

# 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

1<sup>st</sup> August, 2019

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

**Sub: Consolidated Scrutinizer's Report on the remote e-voting and e-voting facility provided at the 26<sup>th</sup> Annual General Meeting (the "AGM") of the Company held on Wednesday, 31<sup>st</sup> July, 2019 at 11.00 A.M.**

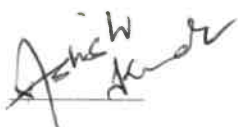
Please find enclosed herewith the Consolidated Scrutinizer's Report dated 1<sup>st</sup> August, 2019 on the remote e-voting and e-voting facility provided at the 26<sup>th</sup> AGM of the Company held on Wednesday, 31<sup>st</sup> July, 2019 at 11.00 A.M at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301 as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended.

Kindly take the aforesaid on your record and oblige.

Thanking you,

Yours faithfully,

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

  
Ashish Kumar



(Group Company Secretary and Compliance Officer)  
FCS No.8355

**SHIRIN BHATT & ASSOCIATES**

**COMPANY SECRETARIES**

303, 3rd Floor Balaji Chamber, D-246/10, Laxmi Nagar, Delhi-110092  
Ph.-8010501209, 8447888828, 011-43047544, shirinbhatt@gmail.com

To,

**Mr. Sunil Vachani**

**Chairman**

Dixon Technologies (India) Limited

B-14 & 15, Phase-II,

Noida-201305, (U.P.) India

**SUB: Consolidated Scrutinizer's Report on remote e-voting and e-voting facility provided at the 26<sup>th</sup> Annual General Meeting (the "AGM") of the Equity Shareholders of Dixon Technologies (India) Limited (the "Company") held on Wednesday, 31<sup>st</sup> day of July, 2019 at 11:00 AM. at International Trade Expo Centre Ltd., Hall-C, Expo Drive, A-II, Sector-62, Noida-201301**

Dear Sir,

I, Shirin Bhatt, Practicing Company Secretary (Membership No. F8273/ C.P. No. 9150) appointed as Scrutinizer by the Board of Directors of the Company vide resolution dated May 24<sup>th</sup>, 2019 for the purpose of scrutinising and ascertaining the requisite majority of the votes cast in the remote e-voting held between **July 28<sup>th</sup>, 2019 to July 30<sup>th</sup>, 2019** and e-voting carried out at the venue of AGM via Insta Poll facility, being undertaken under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of 26<sup>th</sup> AGM of the equity shareholders of the Company dated **July 31<sup>st</sup>, 2019**.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules thereunder, Secretarial Standards on General Meetings (SS-2) and Regulations contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means on the resolutions contained in the Notice of AGM.

The responsibility as a scrutiner for the remote e-voting and e-voting at the AGM is restricted to the extent of preparation and presentation of Scrutiniser's Report of the votes cast "FOR" or "AGAINST" the resolutions stated in the Notice, based on the reports generated from the e-voting systems provided by the Karvy Fintech Private Limited (the "**Karvy**"), the authorized agency to provide e-voting facilities.

The voting rights were reckoned as on July 24<sup>th</sup>, 2019, being the cut-off date for the purpose of deciding the entitlement of members at the remote e-voting and e-voting at the AGM.

The Company appointed Karvy, also the Registrar and Share Transfer Agent of the Company, as a service provider for extending the facility of providing remote electronic voting to the Shareholders of the Company from July 28, 2019, Sunday, 09.00 a.m. till July 30, 2019, Tuesday, 05.00 p.m. and electronic voting at the venue of AGM. The remote e-voting platform was blocked after 05.00 p.m. on July 30<sup>th</sup>, 2019 and e-voting platform provided at the AGM via Insta Poll facility was in operation till all the resolutions were considered and voted upon and the votes cast under e-voting facility and remote e-voting were then unblocked in the presence of following two witnesses not being in the employment of the Company as under:



1. Ms. Rajitha Cholleti (1st Witness)
2. Mr. Mr. Vinod Negi (2nd Witness)

Consolidated Results of remote e-voting and e-voting at the AGM forms part of this report and are attached as **Annexure-A** to this report and based on these reports I report that Item no. 1, 2, 3, 4, and 5 of the Notice of AGM stands passed as Ordinary Resolutions with requisite majority and Item no. 6, 7 and 8 stands passed as Special Resolutions with 3/4<sup>th</sup> majority of votes cast in favour of the resolutions.

The electronic register and all other papers and relevant documents relating to remote e-voting and e-voting at the AGM, shall remain in our safe custody until the Chairman approves and signs the minutes of the aforesaid AGM and the same would thereafter be handed over for safe keeping to Mr. Ashish Kumar, Group Company Secretary & Compliance Officer of the Company.

You may accordingly declare the result of voting by remote e-voting and e-voting at the AGM.

**For Shirin Bhatt & Associates**  
**Company Secretaries**  
**Firm Registration No. S2011DE162600**

*Shirin Bhatt*  
**Shirin Bhatt**  
Proprietor  
Membership No.: F8273  
C.P. No. 9150



Date: August 1, 2019  
Place: Noida

**Counter signature by the Chairman of the meeting or a person authorized by the Chairman**

*Ashish Kumar*  
Signature:

Name: Ashish Kumar

Designation: Group Company Secretary and Compliance Officer (authorized vide letter dated July 31<sup>st</sup>, 2019 by the Chairman)

**ANNEXURE-A**  
**CONSOLIDATED RESULTS ON REMOTE E-VOTING AND E-VOTING AT AGM**

**1. Adoption of Financial Statements & Reports**

- (a) the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon;
- (b) the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the report of Auditors thereon;

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	53	3140028	99.9999	42	6348250	100.0000	95	9488278	99.99996
Dissent	4	4	0.0001	-	-	-	4	4	0.00004
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	-	-	NA	-	-	NA	-	-	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.



**2. Declaration of Dividend**

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	53	3140028	99.9999	42	6348250	100	95	9488278	99.99996
Dissent	4	4	0.0001	-	-	-	4	4	0.00004
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	-	-	NA	-	-	NA	-	-	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.



**3. Appointment of Mr. Sunil Vachani as a Director liable to retire by rotation**

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	50	3114397	99.1836	42	6348250	100	92	9462647	99.7298
Dissent	7	25635	0.8164	-	-	-	7	25635	0.2702
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	-	-	NA	-	-	NA	-	-	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.



**4. Ratification of Remuneration to be Paid to M/S. A. N. Satija & Co., Cost Accountants, Cost Auditors of the Company**

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	52	3139967	99.9979	42	6348250	100.0000	94	9488217	99.9993
Dissent	5	65	0.0021	-	-	-	5	65	0.0007
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	-	-	NA	-	-	NA	-	-	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.



5. To appoint Mr. Keng Tsung Kuo (DIN: 03299647) as a Non-Executive and Independent Director of the Company.

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	51	2963176	99.9999	42	6348250	100	93	9311426	100.0000
Dissent	4	4	0.0001	-	-	-	4	4	0.0000
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	2	176852	NA	-	-	-	2	176852	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.





**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.**

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	51	2963176	99.9999	42	6348250	100	93	9311426	100.0000
Dissent	4	4	0.0001	-	-	-	4	4	0.0000
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	2	176852	NA	-	-	NA	2	176852	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Special Resolution** as contained in **Item No. 6** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.



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.

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	51	2963176	99.9999	42	6348250	100	93	9311426	100.0000
Dissent	4	4	0.0001	-	-	-	4	4	0.0000
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	2	176852	NA	-	-	NA	2	176852	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Special Resolution** as contained in **Item No. 7** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.



**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**

Particulars	Remote E-voting			E-Voting at AGM via Insta Poll			Total		
	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast	Number of members	Number of votes cast	% of total number of valid votes cast
Assent	50	2963115	99.9978	42	6348250	100	92	9311365	99.9993
Dissent	5	65	0.0022	-	-	-	5	65	0.0007
Invalid	-	-	-	-	-	-	-	-	-
Abstained*	2	176852	NA	-	-	NA	2	176852	NA
<b>Total</b>	<b>57</b>	<b>3140032</b>	<b>100.0000</b>	<b>42</b>	<b>6348250</b>	<b>100.0000</b>	<b>99</b>	<b>9488282</b>	<b>100.0000</b>

\*Abstained are not counted in no of votes or % of valid votes.

Based on aforesaid result, I report that the **Special Resolution** as contained in **Item No. 8** of the Notice of AGM dated May 24<sup>th</sup>, 2019 has been passed with requisite majority.

