj Maheshwari for the office of director.

The Company has received a declaration from Mr. Manoj Maheshwari confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Maheshwari's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Manoj Maheshwari fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for re-appointment as an Independent Director of the Company and he is independent of the Management.

Copy of draft letter of appointment of Mr. Manoj Maheshwari setting out the terms and conditions of appointment shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting. Except Mr. Manoj Maheshwari, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item No 6.

Additional Information on Director recommended for appointment/re-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 provided in Annexure-A hereto.

The Board of Directors of your Company recommends that the Resolution under Item No. 6 be passed in the interest of your Company.

Item No. 7

Dr. Manuji Zarabi is Non-Executive and Independent Director of the Company and Chairperson of the Stakeholders Relationship Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 23rd February, 2017. Dr. Zarabi, was appointed as Non-Executive and Independent Director to hold office for three consecutive years for a term upto 22nd February, 2020, by the Members of the Company at the Extra Ordinary General Meeting held on 1st April, 2017. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for second term of upto five consecutive years on the Board of a Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on 24th May, 2019 approving re-appointment of Dr. Manuji Zarabi as an Independent Director for a second term of five (5) years with effect from 23rd February, 2020 to 22nd February, 2025, based on performance evaluation of Dr. Manuji Zarabi. The Company has in terms of Section 160 of the Act, received in writing a notice from a Member, proposing candidature of Dr. Manuji Zarabi for the office of director.

The Company has received a declaration from Dr. Manuji Zarabi confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Dr. Manuji Zarabi's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board of Directors, Dr. Manuji Zarabi fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for re-appointment as an Independent Director of the Company and he is independent of the Management.

Copy of draft letter of appointment of Dr. Manuji Zarabi setting out the terms and conditions of appointment shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting. Except Dr. Manuji Zarabi, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item No 7.

Additional Information on Director recommended for appointment/re-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 provided in Annexure-A hereto.

The Board of Directors of your Company recommends that the Resolution under Item No. 7 be passed in the interest of your Company.

Item No. 8

Ms. Poornima Shenoy is Non-Executive and Independent Director of the Company and Chairperson of the Nomination and Remuneration Committee of the Board of Directors of the Company. She joined the Board of Directors of the Company on 23rd February, 2017. Ms. Poornima Shenoy, was appointed as Non-Executive and Independent Director to hold office for three consecutive years for a term upto 22nd February, 2020, by the Members of the Company at the Extra Ordinary General Meeting held on 1st April, 2017. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on 24th May, 2019 approving re-appointment of Ms. Poornima Shenoy as an Independent Director for a second term of five (5) years with effect from 23rd February, 2020 to 22nd February, 2025, based on performance evaluation of Ms. Poornima Shenoy. The Company has in terms of Section 160 of the Act, received in writing a notice from a Member, proposing candidature of Ms. Poornima Shenoy for the office of director.

The Company has received a declaration from Ms. Poornima Shenoy confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Poornima Shenoy's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board of Directors, Ms. Poornima Shenoy fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for re-appointment as an Independent Director of the Company and she is independent of the Management.

Copy of draft letter of appointment of Ms. Poornima Shenoy setting out the terms and conditions of appointment shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting. Except Ms. Poornima Shenoy, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item No 8.

Additional Information on Director recommended for appointment/re-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 provided in Annexure-A hereto.

The Board of Directors of your Company recommends that the Resolution under Item No. 8 be passed in the interest of your Company.

Inspection of documents

The documents referred hereinabove in the Notice shall be available for inspection at the registered office of the Company on all working days during business hours and also at the meeting.

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

Sd/-
Ashish Kumar
Group Company Secretary & Compliance Officer
M.No- F8355
Address-B-14 & 15, Noida Phase-II, Noida-201305

Dated: 24th May, 2019
Place: Noida

Annexure-A

Particulars	Mr. Sunil Vachani	Mr. Keng Tsung Kuo (Refer Note 1)	Mr. Manoj Maheshwari (Refer Note 2)	Dr. Manuji Zarabi (Refer Note 2)	Ms. Poornima Shenoy (Refer Note 2)
Date of Birth and Age	27th November, 1968 Age: 50 years	4th December, 1958 Age: 60 years	5th January, 1966 Age: 53 years	24th August, 1947 Age: 71 years	18th January, 1965 Age: 54 years
Nationality	Indian	Republic of China	Indian	Indian	Indian
Qualifications	Associate of Applied Arts in Business Administrations from the American College in London	Master of Electrical Engineering & Executive MBA from National Taiwan University	Chartered Accountant, Company Secretary and post-graduate in business administration	Doctor of philosophy from the Indian Institute of Science, Bangalore	BA from Bangalore University and MBA from TAPMI, Manipal. British Chevening scholar for Women in Leadership and Management from the University of Bradford, Management Development Program at the University of Michigan at Ann Arbor.
Experience & Expertise	He has over 2 decades of experience in the EMS Industry.	He has over 30 years of rich and extensive experience in Business & Selling Strategy, Human Resource & Globalization Strategy, Change Management and Leadership & Management.	He has more than 29 years of Experience encompassing various aspects of finance and corporate functions including M&A, capital expenditure and fundraising as debt and equity.	He has more than 26 years of technical experience in Electronics and he was also member of the working group on development of R&D and IP in electronics formed at DeitY	She is the Co-Founder & CEO of a tech Accelerator -THE GAIN, President of the India Electronics & Semiconductor Association IESA and member of its Executive Council. She is a TiE Charter Member.
Terms and conditions of appointment or re-appointment	As per the resolution passed by the members at the Extra Ordinary General Meeting held on 5th May, 2017, Mr. Vachani was appointed as the Executive Chairman and Whole Time Director of the Company for a period of 5 years , liable to retire by rotation	As per the resolution passed by the Board of Directors of the Company Mr. Keng Tsung Kuo was appointed as the Additional Director in the capacity of Non-Executive & Independent Director, subject to approval of the members at the ensuing Annual General Meeting, for a term of 5 years w.e.f 12th April, 2019, not liable to retire by rotation.	As per the resolution passed by the members at the Extra Ordinary General Meeting held on 5th May, 2017, Mr. Maheshwari was appointed as Non-Executive & Independent Director for a period of 3 consecutive years w.e.f 3rd May, 2017 , not liable to retire by rotation	As per the resolution passed by the members at the Extra Ordinary General Meeting held on 1st April, 2017, Dr. Zarabi was appointed as Non-Executive & Independent Director for a period of 3 consecutive years w.e.f 23rd February, 2017 , not liable to retire by rotation	As per the resolution passed by the members at the Extra Ordinary General Meeting held on 1st April, 2017, Ms. Shenoy was appointed as Non-Executive & Independent Director for a period of 3 consecutive years w.e.f 23rd February, 2017 , not liable to retire by rotation

Particulars	Mr. Sunil Vachani	Mr. Keng Tsung Kuo (Refer Note 1)	Mr. Manoj Maheshwari (Refer Note 2)	Dr. Manuji Zarabi (Refer Note 2)	Ms. Poornima Shenoy (Refer Note 2)
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid: As per the existing terms and conditions. Remuneration paid during financial year 2018-19 was: ₹339.22 Lakhs Further, the details of the remuneration are provided in the Director's Report section of the Annual Report 2018-19	No remuneration drawn by Mr. Keng Tsung Kuo in the previous financial year. Also, apart from sitting fee, out of pocket expenses and commission, if any declared by the Board, he is not entitled to any other remuneration from the Company	Sitting fees paid during FY 18-19: ₹2.2 Lakhs. Commission paid during FY 2018-19: ₹5,00,000. Further the details of the remuneration are provided in the Director's Report section of the Annual Report 2018-19. Also, apart from sitting fee, out of pocket expenses and commission, if any declared by the Board, he is not entitled to any other remuneration from the Company	Sitting fees paid during FY 18-19: ₹2.9 lakhs. Commission paid during FY 2018-19: ₹5,00,000. Further the details of the remuneration are provided in the Director's Report section of the Annual Report 2018-19. Also, apart from sitting fee, out of pocket expenses and commission, if any declared by the Board, he is not entitled to any other remuneration from the Company	Sitting fees paid during FY 18-19: ₹1.7 Lakhs. Commission paid during FY 2018-19: ₹5,00,000. Further the details of the remuneration are provided in the Director's Report section of the Annual Report 2018-19. Also, apart from sitting fee, out of pocket expenses and commission, if any declared by the Board, she is not entitled to any other remuneration from the Company
Date of first appointment on the Board	15th January, 1993	12th April, 2019	3rd May, 2017	23rd February, 2017	23rd February, 2017
Shareholding in the company	41,96,208 equity shares (37.05%) as on 24th May, 2019	NIL	NIL	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year`	The details of the meetings attended during the year is provided in the Corporate Governance Report section of the Annual report 2018-19	Mr. Kuo was appointed during the F.Y. 2019-20. Therefore, he was not entitled to attend any meetings during FY 2018-19.	The details of the meetings attended during the year is provided in the Corporate Governance Report section of the Annual report	The details of the meetings attended during the year is provided in the Corporate Governance Report section of the Annual report	The details of the meetings attended during the year is provided in the Corporate Governance Report section of the Annual report

Particulars	Mr. Sunil Vachani	Mr. Keng Tsung Kuo (Refer Note 1)	Mr. Manoj Maheshwari (Refer Note 2)	Dr. Manuji Zarabi (Refer Note 2)	Ms. Poornima Shenoy (Refer Note 2)
Other Directorships	**Unlisted Companies:** • Padget Electronics Private Limited • AIL Dixon Technologies Private Limited • Fincraft Learning Private Limited **Listed Companies:** NIL	NA	**Unlisted Companies:** • Vision one India Consulting Services Private Limited • New Habitat Housing Finance and Development Limited **Listed Companies:** NIL	**Unlisted Companies:** • Dixon Global Private Limited • Masamb Electronics Systems Private Limited • Masamb Embedded Systems Private Limited **Listed Companies:** NIL	**Unlisted Companies:** • Tee Global Accelerator For Innovation Network Private Limited • India Electronics and Semiconductor Association • Dixon Global Private Limited **Listed Companies:** • Moschip Technologies Limited
Membership/ Chairmanship of Committees of other Boards as on 31st March, 2019 **(Refer Note 3)**	NIL (Refer Note 4)	NIL	• **New Habitat Housing Finance and Development Limited:** Nomination & Remuneration Committee-Member	• **Dixon Global Private Limited:** Audit Committee-Member Nomination & Remuneration Committee-Member	• **Moschip Semiconductor Technology Limited:** Stakeholders Relationship Committee-Member Nomination & Remuneration Committee- Member • **Dixon Global Private Limited:** Audit Committee-Member Nomination & Remuneration Committee- Member

Note 1: Justification for appointment for choosing the appointee:

Mr. Keng Tsung Kuo has vast experience in Business & Selling Strategy, Human Resource & Globalization Strategy, Change Management and Leadership. He has the capability to critically analyze each of the Business segment of the Company and bring in more value to the organization as a whole. Also, his appointment is requisite pursuant to Regulation 17 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Note 2: Summary of Performance Evaluation of Independent Directors:

The performance evaluation of Independent Directors (Mr. Manoj Maheshwari, Dr. Manuji Zarabi and Ms. Poornima Shenoy) were conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as attendance in the Board Meetings, Committee meetings in which he/she is either a member or Chairman, involvement in discussions being held at the Meeting, maintenance of level of Transparency, Analytical Capabilities, Leadership, Ethics and exercising of Independent approach in the discussions.

Note 3: Chairpersonship and membership of the audit committee ,the Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee has been considered.

Note 4: Mr. Sunil Vachani became a member of the Audit Committee and Chairperson of the Nomination & Remuneration Committee of the Board of Padget Electronics Pvt. Ltd w.e.f 24th May, 2019.

An ISO 9001:2008 & 14001:2004 Company
Dixon Technologies (India) Ltd.
CIN: L32101UP1993PLC066581
Regd. Office: B-14 & 15, Phase-II, Noida-201305, (U.P.) India, Ph.:0120-4737200
E-mail: investorrelations@dixoninfo.com • Website: http://www.dixoninfo.com, Fax No. 0120-4737273

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1.	Name(s) of Member(s) / proxy including joint holders, if any [in Block Letter(s)]	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. (*Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the 26th Annual General Meeting of Dixon Technologies (India) Limited held on **Wednesday, 31st July, 2019** at **11.00 A.M.** at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301.

.....
Signature of member/ Proxy

Note: Please bring the attendance slip to meeting hall and hand it over at the entrance of the hall.

ELECTRONIC VOTING PARTICULARS

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions at page number 5, 6, 7 and 8 ('electronic voting', 'procedure and Instructions for e-voting & instapoll' and 'other instructions') of the notice of the 26th Annual General Meeting carefully before voting electronically.

An ISO 9001:2008 & 14001:2004 Company
Dixon Technologies (India) Ltd.
CIN: L32101UP1993PLC066581
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E-mail: investorrelations@dixoninfo.com • Website: http://www.dixoninfo.com, Fax No. 0120-4737273

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name:	
Address:	
E-mail ID:	
Signature:	

Or failing him/her

Name:	
Address:	
E-Mail ID:	
Signature:	

Or failing him/her

Name:	
Address:	
E-Mail ID:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on **Wednesday, 31st July, 2019** at **11.00 A.M.** at the International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Put a tick mark for resolution(s)

S. No.	Resolutions	YES	NO
ORDINARY BUSINESS:			
1.	Adoption of the Financial Statements & Reports: a. Standalone audited Financial Statements for the financial year ended on 31st March, 2019 together with the reports of Auditors and the Board of Directors thereon and b. Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon		
2	Declaration of Dividend		
3	Appointment of Mr. Sunil Vachani as a director liable to retire by rotation		
SPECIAL BUSINESS:			
4	Ratification of remuneration to be paid to M/s. A.N. Satija & Co., cost accountants, cost auditor of the company		
5	To appoint Mr. Keng Tsung Kuo (DIN: 03299647) as a Non-Executive and Independent Director of the Company.		
6	Re-Appointment of Mr. Manoj Maheshwari (DIN: 02581704) Non-Executive and Independent Director for second term of 5 Consecutive Years w.e.f 3rd May, 2020.		
7	Re-Appointment of Dr. Manuji Zarabi (DIN: 00648928) Non-Executive and Independent Director for second term of 5 Consecutive Years w.e.f 23rd Feb, 2020.		
8	Re-Appointment of Ms.Poornima Shenoy (DIN: 02270175) Non-Executive and Independent Director for second term of 5 Consecutive Years w.e.f 23rd Feb, 2020.		

Signed this ----------, 2019

Signature of the Member:

Signature of Proxy holder(s):

Affix Revenue Stamp of not less than Re. 1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.