



DIXON TECHNOLOGIES (INDIA) LIMITED

CIN: L32101UP1993PLC066581

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

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

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013)

Read with Rule 22 of the Companies (Management and Administration) rules, 2014

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (**"the Act"**) and Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 (**"Rules"**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (SS-2) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19" and the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, Government of India (the **"MCA Circulars"**) and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot (remote e-voting).

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

In view of the pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and pursuant to Regulation 44 of the SEBI Listing Regulations, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars. The Company has engaged the services of KFin Technologies Private Limited to enable the Members to cast their votes electronically.

The Board of Directors of the Company has appointed M/s Shirin Bhatt & Associates, Practicing Company Secretaries, Firm Registration Number S2011DE162600 to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and follow the same for voting. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of MCA Circulars.

The remote e-voting period commences from IST 09.00 AM on Tuesday, April 13, 2021 and ends at IST 05.00 PM on Wednesday, May 12, 2021. The Scrutinizer will submit its report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before IST 05.00 PM on Friday, May 14, 2021. The said results alongwith the Scrutinizer's Report will be displayed at BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.dixoninfo.com and on the website of KFin Technologies Private Limited's website <https://evoting.kfintech.com>.

SPECIAL BUSINESS:

ITEM NO. 1: ALTERATION UNDER CLAUSE III - OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Rational: Refer the explanation given under Item no. 1 on page number 6.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the approval of the members of the Company is hereby accorded to substitute the existing '**Sub Clause 1 of Clause III A, the Object Clause**' of the Memorandum of Association of the Company, relating to the main objects to be pursued by the Company, with the following revised clause:

“1 To purchase, sell, manufacture, trade, export, import, repair, service, hire, let-out on hire, alter, assemble, design, exchange, engage or otherwise deal in all kinds of Consumer durables, Electronic products, home appliances products, industrial products, communication products, medical equipment, wearables, Information Technology Products, Internet of Things (IoT), digital Products, audio visual products, wireless products including its devices, durables, equipment, appliances, peripherals, accessories, components, spares, parts, consumables, instruments, kits, apparatus, sheet metal components, solders, integrated circuits, transformers, injection moulding components, system tubing, motors, gadgets, tools, testing equipment, engines, any other articles, electrical products, by-products, materials, software(s), application(s) or such other related things (“the Appliances”) as may be used in the above Appliances or for the above Appliances or as may be otherwise used including as its substitutes by whatever name called, as whole or part, including Appliances such as all types of televisions, washing machines, dishwashers, digital screens, displays, computer, laptop, desktop, monitors, servers, All-in-one Computer, refrigerators, freezers, air conditioners, air/water purifiers, water coolers, water dispensers, heaters, humidifier, dehumidifier, fans, presses, flatteners, dryers, geysers, audio video games, camera, recorders, food maker, beverage maker, food warmer, processors, cooking or food processing ranges, microwave, ovens, toasters, cleaner, chimney, mobile handset, smart phone, feature phone, telephone instruments, telecommunication equipment, core transmission equipment, networking equipment, customer premise equipment, wireless equipment, access devices, routers, tablet, smart watches, fitness tracker, headphones, earbuds, earplugs, bluetooth devices, GPS, wi-fi/Internet devices, medical

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equipment, molecular diagnostic product, circuit boards, chassis, audio player and/or video player, security systems, CCTV Cameras, CD Player, DVD player, alarms, biometric products, plug & play devices and to engage in all businesses as may be related or ancillary to the Appliances.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this foregoing resolution including authority to delete or amend any word/item/product from the proposed revised object clause as may be suggested or required by any regulatory, administrative or statutory authority or otherwise, delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above.”

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

**Date: April 9, 2021
Place: Noida**

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made there under read with Circulars issued by the Ministry of Corporate Affairs (“MCA”).
3. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing regulations”), Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by KFin Technologies Private Limited, instead of submitting the postal ballot form physically, in line with the MCA Circulars.
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. **April 9, 2021 (“Cut Off date”)** only shall be entitled to receive the Postal Ballot Notice and avail the facility of remote e-voting. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. The notice is being sent to the members through e-mail only, therefore the members as on the Cut Off date, who have not registered their e-mail addresses with the Company/Depositories are requested to register the same for the purpose of receiving the Postal Ballot Notice. Manner of registering/ updating e-mail address is provided below.

The Company has provided the facility to the Members as on the Cut Off date for temporary registration of their e-mail addresses for receiving Notice of Postal Ballot in electronic mode by clicking the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> for registration. Post successful registration of the e-mail address, such Members, would get the Notice of Postal Ballot in electronic mode along with e-voting instructions.

6. The Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number in all correspondence with the Company or its Registrar and Share Transfer Agent- KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032.
7. 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 Private Limited at <https://evoting.kfintech.com/>
8. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "**Procedure 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 IST 05:00 P.M., Wednesday May 12, 2021, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
9. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on the Cut- Off date.
10. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the remote e-voting process i.e., Wednesday, May 12, 2021 and shall be deemed to have been passed at a General Meeting convened in that behalf.
11. All the material documents referred to in the Notice and Explanatory Statement will be open for inspection electronically from the date of circulation of this Notice until the last date specified for the receipt of votes through remote e-voting. Members seeking to inspect can send an e- mail to the Company at investorrelations@dixoninfo.com.
12. The Scrutinizer's decision on the validity of e-voting shall be final.
13. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, on or before Friday, May 14, 2021, 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 Registrar and Share Transfer Agent of the Company.

Procedure and instructions relating to e-voting

- i. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, April 9, 2021 only shall be entitled to avail the facility of remote e-voting.
- ii. Any member who holds the shares as on the Cut Off date may obtain the User ID and password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No/DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-voting Event Number + Folio No. Or DPID Client ID to **+919212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXX1234567890
 - b. If e-mail address of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com> , the Member may click "Forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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- c. In case of difficulty in generating the Password, Members may call KFin Technologies Private Limited's ("KFinTech") toll free number 1-800-3454-001
 - d. Members may send an e-mail request to einward.ris@kfintech.com. If the Member is already registered with the KFinTech e-voting platform, then such Member can use his/her existing User ID and password for casting the vote through remote e-voting.
- iii. The e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: Tuesday, April 13, 2021 at 9.00 A.M. (IST)
 - b. End of remote e-voting: Wednesday, May 12, 2021 at 5.00 PM (IST)
 - iv. The e-voting will not be allowed beyond the aforesaid date and time of end of remote e-voting and the remote e-voting module shall be disabled by KFinTech upon expiry of aforesaid period.
 - v. In case of any queries or grievances, with regard to remote e-voting, Members may contact Mr. B. Srinivas, Manager, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 at Contact No.: 040-67162222, email id: einward.ris@kfintech.com
- A. In case of Members receiving an e-mail from KFin Technologies Private Limited [for Members whose e-mail addresses are registered with the Company / Depository Participants(s)], please follow the instructions given below:**
- i. Launch internet browser by typing the following URL <https://evoting.kfintech.com>
 - ii. Put user ID and password as initial password noted above. Click Login.
 - iii. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through KFin Technologies Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc, on 1 login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
 - iv. You need to log in again with the new credentials.
 - v. On successful login system will prompt to select the e-voting event number of **DIXON TECHNOLOGIES (INDIA) LIMITED**.
 - vi. If you are holding shares in Demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any company, then your existing login id and password are to be used.
 - vii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - viii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - ix. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly Authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ID scrutinizer.sba@gmail.com with a copy marked to evoting@kfintech.com.
- B. Members who have not registered their e-mail address (including Members holding shares in physical form) with the Company / Depository Participants, as the case may be, are requested to get temporary registration of their e-mail address and obtain User ID and password as specified in Para 5 of the Notes above and the Procedure and instructions relating to e-voting.**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the Postal Ballot Notice:

ITEM 1:

Your Company is a leading home grown, manufacturing and design focused solutions entity, engaged in the manufacturing products across multiple consumer durables segments. Your Company's Original Equipment Manufacturing (OEM) and Original Design Manufacturer (ODM) business model has helped it to build up a leading position in India.

Your Company's vision is to emerge as the largest and the most cost effective 'Complete Solution Provider' in Electronic Manufacturing Industry for both Domestic and International Market. To carry on operations with this stride, it is proposed to revise the object clause of the Memorandum of Association of your Company, in order to make it more descriptive and comprehensive. The objective is to include the names of the Products related with Electronic Manufacturing Industry, which the Company is contemplating or may contemplate to manufacture, thereby enhancing its Product portfolio.

The Board of Directors, at their meeting held on April 9, 2021, has approved to amend and replace the existing 'Sub Clause 1 of Clause III A, the Object Clause' of the Memorandum of Association, relating to the main objects to be pursued by the Company, with the revised clause as suggested in the Resolutions provided in Item No.1 of Special Business. A copy of the existing and proposed Memorandum of Association would be available for inspection through electronic mode from the date of circulation of this Postal Ballot Notice till the last date of remote e-voting i.e. May 12, 2021.

The Board recommends the resolution set forth in Item no. 1 for the approval of the members as a Special Resolution.

None of the directors or key managerial personnel(s) of the Company, or their respective relatives, are in any way, concerned or interested either financially or otherwise, in said resolution, except to their shareholding interest, if any, in the Company.

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

**Date: April 9, 2021
Place: Noida**

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