# Dixon Technologies (India) Limited

1st September, 2025

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

**Dear Sir/Madam**

**Sub: Intimation with regard to 32nd Annual General Meeting, Notice & Annual Report of the Company for the Financial Year 2024-25**

In furtherance to our intimation dated 29th August, 2025, we hereby inform that the 32nd Annual General Meeting **("AGM")** of the Company is scheduled to be held on **Tuesday, 23rd September, 2025, at 11:00 A.M. (IST).**

Pursuant to Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Obligations"),** please find enclosed herewith copy of Annual Report for the Financial Year 2024-25 along with Notice of 32nd AGM, dispatched to the shareholders of the Company on **Tuesday, 1st September, 2025.**

Further, we wish to inform you that, pursuant to Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 17th September, 2025 to Tuesday, 23rd September, 2025 (both days inclusive)** for taking record of the Members of the Company for the purpose of 32nd AGM as per details given below:

| Cut-off date for payment of Dividend and E-voting | Book Closure (both days inclusive) | | Purpose | Date of remote E-voting |
|---|---|---|---|---|
| | From | To | | |
| 16th September, 2025 (Tuesday) | 17th September, 2025 (Wednesday) | 23rd September, 2025 (Tuesday) | a. For ascertaining shareholders who will be entitled to participate in the AGM through remote e-voting/ voting at the meeting.<br>b. For payment of Final dividend as may be declared at the AGM. | From 09:00 A.M. (IST) on 20th September, 2025 (Saturday) to 05.00 P.M. (IST) on 22nd September, 2025 (Monday) [both days inclusive]. |

**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**
**CIN: L32101UP1993PLC066581**

The aforesaid documents are available on the website of the Company at www.dixoninfo.com .

Kindly take the aforesaid on your record and oblige.

Thanking you,

Yours faithfully,

For **DIXON TECHNOLOGIES (INDIA) LIMITED**

Ashish Kumar

Digitally signed by Ashish Kumar
Date: 2025.09.01 22:55:25 +05'30'

**Ashish Kumar**
**Chief Legal Counsel & Group Company Secretary**

**Encl: as above**

**Copy to:**

1. **National Securities Depository Limited (NSDL)**
   301, 3rd Floor, Naman Chamber
   Plot No. C-32, G- Block, Bandra Kurla Complex
   Bandra-East, Mumbai
   Maharashtra-400051

2. **Central Depository Services (India) Limited (CDSL)**
   Marathon Futurex, 'A' Wing, 25th Floor,
   NM Joshi Marg, Lower Parel (East)
   Mumbai-400013

3. **KFin Technologies Limited**
   Selenium Tower B, Plot No-31 & 32,
   Financial District, Nanakramguda,
   Serilingampally, Hyderabad Rangareddi,
   Telangana -500032

Dixon®
The brand behind brands

Date: 22nd July, 2025

Dear Shareholder(s),

We are pleased to invite you to attend the 32nd (Thirty-Second) Annual General Meeting ("**AGM**") of the Members of Dixon Technologies (India) Limited ("**Dixon/ Company**") to be held on **Tuesday, 23rd September, 2025 at 11:00 A.M. (IST)** through Video Conferencing/ Other Audio-Visual Means ("**VC/OAVM**") facility.

The Notice of the 32nd AGM along with the instructions for casting of vote by electronic means and the instructions for attending the AGM by VC /OAVM facility has been provided herein.

Please find below the key details / information regarding 32nd AGM for your ready reference and ease of participation.

| S. No | Particulars | Details |
|---|---|---|
| 1. | Link for participation through VC/OAVM | https://emeetings.kfintech.com/ |
| 2. | Link for remote e-voting | https://evoting.kfintech.com/ |
| 3. | Helpline number for VC/OAVM participation and e-voting | Contact KFin Technologies Limited at 1800-309-4001 or write to them at: - einward.ris@kfintech.com or evoting@kfintech.com |
| 4. | Cut-off date for e-voting and Dividend | Tuesday, 16th September, 2025 |
| 5. | Time period for remote e-voting | From 09:00 A.M. (IST) on Saturday, 20th September, 2025 to 05:00 P.M. (IST) on Monday, 22nd September, 2025 [both days inclusive] |
| 6. | Registrar and Share Transfer Agent contact details | Ms. B. Swati Reddy, Manager<br>**[Unit: Dixon Technologies (India) Limited]**<br><br>KFin Technologies Limited,<br>Selenium Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi,<br>Telangana -500032<br>E-mail: einward.ris@kfintech.com<br>Contact No.: 1800-309-4001 |

We anticipate your presence in the 32nd AGM. Kindly make it convenient to attend the same.

Very truly yours,
For and on behalf of **Dixon Technologies (India) Limited**

Sd/-
**Ashish Kumar**
**Chief Legal Counsel & Group Company Secretary**

**Enclosures:**

1. Notice of 32nd Annual General Meeting

2. Instructions for participating through VC/OAVM and e-voting

**Dixon Technologies (India) Limited**

**CIN: L32101UP1993PLC066581**

Regd. Office: B-14 & 15, Phase-II, Noida-201305, (U.P.) India, Ph.:0120-4737200
E-mail: investorrelations@dixoninfo.com, Website: https://www.dixoninfo.com, Fax No. 0120-4737263

## NOTICE OF 32nd ANNUAL GENERAL MEETING

**NOTICE** is hereby given that **THIRTY-SECOND (32nd) ANNUAL GENERAL MEETING (the "AGM")** of the members of Dixon Technologies (India) Limited **("the Company")** will be held as per below mentioned schedule:

**Day :** Tuesday

**Date :** 23rd September, 2025

**Time :** 11:00 A.M. (IST)

via two-way Video Conferencing/Other Audio Visual Means **("VC/OAVM")** in compliance with General Circulars issued by Ministry of Corporate Affairs **("MCA")** and Securities and Exchange Board of India **("SEBI")** to transact the following businesses:

## A. ORDINARY BUSINESS

**Item No. 1. Adoption of Financial Statements & Reports**

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with 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, 2025 and the report of the Auditors thereon.

**Item No. 2. Declaration of Dividend**

To declare a final dividend of Rs. 8/- (Rupees Eight Only) per equity share of face value of Rs. 2/- (Rupees Two Only) each for the Financial Year 2024-25.

**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 (DIN: 00025431), who retires by rotation and being eligible, offers himself for re-appointment.

## B. SPECIAL BUSINESS

**Item No. 4. Ratification of Remuneration to be paid to M/s. Satija & Associates, Cost Accountants, Cost Auditors of the Company**

**Rational:** Refer the explanation given under Item no. 4 on page no. 13

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Satija & Associates, Cost Accountants (FRN NO. 006535), Cost Auditors of Rs. 5,00,000/- (Rupees Five Lakhs Only) per annum plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, approved by the Board of Directors on recommendation of the Audit Committee, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2026, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of the Company (which term shall be deemed to include any Committee thereof) be and are hereby authorized to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

**Item No. 5. To approve Material Related Party Transactions of Dixon Electro Appliances Private Limited, Subsidiary/ Joint Venture of the Company**

**Rational:** Refer the explanation given under Item no. 5 on page no. 13

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Related Party Transactions Policy governing Materiality of Related Party Transactions and on dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the

Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in details in the Explanatory Statement annexed herewith and falling within the definition of 'Related Party Transaction' under Regulation 2(1) (zc) of the Listing Regulations to be entered into by Dixon Electro Appliances Private Limited, Subsidiary and/or Joint Venture of the Company with its related parties as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, provided that the said contract(s)/ arrangement(s)/ agreement(s) / transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length pricing basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any other duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiary in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed "

**Item No. 6. To approve Material Related Party Transactions of Padget Electronics Private Limited, Wholly Owned Subsidiary of the Company**

**Rational:** Refer the explanation given under Item no. 6 on page no. 13

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Related Party Transactions Policy governing Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the Listing Regulations to be entered into by Padget Electronics Private Limited, Wholly Owned Subsidiary of the Company with its related parties as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, provided that the said contract(s)/ arrangement(s)/ agreement(s) / transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any other duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiary(ies) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed "

**Item No. 7. To approve Material Related Party Transactions of IsmartU India Private Limited, Subsidiary of the Company**

**Rational:** Refer the explanation given under Item no. 7 on page no. 13

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Related Party Transactions Policy governing Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1) (zc) of the Listing Regulations to be entered into by IsmartU India Private Limited, Subsidiary of the Company with its related parties as detailed in the explanatory statement to this Resolution on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties, provided that the said contract(s)/ arrangement(s)/ agreement(s) / transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any other duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiary(ies) in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed.

**Item No. 8. To approve appointment of M/s SBYN & Associates, as Secretarial Auditors of the Company**

**Rational:** Refer the explanation given under Item no. 8 on page no. 33

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India **("SEBI")** (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended **("SEBI Listing Regulations")** and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company at their meeting held on 20th May, 2025, consent of the Company be and is hereby accorded for appointment of M/s SBYN & Associates LLP, having FRN No. L2025UP018500, as the Secretarial Auditors of the Company for a period of five (5) consecutive years, i.e. FY 2025-26 to FY 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

**Registered Office:** B-14 & 15, Noida, Phase-II,
District Gautam Buddha Nagar, Uttar Pradesh-201305
**CIN:** L32101UP1993PLC066581
**Email:** investorrelations@dixoninfo.com
**Website:** www.dixoninfo.com

**Place:** New Delhi
**Date:** 22nd July, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sd/-
**Ashish Kumar**
**Chief Legal Counsel & Group Company Secretary**
**Membership No. F8355**

**NOTES: -**

1. The Ministry of Corporate Affairs, Government of India ("**MCA**"), and the Securities and Exchange Board of India ("**SEBI**"), have allowed companies to conduct Annual General Meetings through VC/OAVM, without the physical presence of members and, therefore, pursuant to General Circular Nos. 14/ 2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular Nos. 20/2020 dated 5th May 2020, and subsequent circulars issued in this regard, the latest being Circular No. 9/2024 dated 19th September 2024 by the MCA ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the SEBI ("**SEBI Circular**") and in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the Company is convening the 32nd AGM through VC/OAVM, which does not require physical presence of members at a common venue.

2. In accordance with the revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India **("ICSI")** read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at B-14 & 15, Phase – II, Noida – 201305, India.

3. The Company has engaged KFin Technologies Limited, Registrar and Transfer Agents (the "**Kfintech**"), to provide VC/OAVM facility for the AGM including remote e-voting facility and the attendant enablers for conducting the AGM.

4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

   However, in pursuance of Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are mandatorily required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer.sba@gmail.com with a copy marked to evoting@kfintech.com . Institutional Members/ Corporate Members can also upload their Board resolutions/ Power of Attorney/ Authority Letter before the date of AGM.

5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, Registers of Contracts or Arrangements in which the Directors are interested maintained under section 189 of the Companies, 2013 and all such documents referred to in the Notice and the accompanying Explanatory Statement shall be available for inspection and the same can be accessed by sending a request to the Company at investorrelations@dixoninfo.com upto the conclusion of 32nd AGM.

7. Details as required in sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 32nd AGM, forms integral part of the Notice. Requisite declarations have been received from the Director for seeking appointment/ re-appointment.

8. The register of members and share transfer books will remain closed from **Wednesday, 17th September, 2025 till Tuesday, 23rd September, 2025** for the purpose of payment of final dividend for the financial year ended on 31st March, 2025 and the Annual General Meeting. **Tuesday, 16th September, 2025** would be the cut-off date for the purpose of reckoning members/beneficial owners entitled to e-vote & attend AGM through VC/OAVM.

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 **Tuesday, 16th September, 2025 (the "Cut-off date")**. The Final dividend, as proposed, is **Rs. 8/**- per equity share having face value of Rs. 2/- per equity share. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('**the IT Act**'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('**DPs**') or in case shares are held in physical form, with the Company by sending documents by 23rd September, 2025 (upto 7:00 pm) to enable the Company to determine the appropriate

TDS/withholding tax rate applicable, verify the documents and provide exemption.

10. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details and email address should send the same to their concerned Depository Participant(s).

11. Members holding shares in physical form and who have not registered their bank account details with the RTA or who wish to update, can do so by emailing to einward.ris@kfintech.com with the following details – Folio No, Name & address of the their Bank, the Bank Account type, the Bank Account Number, MICR Code Number, IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder.

12. As per the Listing Regulations and pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where the dividend cannot be paid through electronic mode, the same will be paid through other permitted modes.

13. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Legal & Secretarial Department at the Company's registered office or e-mailing at investorrelations@dixoninfo.com or to Kfintech by e-mailing at einward.ris@kfintech.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.

14. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses set out at Item No. 4, 5, 6, 7 & 8 of the Notice is annexed hereto. Further, additional information with respect to Item No. 3 is also appended hereto. The Board of Directors have considered and resolved that Special Business items are unavoidable in nature.

15. The facility of participation at the AGM through VC/OAVM will be available for 2,000 members on a first-come-first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 32nd AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.

16. A Member's log-in to the VC/OAVM platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Hence the Attendance Slip is not annexed to this Notice.

17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, your Company is sending notice of meeting and other documents through electronic mode only, to all the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, 29th August, 2025**, the (Record Date). Any person who acquires shares of the Company and becomes Member of the Company after **Friday, 29th August, 2025**, being the date reckoned for the dispatch of the AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. **29th August, 2025 (the "Cut-off date")** may get their e-mail id registered as per the procedure mentioned herein below and they may obtain the User Id and password in the manner stated in the Other instructions.

18. The Notice of the 32nd AGM is also posted on the website of the Company i.e. www.dixoninfo.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com and also on the website of the Registrar and Share Transfer Agent of the Company at https://evoting.kfintech.com/.

19. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. The required forms for the same can be downloaded from the website of the Company and the website of RTA.

20. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only,

while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting, consolidation of securities certificate, transmission and transposition. Members are accordingly advised to get their shares held in physical form dematerialized through a Depository Participant. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.

21. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for **e-Voting on the resolutions set out in this Notice**:

    (i) Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

    a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.

    b. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD- PoD1/P/ CIR/2023/37, dated March 16th, 2023 all holders of physical securities in listed companies shall update the contact details through submitting the requisite ISR-1 form along with the supporting documents.

    c. ISR-1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

    ISR Form(s) and the supporting documents can be provided by any one of the following modes:

    a. Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

    b. Through hard copies which are self-attested, which can be shared on the address below; or

| | |
|---|---|
| **Name** | Kfin Technologies Limited |
| **Address** | Selenium Building, Tower-B, Plot No 31& 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032. |

    c. Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website at https://www.dixoninfo.com/

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website mentioned above.

23. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the said details to the DP in case the shares are held by them in dematerialised form and to Kfintech in case the shares are held in Physical form.

**24. PROCEDURE FOR REMOTE E-VOTING**

    i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote through remote e-voting and e-voting during the AGM (insta- poll), through the e-Voting services provided by KFin Technologies Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

    ii. In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers ("ESPs"), thereby facilitating seamless authentication and convenience of participating in e-voting process

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

iv. A) Commencement of remote e-voting - 09:00 A.M. on 20th September 2025 (Saturday)

B) End of remote e-voting - 05.00 P.M. on 22nd September, 2025 (Monday)

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

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

vi. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the e-AGM, however such Member shall not be allowed to vote again during the AGM.

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

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

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

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

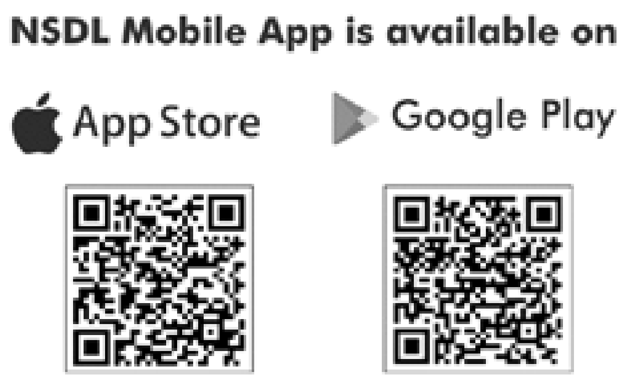
**Step 2:** Access to KFintech e-Voting system in case physical and non-individual shareholders.

**Step 3:** Access to join virtual meetings of the Company on KFintech e-Voting System and cast your vote electronically.

**Details on Step 1 are mentioned below:**

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

| Type of Shareholders | Login Method |
|---|---|
| **Individual Shareholders holding securities in demat mode with NSDL** | **1. User already registered for NSDL IDeAS facility:**<br>• Visit the NSDL e-services website. Open web browser at https://eservices.nsdl.com.<br>• On the e-services home page, click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.<br>• On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting, under e-voting services, after which the e-voting page will be displayed"<br>• Click on company name i.e. Dixon Technologies (India) Limited or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.<br>**2. User not registered for IDeAS e-Services**<br>• To register click on link : https://eservices.nsdl.com<br>• Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>• Proceed with completing the required fields.<br>• Follow steps given in points 1. |

| Type of Shareholders | Login Method |
|---|---|
| | **3. Alternatively, by directly accessing the e-Voting website of NSDL**<br>• Open URL: https://www.evoting.nsdl.com/<br>• Click on the icon "Login" which is available under 'Shareholder/Member' section.<br>• A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.<br>• Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.<br>• On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.<br>**4. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.**<br> |
| | **5. OTP based login**<br>• For OTP based login click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp<br>• Enter your 8-character DPID, 8-digit client ID, PAN, Verification Code and generate OTP.<br>• Enter OTP received on registered email ID/ Mobile No. and Click on Login.<br>• After successful authentication, you will be redirected to NSDL depository site wherein you will be able to see e-voting page;<br>• Click on Company name or e-voting service provider i.e. Kfintech" and you will be redirected to e-voting website of Kfintech for casting your vote during remote e-voting period or joining virtual meeting and voting during the meeting. |
| **Individual Shareholders holding securities in demat mode with CDSL** | **1. Existing user who have opted for Easi / Easiest**<br>• Visit URL: https://web.cdslindia.com/myeasitoken/home/login or Click on the 'Login' icon and opt for "My Easi New (Token) (only applicable when using URL: www.cdslindia.com<br>• Login with the registered user ID and password;<br>• The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.<br>• Click on e-Voting service provider name to cast your vote.<br>**2. User not opted/registered for Easi/Easiest**<br>• Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering.<br>• Proceed with completing registration using the DPID, Client ID etc.<br>• After successful registration, please follow the steps given in Point No. 1 above to cast your vote. |

| Type of Shareholders | Login Method |
|---|---|
| | **3. Alternatively, by directly accessing the e-Voting website of CDSL:**<br>• Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin<br>• Provide your demat Account Number and PAN details;<br>• System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.<br>• After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.<br>• Members will be re-directed to the e-voting page of Kfintech to cast their vote without any further authentication. |
| **Individual Shareholder login through their demat accounts / Website of Depository Participant** | • Members can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.<br>• Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.<br>• Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

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

**Details on Step 2 are mentioned below:**

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (09) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVEN” i.e., **‘DIXON TECHNOLOGIES (INDIA) LIMITED - AGM”** and click on “Submit”.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Members who may require any technical assistance or support are requested to contact Kfintech at toll free no. 1-800-309-4001 or write to them at evoting@kfintech.com.

xiii. 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., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizer.sba@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “Corporate Name_Even No.

(B) Members who have acquired shares after the dispatch of the Annual Report and or on before the Cut-off date, may obtain the User ID and Password for exercising their right to vote by electronic means as follows: a. If the email or mobile number of the Member is registered against the Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <Space> 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> XXXXPOW1234567

OR the Member may go to the home page of https://evoting.kfintech.com, and click on forgot password and enter Folio No. or DP ID Client ID and PAN to generate new password.

**Details on Step 3 are mentioned below:**

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vi. 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.

vii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM

## OTHER INSTRUCTIONS

**I.** **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration'. The above mentioned facility shall be activated from **Saturday, 20th September, 2025 (09:00 a.m.) upto Monday, 22nd September, 2025 (11:00 a.m.)**. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. Members shall be provided a 'queue number' before the meeting.

**II.** **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com . Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from **Saturday, 20th September, 2025 (09:00 a.m.) upto Monday, 22nd September, 2025 (11:00 a.m.)**.

**III.** 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.kfintech.com (KFintech Website) or contact B. Swati Reddy, at einward.ris@kfintech.com and evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

**IV.** The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Tuesday, 16th September, 2025,** being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

**V.** Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

## RESULTS

25. The company has appointed **M/s Shirin Bhatt & Associates, Practicing Company Secretary (FCS No. 8273, CP No 9150)**, to act as Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.

26. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the AGM will make a consolidated Scrutinizer's Report and submit the same within 2 working days of conclusion of the AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.

27. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. www.dixoninfo.com and on the website of KFin Technologies Limited i.e. https://evoting.kfintech.com . The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sd/-
**Ashish Kumar**
**Chief Legal Counsel & Group Company Secretary**
**Membership No. F8355**

**Place:** New Delhi
**Date:** 22nd July, 2025

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

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 8 of the accompanying 32nd AGM Notice.

### Item No. 3

Mr. Sunil Vachani (DIN: 00025431), Executive Chairman of the Company is liable to retire by rotation and being eligible, has offered himself for re-appointment. Brief resume of Mr. Sunil Vachani, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, along with disclosure pertaining to his resignation from listed entities in the past three years, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated in Annexure-A, and are also provided in the Corporate Governance Report forming part of the Annual Report.

Except for Mr. Sunil Vachani and his relatives to the extent of their shareholding, if any, none of the Directors, 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. 3 be passed in the interest of your Company as Ordinary Resolution

### Item No. 4

The Board of Directors of the Company at their meeting held on 20th May, 2025, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Satija & Associates, Cost Accountants (Firm Registration No. 006535) to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026 at a remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) plus out of pocket expenses as applicable. 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 for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2026.

None of the Directors, 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 as Ordinary Resolution.

### Item No. 5, 6 & 7

The Securities and Exchange Board of India ('SEBI'), vide its notification dated 9th November, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The aforesaid Amendments inter-alia included replacing of threshold i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of Material Related Party Transactions requiring Shareholders' prior approval with the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, with effect from 1st April, 2022. Under the Listing Regulations, in addition to the approval and reporting for transactions by the Company with its own Related Party(ies), the scope extends to transactions by the Company with Related Party(ies) of any subsidiary(ies) of the Company or transactions by a subsidiary(ies) of the Company with its own Related Party(ies) or Related Party(ies) of the Company or Related Party(ies) of any subsidiary(ies) of the Company.

As per Regulation 23(4) of the Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. Given the nature of the Company's presence in multiple businesses, the Company works closely with its subsidiaries, joint ventures and associates to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Amongst the **'Related Party Transactions'** under Regulation 2(1) (zc)(i) of the Listing Regulations pertaining to a subsidiary of the Company as specified in the Explanatory statement, the said Related Party Transactions to be entered by the Subsidiary of the Company may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations i.e. Rs. 1,000 crores (Rupees one thousand crores) being the lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Members may please note that the Company and its subsidiaries have been undertaking such transactions of similar nature with related parties in the past, in the ordinary course of business and on arm's length basis after obtaining requisite approvals, including from the Audit Committee of the Company, as per the requirements of the applicable law. The maximum annual value of the proposed transactions to be entered into by the Subsidiary of the Company with its related party is estimated based on the Company's current transactions with them and future business projections. The actual utilization of the approved limits will be in terms of business requirements. All transactions will be undertaken only as necessary, in compliance with applicable laws and shareholders' approval.

The proposed related party transaction enumerated under Item 5, 6 & 7 are all approved by the Audit Committee, subject to approval of the members of the Company. The Company seeks transfer pricing study from an independent agency on yearly basis, which does benchmarking with other companies for all the existing and prospective related party transactions of the Company and such study is presented before the said committee to verify the arms-length pricing. Also, the Audit Committee reviews all related party transactions of the Company compared against the approved limits on a quarterly basis.

## Item No. 5

**A. Background, details and benefits of the transaction(s) of Dixon Electro Appliances Private Limited with Bharti Airtel Limited**

Dixon Electro Appliances Private Limited ("**DEAPL**") is a Subsidiary/ Joint Venture Company of Dixon Technologies (India) Limited (**"Dixon"**) wherein Dixon holds 51% equity stake in DEAPL and 49% is held by Beetel Teletech Limited, a Bharti Airtel Group Company, being Subsidiary of Bharti Airtel Services Limited. DEAPL is primarily engaged in the business of manufacturing of telecom and networking products like GPON's, ONT's, modems, routers, set top boxes, 5G Fixed Wireless Access (FWA), Outdoor and Indoor units, Access Points, Internet Set top boxes, etc.

Bharti Airtel is a global communications solutions provider with over 550 million customers in 15 countries across South Asia and Africa. Bharti Airtel ranks amongst the top three mobile operators globally and its networks cover over two billion people. Airtel is India's largest integrated communications solutions provider and the second largest mobile operator in Africa. Bharti Airtel's retail portfolio includes high-speed 4G/5G mobile broadband, Airtel Xstream Fiber that promises speeds up to 1 Gbps with convergence across linear and on-demand entertainment, streaming services spanning music and video, digital payments and financial services. For enterprise customers, Bharti Airtel offers a gamut of solutions that includes secure connectivity, cloud and data center services, cyber security, IoT, Ad Tech and cloudbased communication. Bharti Airtel Limited is a related party of DEAPL pursuant to IND AS 24 as an entity having significant influence on DEAPL.

As per their business arrangements, Bharti Airtel Limited requires Set top boxes , 5G FWA and GPONs for providing services to its customers, which is supplied by DEAPL at arm's length basis and in the ordinary course of business.

The aforesaid transactions between DEAPL and Bharti Airtel Limited not only facilitate smooth business operations between the companies but also ensure a consistent supply of Set Top Boxes, 5G FWA and GPONs in the desired quality and quantity.

The said transactions with Bharti Airtel Limited would support DEAPL's own ecosystem of Telecom Products in line with Government's policy of 'Make in India' and add capabilities for its business. It would also assist in furthering business opportunities and synergy(ies) for Dixon, DEAPL and Bharti Airtel Limited. With Bharti Airtel's extensive experience in Telecom domain and DEAPL's large scale manufacturing capabilities, the proposed arrangement would enable combination of each other's strengths to develop and manufacture efficient networking and telecom equipments and therefore, approval of the shareholders of the Company is sought for undertaking transactions in the nature of sale & purchase of Telecom equipments, electronic appliances etc., for keeping the said transactions ongoing. Further, the proposed Related Party Transactions ("**RPTs**") will be in the best interests of the Company on a consolidated level and its Members.

It is also informed that the Members, at their 31st AGM held on 25th September, 2024, had approved the said related party transactions with Bharti Airtel Limited such that the aggregate value of transactions does not exceed INR 2,500 Crore in the financial year. During the FY 2024-25, DEAPL entered into certain transactions with Bharti Airtel amounting to INR 921 Crores. However, considering the ongoing transactions of DEAPL with Bharti Airtel Limited and increasing scale of business and future growth plans, the Company is seeking approval from the members of the Company to continue to undertake the transactions as detailed in the table below with Bharti Airtel Limited of an enhanced limit of upto an amount not exceeding INR 4,000 Crores during the FY 2025-26 and FY 2026-27.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 19th March, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company and at arm's length basis.

**The details of the summary of the Information provided by the Management as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 and placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of Subsidiary Company** | Dixon Electro Appliances Private Limited **("DEAPL")** |
| 2. | **Name of the Related Party and its relationship with the Subsidiary Company including nature of its concern or interest (financial of otherwise)** | Bharti Airtel Limited **("BAL")**<br>Bharti Airtel Limited and Dixon Electro Appliances Private Limited falls under the purview of Related party to DEAPL as per SEBI Listing Regulations. |
| 3. | **Type/ Nature, material terms and particulars of the proposed related party transactions** | Sale & Purchase of Telecom products, electronic appliances and Related Spare Parts & Components for the transactions of DEAPL with BAL. Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transaction** | Not exceeding INR 4,000 Crores p.a. in the aggregate |
| 6. | **Percentage of listed company annual consolidated turnover, for immediately preceding financial year, represented by value of the proposed transaction.** | 10.29% |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis** | 119.61% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | Please refer Background, details and benefits of the Transaction detailed above. |
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | Pursuant to Regulation 2(zb) read with Section 2(76)(ix) of the Act and Rule made thereunder, all the Directors other than Independent Directors and Key Managerial Personnel of the Company or their relatives shall be deemed to be related party to DEAPL. However, none of the Directors of the Company are interested in the proposed transactions. |
| 10. | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured;** | Not Applicable |
| | **d) if secured, the nature of security. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| 11. | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | **Name of the Subsidiary** | **Name of the Related Party (ies)** | **Nature of Relationship** |
| 1. | **Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise)** | Dixon Electro Appliances Private Limited **("DEAPL")** | Bharti Airtel Limited **("BAL")** | Related Party as per SEBI Listing Regulations. |
| 2. | **Type, nature, material terms and particulars of the contract or arrangements** | | | |
| | Sale & Purchase of Telecom products, electronic appliances and Related Spare Parts & Components for the transactions of DEAPL with BAL.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. | | | |
| | **Monetary value of the transaction p.a.** | Not exceeding INR 4,000 Crores p.a. in the aggregate | | |
| 4. | **Any advance paid or received for the contract or arrangement, if any** | Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. | | |
| 5. | **Tenure** | FY 2025-26 and FY 2026-27 | | |
| 6. | **Justification as to why the proposed transaction is in the interest of the Company** | Please refer Background, details and benefits of the Transaction. | | |
| 7. | **Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary** | Not Applicable | | |
| 8. | **Details of valuation or other external party report (if any)** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. | | |
| 9. | **Percentage of Company's annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary's annual turnover on a Standalone basis shall be additionally provided)** | INR 4,000 Crores constitute 10.29% of the annual consolidated turnover of the Company for the FY 2024-25. Moreover, INR 4,000 constitute 119.61% of the annual turnover of DEAPL on standalone basis for the FY 2024-25. | | |
| 10. | **Any other information** | All the relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of the Notice. Moreover, the amount of transactions undertaken between DEAPL and BAL during FY 2024-25, for Sale & Purchase of Telecom products, electronic appliances and related spare parts & components aggregated to INR 921 Crores. | | |

**B. Background, details and benefits of the transaction(s) of Dixon Electro Appliances Private Limited with Bharti Telemedia Limited**

Dixon Electro Appliances Private Limited ("**DEAPL**") is a Subsidiary and Joint Venture Company of Dixon Technologies (India) Limited **("Dixon")** wherein Dixon holds 51% equity stake in DEAPL and 49% is held by Beetel Teletech Limited, a Bharti Airtel Group Company, being Subsidiary of Bharti Airtel Services Limited. DEAPL is primarily engaged in the business of manufacturing of telecom and networking products like GPON's, ONT's, modems, routers, set top boxes, 5G Fixed Wireless Access (FWA), Outdoor and Indoor units, Access Points, Internet Set top boxes, etc.

Bharti Telemedia Limited **("BTL")** is a public limited company engaged in the business of setting up, operating and maintaining Direct-to-home (DTH) cable through digital and any other mode of broadcasting service and includes broadcasting of interactive and personalized content within India.

As per their business arrangements. BTL requires Set top boxes , hybrid set top box and IPTV for providing services to its customers, which is supplied to them by DEAPL at arm's length basis and in the ordinary course of business.

The aforesaid transactions between DEAPL and BTL will further enhance DEAPL's manufacturing and operational capabilities. The proposed arrangement is anticipated to unlock new business opportunities and create synergies among DEAPL and BTL by leveraging Bharti Telemedia's extensive expertise in the set top box domain, along with DEAPL's large-scale manufacturing strengths, the partnership aims to jointly develop and produce efficient and advanced networking and telecom equipment. Further, the proposed Related Party Transactions **("RPTs")** will be in the best interests of the Company on a consolidated level and its Members.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 19th March, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company and at arm's length basis.

**The details of the summary of the Information as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of Subsidiary Company** | Dixon Electro Appliances Private Limited **("DEAPL")** |
| 2. | **Name of the Related Party and its relationship with the Subsidiary Company including nature of its concern or interest (financial of otherwise)** | Bharti Telemedia Limited **("BTL")**<br>Bharti Telemedia Limited and Dixon Electro Appliances Private Limited falls under the purview of Related party to DEAPL as per SEBI Listing Regulations. |
| 3. | **Type/ Nature, material terms and particulars of the proposed transactions** | Sale & Purchase of Telecom products, electronic appliances and Related Spare Parts & Components for the transactions of DEAPL with BTL.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transaction** | Not exceeding INR 1,500 Crores p.a. in the aggregate |
| 6. | **Percentage of listed company annual consolidated turnover, for immediately preceding financial year, represented by value of the proposed transaction.** | 3.86% |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis** | 44.85% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | Please refer Background, details and benefits of the Transaction detailed above. |
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | Pursuant to Regulation 2(zb) read with Section 2(76)(ix) of the Act and Rule made thereunder, all the Directors other than Independent Directors and Key Managerial Personnel of the Company or their relatives shall be deemed to be related party to DEAPL. However, none of the Directors of the Company are interested in the proposed transactions. |

| S.No. | Particulars | Details |
|---|---|---|
| 10. | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.** | Not Applicable |
| | **d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| 11. | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

<table>
<tr><th rowspan="2">S.No.</th><th rowspan="2">Particulars</th><th colspan="3">Disclosures</th></tr>
<tr><th>Name of the Subsidiary</th><th>Name of the Related Party (ies)</th><th>Nature of Relationship</th></tr>
<tr><td>1.</td><td>Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise)</td><td>Dixon Electro Appliances Private Limited ("DEAPL")</td><td>Bharti Telemedia Limited ("BTL")</td><td>Related Party as per SEBI Listing Regulations.</td></tr>
<tr><td>2.</td><td colspan="4">Type, nature, material terms and particulars of the contract or arrangements</td></tr>
<tr><td colspan="5">Sale & Purchase of Telecom products, electronic appliances and Related Spare Parts & Components for the transactions of DEAPL with BTL.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder.</td></tr>
<tr><td>3.</td><td colspan="2">Monetary value of the transaction p.a.</td><td colspan="2">Not exceeding INR 1,500 Crores p.a. in the aggregate</td></tr>
<tr><td>4.</td><td colspan="2">Any advance paid or received for the contract or arrangement, if any</td><td colspan="2">Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business.</td></tr>
<tr><td>5.</td><td colspan="2">Tenure</td><td colspan="2">FY 2025-26 and FY 2026-27</td></tr>
</table>

| | | |
|---|---|---|
| 6. | **Justification as to why the proposed transaction is in the interest of the Company** | Please refer Background, details and benefits of the Transaction. |
| 7. | **Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary** | Not Applicable |
| 8. | **Details of valuation or other external party report (if any)** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |
| 9. | **Percentage of Company's annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary's annual turnover on a Standalone basis shall be additionally provided)** | INR 1,500 Crores constitute 3.86% of the annual consolidated turnover of the Company for the FY 2024-25.<br>Moreover, INR 1,500 constitute 44.85% of the annual turnover of DEAPL on standalone basis for the FY 2024-25. |
| 10. | **Any other information** | The details of actual transactions undertaken by DEAPL with BTL during FY 2024-25 for Sale & Purchase of Telecom products, electronic appliances and related spare parts & components aggregated to INR 650.54 Crores. |

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5.

The above resolution is in the interests of the Company and the Board recommends the Resolution as set out in Item No. 5 to be passed as an Ordinary Resolution by the Members of the Company.

Except as mentioned above, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

## Item No. 6

### A. Background, details and benefits of the transaction of Padget Electronics Private Limited with IsmartU India Private Limited:

Padget Electronics Private Limited ("**PEPL**") is a Wholly Owned Subsidiary of Dixon Technologies (India) Limited (**"Dixon"**) wherein Dixon holds 100% equity stake. PEPL is engaged in the business of manufacturing, selling, exporting, repairing or dealing in mobile phones of all kinds and related components, parts, spares, devices and accessories and manufacturing of IT Hardware products such as Laptops.

IsmartU India Private Limited ("**IIPL**") is a company engaged in the business of manufacturing and assembly, sale, distribution, import and export of mobile phones, tablets, electronic devices, and other components of mobile and/or electronic devices. IIPL is a Subsidiary company of Dixon wherein Dixon holds 50.10% of share capital of IIPL and remaining shareholding in held by IsmartU Singapore Pte. Limited.

As per the business arrangements, it is proposed that IIPL will take manufacturing services for manufacturing of mobile phones and other electronic products from PEPL to service its customers. The proposed transaction aims to avail the manufacturing expertise of PEPL considering the manufacturing prowess, technology and infrastructure PEPL owns to service its customers across the globe. Furthermore, PEPL is also one of beneficiaries of the Production Linked

Incentive **("PLI")** scheme of the Government, which will also enable the Parties to provide the products at competitive terms to attract global customers for manufacturing in India and also service the export markets from India. Furthermore, in the manufacturing process, PEPL will avail job work services from IIPL for component mounting on the PCBs to utilize IIPL's capacity in place for SMT and thereby saving additional capex thereon. The proposed transactions will be at arm's length basis and in the ordinary course of business.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 19th March, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company and at a price which is beneficial to the interest of the Company.

**The details of the summary of the Information as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of the Subsidiary Company** | Padget Electronics Private Limited ("**PEPL**") |
| 2. | **Name of the Related Party and its relationship with the Subsidiary Company including nature of its concern or interest (financial of otherwise)** | IsmartU India Private Limited ("**IIPL**") [Subsidiary of Dixon Technologies (India) Limited]<br>IIPL and PEPL falls under the purview of Related party as per SEBI Listing Regulations. |
| 3. | **Type, Material terms and particulars of the proposed transactions** | a) Sale & Purchase of Goods;<br>b) Purchase of Fixed Assets and;<br>c) Availment and rendering of services to meet the business objectives/ requirements.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transactions** | a) Not exceeding INR 12,000 Crores p.a. in the aggregate<br>b) Not exceeding INR 20 Crores p.a. in the aggregate<br>c) Not exceeding INR 200 Crores p.a. in the aggregate |
| 6. | **Percentage of the listed entity annual consolidated turnover for the immediately preceding financial year represented by value of proposed transaction.** | a) 30.88%<br>b) 0.05%<br>c) 0.51% |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis for immediately preceding financial year** | **PEPL**:<br>a) 42.92%<br>b) 0.07%<br>c) 0.71%<br>**IIPL:**<br>a) 176.37%<br>b) 0.29%<br>c) 2.93% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | As specified in the 'Background details and benefits of the transactions' |
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | None of the Directors of the Company are interested in the proposed transactions. |

| S.No. | Particulars | Details |
|---|---|---|
| **10.** | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.** | Not Applicable |
| | **d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| **11.** | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

| | | **Disclosures** | | |
|---|---|---|---|---|
| **S.No.** | **Particulars** | **Name of the Subsidiary** | **Name of the Related Party (ies)** | **Nature of Relationship** |
| 1. | Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise) | Padget Electronics Private Limited ("**PEPL**") | IsmartU India Private Limited ("**IIPL**") | Related Party as per SEBI Listing Regulations. |
| **2.** | **Type, nature, material terms and particulars of the contract or arrangements**<br>a) Sale & Purchase of goods;<br>b) Purchase of Fixed Assets; and<br>c) Availing and rendering of Services to meet the business objectives/ requirements. | | | |
| **3.** | **Monetary value of the transaction(s) p.a.** | a) Not exceeding INR 12,000 Crores p.a. in the aggregate<br>b) Not exceeding INR 20 Crores p.a. in the aggregate<br>c) Not exceeding INR 200 Crores p.a. in the aggregate | | |
| **4.** | **Any advance paid or received for the contract or arrangement, if any** | Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. | | |

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | Name of the Subsidiary | Name of the Related Party (ies) | Nature of Relationship |
| 5. | **Tenure** | FY 2025-26 and FY 2026-27 | | |
| 6. | **Justification as to why the proposed transaction is in the interest of the Company** | As specified in the 'Background details and benefits of the transactions' | | |
| 7. | **Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary** | Not Applicable | | |
| 8. | **Details of valuation or other external party report (if any)** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. | | |
| 9. | **Percentage of Company's annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary's annual turnover on a Standalone basis shall be additionally provided)** | a) INR 12,000 Crores constitute 30.88% of the annual consolidated turnover of the Company for the FY 2024-25.<br>b) INR 20 Crores constitute 0.05% of the annual consolidated turnover of the Company for the FY 2024-25.<br>c) INR 200 Crores constitute 0.51% of the annual consolidated turnover of the Company for the FY 2024-25. | | |

| Name of the Subsidiary Company | Nature of Transaction(s) | Value of proposed transaction as a % of the annual turnover on a Standalone basis |
|---|---|---|
| Padget Electronics Private Limited | Sale & Purchase of goods | 42.92% |
| | Purchase of Fixed Assets | 0.07% |
| | Availing and rendering of Services to meet the business objectives/ requirements. | 0.71% |
| Ismartu India Private Limited | Sale & Purchase of goods | 176.37% |
| | Purchase of Fixed Assets | 0.29% |
| | Availing and rendering of Services to meet the business objectives/ requirements. | 2.93% |

| S.No. | Particulars | Disclosures |
|---|---|---|
| 10. | **Any other information** | The details of actual transactions undertaken by Padget Electronics Private Limited with IsmartU India Private Limited during FY 2024-25 was as under:<br>1. Sale and Purchase of Goods- INR 3,921 Crores.<br>2. Purchase of Fixed Assets- INR 36.16 Crores<br>3. Availing and rendering of services to meet the business objectives/ requirements.- INR 106.55 Crores. |

*Fixed Assets includes Fixed Final Assembly Line and Packing Lines

**B. Background, details and benefits of the transaction of Padget Electronics Private Limited with Tecno Mobile Limited**

Padget Electronics Private Limited ("**PEPL**") is a Wholly Owned Subsidiary of Dixon Technologies (India) Limited ("**Dixon**") wherein Dixon holds 100% equity stake. PEPL is engaged in the business of manufacturing, selling, exporting, repairing or dealing in mobile phones of all kinds and related components, parts, spares, devices and accessories and manufacturing of IT Hardware products such as Laptops.

Tecno Mobile Limited (**"Tecno"**) is a Company established in 2006 in Hong Kong, which is the first mobile phone brand of Transsion Holdings, a high-tech enterprise that integrates research, development, manufacturing, sales and services of mobile communications products. Tecno is a related party of IsmartU India Private Limited ("**IIPL**"), Subsidiary of Dixon, as per SEBI Listing Regulations.

As per the proposed business arrangements, IIPL will avail manufacturing services from PEPL for manufacturing of mobile phones, wherein the raw material/ components for such manufacturing will be procured from Tecno, being the designated supplier of IIPL. The proposed arrangement shall ensure smooth business operations and consistent supply of desired quality and quantity of raw material/components.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 19th March, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company and at a price which is beneficial to the interest of the Company.

**The details of the summary of the Information as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of the Subsidiary Company** | Padget Electronics Private Limited ("**PEPL**") |
| 2. | **Name of the Related Party and its relationship with the Subsidiary Company including nature of its concern or interest (financial of otherwise)** | Tecno Mobile Limited ("**Tecno**")<br>Tecno is the related party of IsmartU India Private Limited ("**IIPL**") Subsidiary of Dixon Technologies (India) Limited ("**Dixon**").<br>PEPL is the Wholly Owned Subsidiary of Dixon |
| 3. | **Type, Material terms and particulars of the proposed transactions** | Purchase of raw material/ components for manufacturing of mobile phones.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transactions** | Not exceeding INR 7,000 Crores p.a. in the aggregate |
| 6. | **Percentage of the listed entity annual consolidated turnover for the immediately preceding financial year represented by value of proposed transaction.** | 18% |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis for immediately preceding financial year** | 25.03% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | As specified in the 'Background details and benefits of the transactions' |

| S.No. | Particulars | Details |
|---|---|---|
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | None of the Directors of the Company are interested in the proposed transactions. |
| 10. | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.** | Not Applicable |
| | **d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| 11. | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | Name of the Subsidiary | Name of the Related Party (ies) | Nature of Relationship |
| 1. | **Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise)** | Padget Electronics Private Limited ("**PEPL**") | Tecno Mobile Limited ("**Tecno**") | Tecno is the related party of IsmartU India Private Limited ("**IIPL**"), subsidiary of Dixon Technologies (India) Limited ("**Dixon**"). PEPL is the Wholly Owned Subsidiary of Dixon Technologies (India) Limited. |
| 2. | **Type, nature, material terms and particulars of the contract or arrangements** | | | |
| | Purchase of raw material/ components for manufacturing of mobile phones.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. | | | |
| 3. | **Monetary value of the transaction(s) p.a.** | Not exceeding INR 7,000 Crores p.a. in the aggregate | | |
| 4. | **Any advance paid or received for the contract or arrangement, if any** | Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. | | |

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | Name of the Subsidiary | Name of the Related Party (ies) | Nature of Relationship |
| 5. | **Tenure** | FY 2025-26 and FY 2026-27 | | |
| 6. | **Justification as to why the proposed transaction is in the interest of the Company** | As specified in the 'Background details and benefits of the transactions' | | |
| 7. | **Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary** | Not Applicable | | |
| 8. | **Details of valuation or other external party report (if any)** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. | | |
| 9. | **Percentage of Company's annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary's annual turnover on a Standalone basis shall be additionally provided)** | INR 7,000 Crores constitute 18% of the annual consolidated turnover of the Company for the FY 2024-25.<br>**Name of the Subsidiary Company**: Padget Electronics Private Limited<br>**Nature of Transaction(s)**: Purchase of raw material/ components for manufacturing of mobile phones.<br>**Value of proposed transaction as a % of the annual turnover on a Standalone basis**: 25.03% | | |
| 10. | **Any other information** | The details of actual transactions undertaken by Padget Electronics Private Limited with Tecno Mobile Limited during FY 2024-25 was as under:<br>1. Purchase of raw material/ components for manufacturing of mobile phones- INR 2,296.85 Crores. | | |

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 6. The above resolution is in the interests of the Company and the Board recommends the Resolution as set out in Item No.6 to be passed as an Ordinary Resolution by the Members of the Company. Except as mentioned above, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

## Item No. 7

**A. Background, details and benefits of the transaction(s) of IsmartU India Private Limited (Subsidiary of the Company) and S Mobile Devices Private Limited and G-Mobile Devices Private Limited:**

IsmartU India Private Limited ("**IIPL**") is a company engaged in the business of manufacturing and assembly, sale, distribution, import and export of mobile phones, tablets, electronic devices, and other components of mobile and/or electronic devices. IIPL is a Subsidiary company of Dixon wherein Dixon holds 50.10% of share capital of IIPL and remaining shareholding in held by IsmartU Singapore Pte Limited.

S Mobile Devices Private Limited ("**SMDPL**") is a Company registered under Companies Act, 1956 is engaged in the Whole Sale Trading & Distribution of mobile handset and mobile accessories in the brand of "**Itel**". SMDPL also engaged in providing after sale services of mobile handsets in the brand of "**Carlcare**". G-Mobile Devices Private Limited ("**GMDPL**") is a Company registered under Companies Act, 2013 is engaged in the Whole Sale Trading & Distribution of various mobile handset brands viz. Tecno and Infinix. mobile accessories in the brand of "**Oraimo**".

Both SMDPL and GMDPL are group companies of Ismartu and hence covered under definition of related parties of IIPL pursuant to Indian Accounting Standards and SEBI Regulations and are one of the customers of IIPL who take manufacturing services for their products from IIPL. The proposed transaction will assist in furthering business opportunities and synergy(ies) for IIPL.

IIPL will take manufacturing services for manufacturing of mobile phones and other electronic products from PEPL to service its customers including S Mobile and G Mobile. The finished products manufactured by PEPL will thereafter be sold by IIPL to its customers i.e. S Mobile and G Mobile at a price which will be at arm's length basis and the said transactions will be in the ordinary course of business. Since the aforesaid transactions between IIPL, S Mobile and G Mobile is likely to exceed INR 1,000 Crores or 10% of the consolidated turnover of Dixon Technologies (India) Limited, approval of the shareholders of the Company is sought.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, at its meeting held on 19th March, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company.

**The details of the summary of the Information as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of the Subsidiary Company** | IsmartU India Private Limited ("**IIPL**") [Subsidiary of Dixon Technologies (India) Limited] |
| 2. | **Name of the Related Party and its relationship with the Subsidiary Company including nature of its concern or interest (financial of otherwise)** | S Mobile Devices Private Limited ("**S Mobile**") and G-Mobile Devices Private Limited ("**G Mobile**").<br>IIPL, S Mobile and G Mobile falls under the purview of Related party as per SEBI Listing Regulations. |
| 3. | **Type, Material terms and particulars of the proposed transactions** | a) Sale and purchase of Goods/ components/ Services;<br>b) Leasing of property of any kind. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transactions** | a) Not exceeding INR 4,020 Crores per annum for S Mobile and not Exceeding INR 12,010 Crores per annum for G Mobile.<br>b) Not exceeding INR 5 Crores per annum per entity for S Mobile. |
| 6. | **Percentage of the listed entity annual consolidated turnover for the immediately preceding financial year represented by value of proposed transaction** | a) 10.35%- S Mobile<br>30.90%- G Mobile<br>b) 0.01%- S Mobile |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis for immediately preceding financial year** | a) 59.10% & 176.53%, respectively<br>b) 0.07% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | As specified in the 'Background details and benefits of the transactions' |
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | None of the Directors of the Company are interested in the proposed transactions. |

| S.No. | Particulars | Details |
|---|---|---|
| 10. | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.** | Not Applicable |
| | **d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| 11. | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | **Name of the Subsidiary** | **Name of the Related Party (ies)** | **Nature of Relationship** |
| **1.** | **Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise)** | IsmartU India Private Limited ("**IIPL**") | S Mobile Devices Private Limited (**"S Mobile**") and G-Mobile Devices Private Limited ("**G Mobile**") | Related Party as per SEBI Listing Regulations. |
| **2.** | **Type, nature, material terms and particulars of the contract or arrangements** | | | |
| | a) Sale and purchase of Goods/ components/ Services to S Mobile and G Mobile;<br>b) Leasing of property of any kind to S Mobile;<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. | | | |
| **3.** | **Monetary value of the transaction(s) p.a.** | a) Not exceeding INR 4,020 Crores per annum to S Mobile and Not Exceeding INR 12,010 Crores per annum to G Mobile<br>b) Not exceeding INR 5 Crores per annum for S Mobile | | |

<table>
<tr><th rowspan="2">S.No.</th><th rowspan="2">Particulars</th><th colspan="3">Disclosures</th></tr>
<tr><th>Name of the Subsidiary</th><th>Name of the Related Party (ies)</th><th>Nature of Relationship</th></tr>
<tr><td>4.</td><td>Any advance paid or received for the contract or arrangement, if any</td><td colspan="3">Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business.</td></tr>
<tr><td>5.</td><td>Tenure</td><td colspan="3">FY 2025-26 and FY 2026--27</td></tr>
<tr><td>6.</td><td>Justification as to why the proposed transaction is in the interest of the Company</td><td colspan="3">As specified in the ‘Background details and benefits of the transactions’</td></tr>
<tr><td>7.</td><td>Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary</td><td colspan="3">Not Applicable</td></tr>
<tr><td>8.</td><td>Details of valuation or other external party report (if any)</td><td colspan="3">The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm’s length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm’s length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred</td></tr>
<tr><td>9.</td><td>Percentage of Company’s annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary’s annual turnover on a Standalone basis shall be additionally provided)</td><td colspan="3">a) INR 4,020 Crores constitute 10.35% of the annual consolidated turnover of the Company for the FY 2024-25. INR 12,010 Crores constitute 30.90% of the annual consolidated turnover of the Company for the FY 2024-25.<br>b) INR 5 Crores constitute 0.01% of the annual consolidated turnover of the Company for the FY 2024-25
<table>
<tr><th>Name of the Subsidiary Company</th><th>Nature of Transaction(s)</th><th>Value of proposed transaction as a % of the annual turnover on a Standalone basis</th></tr>
<tr><td rowspan="2">Ismartu India Private Limited</td><td>Sale and purchase of Goods/ components/ Services to S Mobile and G Mobile;</td><td>59.10%<br>176.33%</td></tr>
<tr><td>Leasing of Property of any Kind</td><td>0.07%</td></tr>
</table></td></tr>
<tr><td>10.</td><td>Any other information</td><td colspan="3">The details of actual transactions undertaken by IsmartU India Private Limited with S Mobile Devices Private Limited during FY 2024-25 was as under:<br>1. Sale and Purchase of Goods/ Components/ services - 1,246 Crores<br>2. Leasing of property- INR 2.30 Crores<br>The details of actual transactions undertaken by IsmartU India Private Limited with G-Mobile Devices Private Limited during FY 2024-25 was as under:<br>1. Sale and Purchase of Goods/ Components/ services - INR 3,732 Crores</td></tr>
</table>

B. **Background, details and benefits of the transaction(s) of IsmartU India Private Limited (Subsidiary of the Company) and Tecno Mobile Limited:**

IsmartU India Private Limited ("**IIPL**") is a company engaged in the business of manufacturing and assembly, sale, distribution, import and export of mobile phones, tablets, electronic devices, and other components of mobile and/or electronic devices. IIPL is a Subsidiary company of Dixon wherein Dixon holds 50.10% of share capital of IIPL and remaining shareholding in held by IsmartU Singapore Pte Limited.

Tecno Mobile Limited ("**Tecno**") is a Company established in 2006 in Hong Kong, which is the first mobile phone brand of Transsion Holdings, a high-tech enterprise that integrates research, development, manufacturing, sales and services of mobile communications products. The proposed arrangement shall ensure smooth business operations and consistent supply of desired quality and quantity of raw material.

As per the business arrangements between IIPL and Tecno, IIPL will purchase raw material from Tecno for undertaking its normal course of business. Since the aforesaid transactions between IIPL and Tecno is likely to exceed INR 1,000 Crores or 10% of the consolidated turnover of Dixon Technologies (India) Limited, approval of the shareholders of the Company is sought.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, at its meeting held on 19th March, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company.

**The details of the summary of the Information as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of Subsidiary Company** | IsmartU India Private Limited ("**IIPL**") [Subsidiary of Dixon Technologies (India) Limited] |
| 2. | **Name of the Related Party and its relationship with the listed entity or its Subsidiary Company including nature of its concern or interest (financial of otherwise)** | Tecno Mobile Limited ("**Tecno**")<br>IIPL and Tecno Mobile Limited falls under the purview of Related party as per SEBI Listing Regulations. |
| 3. | **Type, Material terms and particulars of the proposed transactions** | Purchase of Raw Material.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transactions** | Not exceeding INR 3,000 Crores p.a. in the aggregate |
| 6. | **Percentage of the listed entity annual consolidated turnover for the immediately preceding financial year represented by value of proposed transaction** | 7.71% |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis for immediately preceding financial year** | 44.10% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | As specified in the 'Background details and benefits of the transactions' |

| S.No. | Particulars | Details |
|---|---|---|
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | None of the Directors of the Company are interested in the proposed transactions. |
| 10. | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.** | Not Applicable |
| | **d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| 11. | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | Name of the Subsidiary | Name of the Related Party (ies) | Nature of Relationship |
| 1. | **Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise)** | IsmartU India Private Limited ("**IIPL**") | Tecno Mobile Limited ("**Tecno**") | Related Party as per SEBI Listing Regulations. |
| 2. | **Type, nature, material terms and particulars of the contract or arrangements** | | | |
| | Purchase of Raw Material<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. | | | |
| 3. | **Monetary value of the transaction p.a.** | Not exceeding INR 3,000 Crores p.a. in the aggregate | | |
| 4. | **Any advance paid or received for the contract or arrangement, if any** | Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. | | |
| 5. | **Tenure** | FY 2025-26 and FY 2026-27 | | |
| 6. | **Justification as to why the proposed transaction is in the interest of the Company** | As specified in the 'Background details and benefits of the transactions' | | |

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | Name of the Subsidiary | Name of the Related Party (ies) | Nature of Relationship |
| 7. | **Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary** | Not Applicable | | |
| 8. | **Details of valuation or other external party report (if any)** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred | | |
| 9. | **Percentage of Company's annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary's annual turnover on a Standalone basis shall be additionally provided)** | INR 3,000 Crores constitute 7.71% of the annual consolidated turnover of the Company for the FY 2024-25.<br>INR 3,000 Crores constitute 44.10% of the annual turnover of the Subsidiary Company on a standalone basis. | | |
| 10. | **Any other information** | The details of actual transactions undertaken by IsmartU India Private Limited with Tecno Mobile Limited during FY 2024-25 was as under:<br>1. Purchase of raw material- INR 1,810 Crores | | |

### C. Background, details and benefits of the transaction(s) of IsmartU India Private Limited (Subsidiary of the Company) and Tecno Reallytek Limited:

IsmartU India Private Limited ("**IIPL**") is a company engaged in the business of manufacturing and assembly, sale, distribution, import and export of mobile phones, tablets, electronic devices, and other components of mobile and/or electronic devices. IIPL is a Subsidiary company of Dixon wherein Dixon holds 50.10% of share capital of IIPL and remaining shareholding in held by IsmartU Singapore Pte. Limited.

Tecno Reallytek Limited ("**Tecno Reallytek**") is a Hong Kong based Company that is primarily engaged in the business of importation and wholesale distribution of electronic components and mobile phone parts.

IIPL and Tecno Reallytek have business relationship centered on the export of electronic components, particularly for mobile phone manufacturing.

Since the aforesaid transactions between IIPL and Tecno is likely to exceed INR 1,000 Crores or 10% of the consolidated turnover of Dixon Technologies (India) Limited, approval of the shareholders of the Company is sought.

**Approval of the Audit Committee:**

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, at its meeting held on 20th May, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be in the ordinary course of business of the Company.

**The details of the summary of the Information as required under SEBI Circular No. SEBI/HO/CFD/CM1/CIR/P/2021/662 dated November 22, 2021 placed before the Audit Committee for their approval is as under:**

| S.No. | Particulars | Details |
|---|---|---|
| 1. | **Name of Subsidiary Company** | IsmartU India Private Limited ("**IIPL**") [Subsidiary of Dixon Technologies (India) Limited] |
| 2. | **Name of the Related Party and its relationship with the listed entity or its Subsidiary Company including nature of its concern or interest (financial of otherwise)** | Tecno Reallytek Limited ("**Tecno**")<br>IIPL and Tecno Reallytek Limited falls under the purview of Related party as per SEBI Listing Regulations. |
| 3. | **Type, Material terms and particulars of the proposed transactions** | Sale of Products and Services.<br>Further, proposed transactions are in ordinary course of business and at an arms-length basis. The tenure, value and other relevant information are disclosed hereunder. |
| 4. | **Tenure of proposed transaction** | FY 2025-26 and FY 2026-27 |
| 5. | **Value of Proposed transactions** | Not exceeding INR 1,500 Crores p.a. in the aggregate |
| 6. | **Percentage of the listed entity annual consolidated turnover for the immediately preceding financial year represented by value of proposed transaction** | 3.85% |
| 7. | **Percentage of transaction, basis Subsidiary's annual turnover on standalone basis for immediately preceding financial year** | 22.05% |
| 8. | **Justification as to why the RPT entered into by the Subsidiary is in its interest** | As specified in the 'Background details and benefits of the transactions' |
| 9. | **Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship** | None of the Directors of the Company are interested in the proposed transactions. |
| 10. | **Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary** | |
| | **a) Details of the source of funds in connection with the proposed transaction** | Not Applicable |
| | **b) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.** | Not Applicable |
| | **c) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.** | Not Applicable |
| | **d) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT** | Not Applicable |
| 11. | **Copy of the valuation or external party report, if any relied upon** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. |

Considering the quantum of transactions, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

**Details of the Material Related Party Transactions pertaining to a Subsidiary of the Company:**

| S.No. | Particulars | Disclosures | | |
|---|---|---|---|---|
| | | **Name of the Subsidiary** | **Name of the Related Party (ies)** | **Nature of Relationship** |
| **1.** | **Name of the related party and its relationship with the Subsidiary Company, including nature of its concern or interest (financial or otherwise)** | IsmartU India Private Limited (“**IIPL**”) | Tecno ReallyTek Limited (“**Tecno**”) | Related Party as per SEBI Listing Regulations. |
| **2.** | **Type, nature, material terms and particulars of the contract or arrangements** | | | |
| | Sale of Products and Services | | | |
| **3.** | **Monetary value of the transaction p.a.** | Not exceeding INR 1,500 Crores p.a. in the aggregate | | |
| **4.** | **Any advance paid or received for the contract or arrangement, if any** | Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business. | | |
| **5.** | **Tenure** | FY 2025-26 and FY 2026-27 | | |
| **6.** | **Justification as to why the proposed transaction is in the interest of the Company** | As specified in the ‘Background details and benefits of the transactions’ | | |
| **7.** | **Whether the transaction relates to any loans/ inter-corporate deposits, advances or investments made or given by the Listed entity or its subsidiary** | Not Applicable | | |
| **8.** | **Details of valuation or other external party report (if any)** | The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm’s length. The Company seeks transfer pricing study through an independent agency on yearly basis for establishing arm’s length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements / recoveries are basis actual cost incurred. | | |
| **9.** | **Percentage of Company’s annual consolidated turnover for the immediately preceding financial year, that is represented by value of proposed transaction (and for RPT involving a Subsidiary, such percentage calculated on the basis of Subsidiary’s annual turnover on a Standalone basis shall be additionally provided)** | INR 1,500 Crores constitute 3.86% of the annual consolidated turnover of the Company for the FY 2024-25.<br>INR 1,500 Crores constitute 22.05% of the annual turnover of the Subsidiary Company on a standalone basis. | | |
| **10.** | **Any other information** | Nil | | |

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 7.

The above resolution is in the interests of the Company and the Board recommends the Resolution as set out in Item No. 7 to be passed as an Ordinary Resolution by the Members of the Company.

Except as mentioned above, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 7 of the Notice.

## Item No. 8

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(“SEBI Listing Regulations”)**, every listed company is required to annex with its Board’s Report, a secretarial audit report, issued by a Practising Company Secretary. The Board of Directors of the Company had appointed M/s Shirin Bhatt & Associates, a firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

However, SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company at its meeting held on 20th May, 2025, pursuant to the recommendations of the Audit Committee, has recommended appointment of M/s SBYN & Associates LLP (FRN No. L2025UP108500), a firm of Practising Company Secretaries ("SBYN"), as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30.

M/s SBYN & Associates LLP, is a Peer Reviewed Firm of Company Secretaries, founded by professionals with experience in corporate compliance, secretarial audits and SEBI Regulations and is authorised to conduct Secretarial Audit and issue Secretarial Audit report of the Company.

SBYN has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. SBYN has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

The proposed remuneration to be paid to SBYN for the financial year 2025-26, is Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain such other services in the nature of certifications and other professional work, as approved by the Board of Directors for which the auditors will be remunerated separately on mutually agreed terms. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Secretarial Auditors, for the balance part of the tenure based on review and any additional efforts on account of changes in regulations, restructuring or other considerations. There is no material change in the fee payable to Secretarial Auditor.

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

The Board recommends the Ordinary Resolution set out at item number 8 of the notice for approval by the members.

**Registered Office:** B-14 & 15, Noida, Phase-II,
District Gautam Buddha Nagar,
Uttar Pradesh-201305
**CIN:** L32101UP1993PLC066581

**Email:** investorrelations@dixoninfo.com
**Website:** www.dixoninfo.com

For **Dixon Technologies (India) Limited**

Sd/-
**Ashish Kumar**
**Chief Legal Counsel & Group Company Secretary**
**M.No.- F8355**

**Date:** 22nd July, 2025
**Place:** New Delhi

# Annexure-A

**Details of the Director(s) as on date of this Notice seeking re-appointment of Director at the Annual General Meeting**

(Pursuant to Regulations 26 and 36(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards on General Meetings)

| | |
|---|---|
| **Item No.** | 3 |
| **Name of Director** | Mr. Sunil Vachani |
| **DIN** | 00025431 |
| **Category of Director** | Executive Chairman |
| **Brief Resume** | As mentioned hereunder |
| **Date of Birth and Age (in years)** | 27th November, 1968 and 56 Years |
| **Nationality** | Indian |
| **Qualifications** | Degree of Associate of Applied Arts in Business Administration |
| **Experience & Expertise** | Mr. Sunil Vachani has over three decades of experience in the EMS industry. He is associated with the Company since its inception and under his reins, the Company has been adjudged as one of the leading Indian EMS by various trade journals and industry bodies. Mr. Vachani had been associated with Benin for over 10 years as their Honorary Consul General. He been elected as Vice President (South) of Consumer Electronics and Appliances Manufacturers Association **("CEAMA")**, for the term 2021-23. He is also one of Board member of CEAMA. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee.<br><br>Mr Vachani has been awarded the "Man of Electronics Award" by CEAMA in 2015, the "Outstanding Citizen Award 2012" by the Sindhi Chamber of Commerce and one of the "Top 100 people influencing EMS" in 2012 by the ventureoutsource.com. He has been awarded as the Dataquest Aatma Nirbhar Bharat Champion for the year 2020. Mr. Sunil Vachani has been conferred with Electronic Industries Association of India's Special Jury Award for "Electronics Man of the Year" for 2020-21. He has also been bestowed with the prestigious 'EY Entrepreneur of the Year™ 2021' award in Manufacturing category. |
| **Terms and conditions of appointment or re-appointment** | As per the Resolution passed by the members at the Annual General meeting held on 28th September, 2021, Mr. Vachani was appointed as Whole Time Director for a period of 5 years, with effect from 5th May 2022 and upto 4th May, 2027 liable to retire by rotation. |
| **Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable** | As per the existing terms approved by the shareholders at the Annual General Meeting held on 23rd August, 2022 and pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.<br><br>For The remuneration last drawn by the director, please refer the Corporate Governance Report, forming part of the Annual Report |
| **Date of first appointment on the Board** | 15th January, 1993 |
| **Shareholding in the company as on 31st March, 2024** | 32,14,409 (5.34%) |
| **Relationship with other Directors, Manager and other Key Managerial Personnel of the Company** | No inter-se relation |
| **Number of Meetings of the Board attended during the year** | 5 |
| **Other Directorships** | (a) Padget Electronics Private Limited- Whole-time Director<br>(b) Prikar Holding Private Limited- Director<br>(c) Dixon Electro Manufacturing Private Limited- Director<br>(d) Dixon Technologies Solutions Private Limited- Director |

| | |
|---|---|
| **Membership/ Chairmanship of Committees of other Boards as on 31st March, 2025 (Refer Note 1)** | Nil |
| **Names of the Listed entities from which the person has resigned in the past 3 years from directorship** | Nil |
| **Skills and Capabilities required for the role and the manner in which the proposed meets such requirements** | N.A |
| **Resignation as a Director from Listed Companies in past 3 years** | Nil |

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

Dixon®
The brand behind brands

**Dixon Technologies (India) Limited**

Integrated Annual Report 2024-25

# Engineering Excellence
# Focused on the FUTURE

Pg 02-102

## Corporate Overview



Visit our website download our Annual report FY 2024-25

# Inside the Report

Pg 103-229

## Statutory Reports



Pg 230-404

## Financial Statements



**Forward-looking statements**

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

# Engineering Excellence Focused on the FUTURE

At Dixon Technologies (India) Limited ("**Dixon/ Company**"), we believe that engineering excellence is the cornerstone of sustainable success.

Over the years, we have consistently upped the bar, setting new benchmarks in technical expertise, along with our designing and manufacturing capabilities. As India becomes a central hub in the global manufacturing landscape, Dixon is well positioned to capitalize on the transformation. The global shift in supply chains, supported by the government's 'Make in India' initiative, has encouraged major industry players to expand their presence in India and Dixon is right at the heart of this momentum.

We're collaborating with leading technology providers to elevate our product offerings and prepare for exciting feature rollouts in the coming year. Our entry into digital signage solutions has already seen encouraging demand, and we're now stepping into new categories like industrial, institutional, and automotive displays.

Internationally also, we are broadening our footprint through exports to neighbouring countries and are proactive in exploring new global markets. In addition, we are investing in advanced manufacturing capabilities, including robotic panel assembly lines, to further strengthen our product portfolio.

We are preparing ourselves for the next phase of growth. That means investing in new capacities, diversifying into high-potential product categories and staying committed to the core values that built Dixon: Quality & Excellence.

At Dixon, being responsible is a way of life. We believe that weaving ESG principles into our everyday operations is not only the right thing to do but also the smartest way to ensure sustainable value for all stakeholders. Our aim is to grow with purpose. We want to create long-term value for our shareholders, customers, employees, communities, and the environment as a whole. For us, true success lies in building a better, more sustainable future for all.

Dixon is one of the leading providers of Electronic Manufacturing Services (EMS) in India catering to the diverse requirements of clients across domestic and international markets.

Our frugal and flexible competencies help us to serve various requirements of clients with precision and agility. We aim to be amongst the top 5 global EMS companies in the coming years.

# Highlights for FY25

### Investors

Refer to pg no. 46

**₹3,88,803 Million**
Total Revenue

**₹202.58**
EPS (Diluted)

**₹8/-**
Dividend per share (proposed for FY 2024-25)

### Customers

Refer to pg no.52

**6**
R&D centres

**₹20 Million**
R&D expenditure (Capital)

### Value chain partners

Refer to pg no. 50

**₹1,67,669 Million**
Total Assets

### Employees

Refer to pg no. 62

**31,000+**
Employees (Permanent & Contractual)

**₹0.51 Million**
Amount spent on trainings

**2,06,001Hr**
Hours of trainings conducted

### Environment

Refer to pg no. 68

**17.05 TJ**
Renewable energy consumption

**10%**
Increase in renewable energy consumption

### Communities

Refer to pg no. 54

**₹103 Million**
CSR expenditure

# About Dixon Group

Dixon Group, with a revenue of INR 3,88,803 Million (on a consolidated basis), is one of the leading provider of Electronic Manufacturing Services in India. With over 31,000+ employees, the group operates 24 manufacturing facilities across India, with a presence in diverse business verticals such as: (i) Consumer electronics like LED TVs; (ii) Home appliances like washing machines; (iii) Lighting products like LED bulbs and tubelights, downlighters; (iv) Mobile phones; (v) Wearables and Hearables (vi) Refrigerators and (vii) Telecom and IT hardware products.

At Dixon, we are passionate about creating innovative solutions that improve lives and businesses. As one of the leading Electronics Manufacturing Services (EMS) provider, we partner with global brands to bring high-quality products to the market. With an experience of over three decades in the industry, we provide services to customers as an original equipment manufacturer (OEM) and original design manufacturer (ODM). Our commitment towards excellence drives us to push our boundaries and ensure every product meets the highest standards and quality.

With a focus on sustainability and efficiency, we are dedicated to delivering solutions to our end- customers that meet today's needs and also contribute to a greener tomorrow. Our state-of-the-art facilities, skilled workforce and customer-centric approach allow us to adapt quickly and deliver impactful results.

We and our partners strive to shape a connected future where technology empowers progress, initiates growth and enhances quality of life for people around the world.

**30+ years**
Industry experience

**24**
Manufacturing plants in India

**6**
R&D centres

**1#**
Indian EMS Ranking

**13#**
Global EMS Ranking

**35+**
Global recognised quality certifications

# Based on MMI Global Rankings


## Mission

Our Mission statement includes the following:

**Customer First**

Strengthen customer partnerships by providing products and services of the greatest value through innovation and excellence.

**Empowerment & Respect**

Emphasis on dignity, equality and individual growth.

**Precision without compromise**

Execute with excellence; drive to six-sigma capability in all key processes to ensure that our partners received nothing but the best.

**Supplier Alliances**

Emphasise communication, training, measurement and recognition.

**Integrity at the Core**

Conduct business with uncompromising integrity.

**Social Responsibility**

Be an asset to the community.

**Creating value for all Stakeholders**

Through sustainable and transparent business practices.

## Vision

To redefine the future of electronics manufacturing by becoming the most trusted innovation partner for global brands- known for precision, sustainability and transformative impact across industries.

## Our Core Values

We at Dixon strictly adhere to our values, which are:

**Quality** – Offering innovative and quality products and services that meet customer expectation.

**Trust (nurturing relationships)** – Laying the foundation of a trust-based and long-time relationship with every customer.

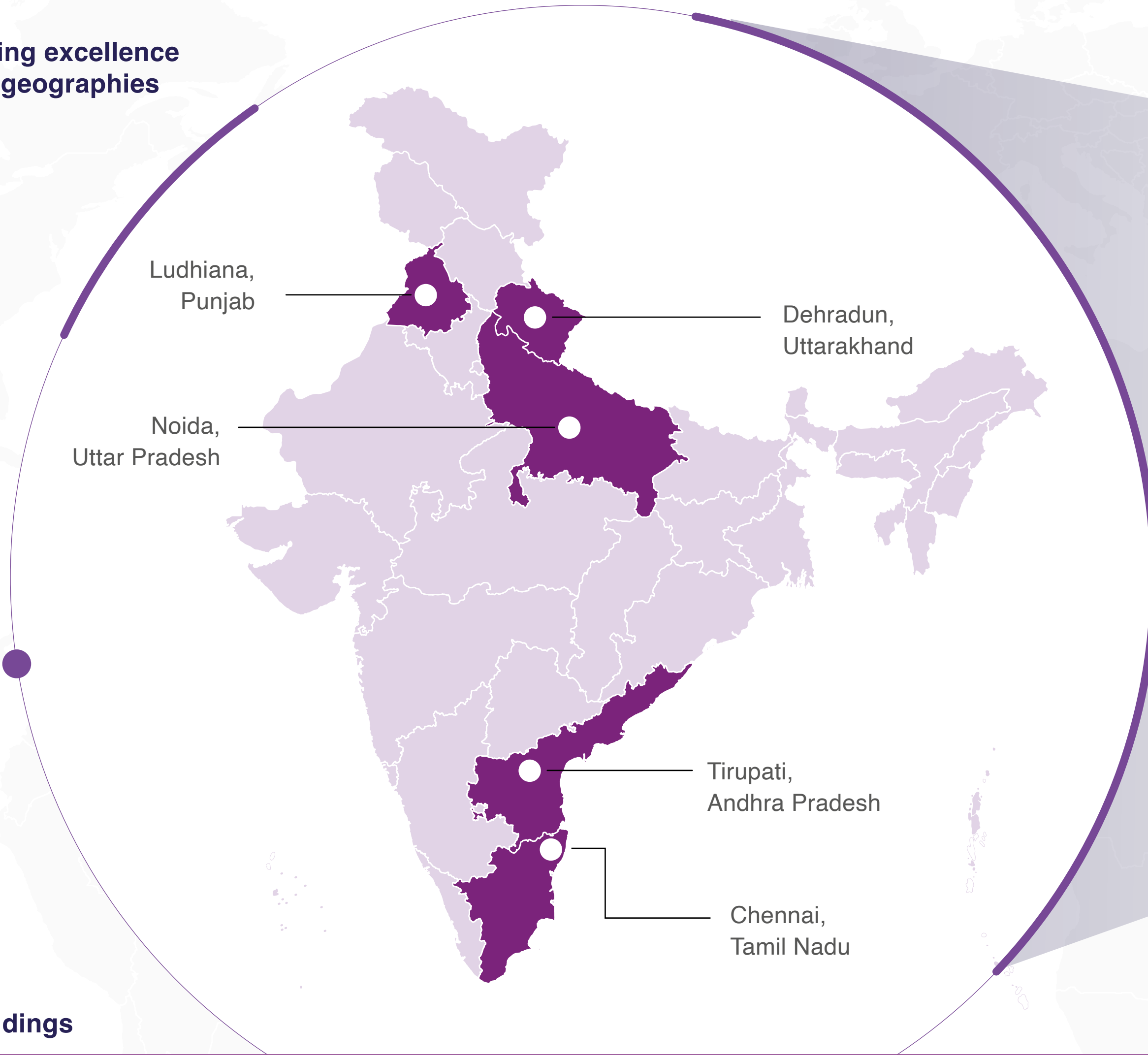
**Passion for excellence** – The relentless pursuit of innovation, improvement and operational excellence- pushing boundaries to stay ahead in dynamic industry.

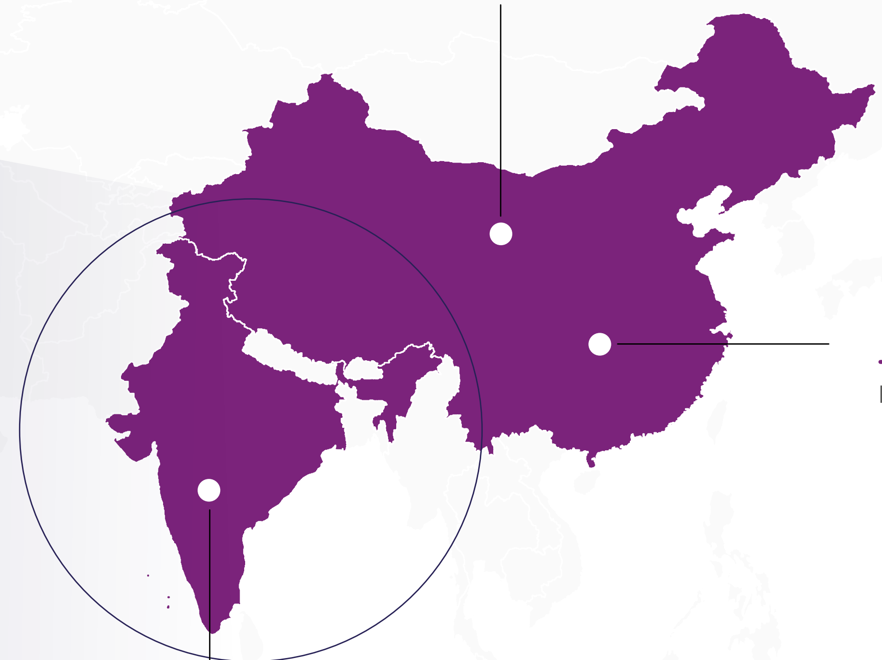
**Behind every great brand is a trusted partner powering its journey.**

At Dixon, we are that quiet force that is designing, building and delivering with precision and passion. As India rises as a global manufacturing hub, our scale and expertise help brands go further and faster.

# Global footprint

**Delivering excellence across geographies**



## 4.8 Mn Sq. Ft.

Dedicated to Manufacturing excellence

## 6

R&D centre in India and China

## 24

State-of-the-art manufacturing facilities located in Uttar Pradesh, Uttarakhand and Andhra Pradesh, Punjab and Tamil Nadu

### Our holdings

## 12

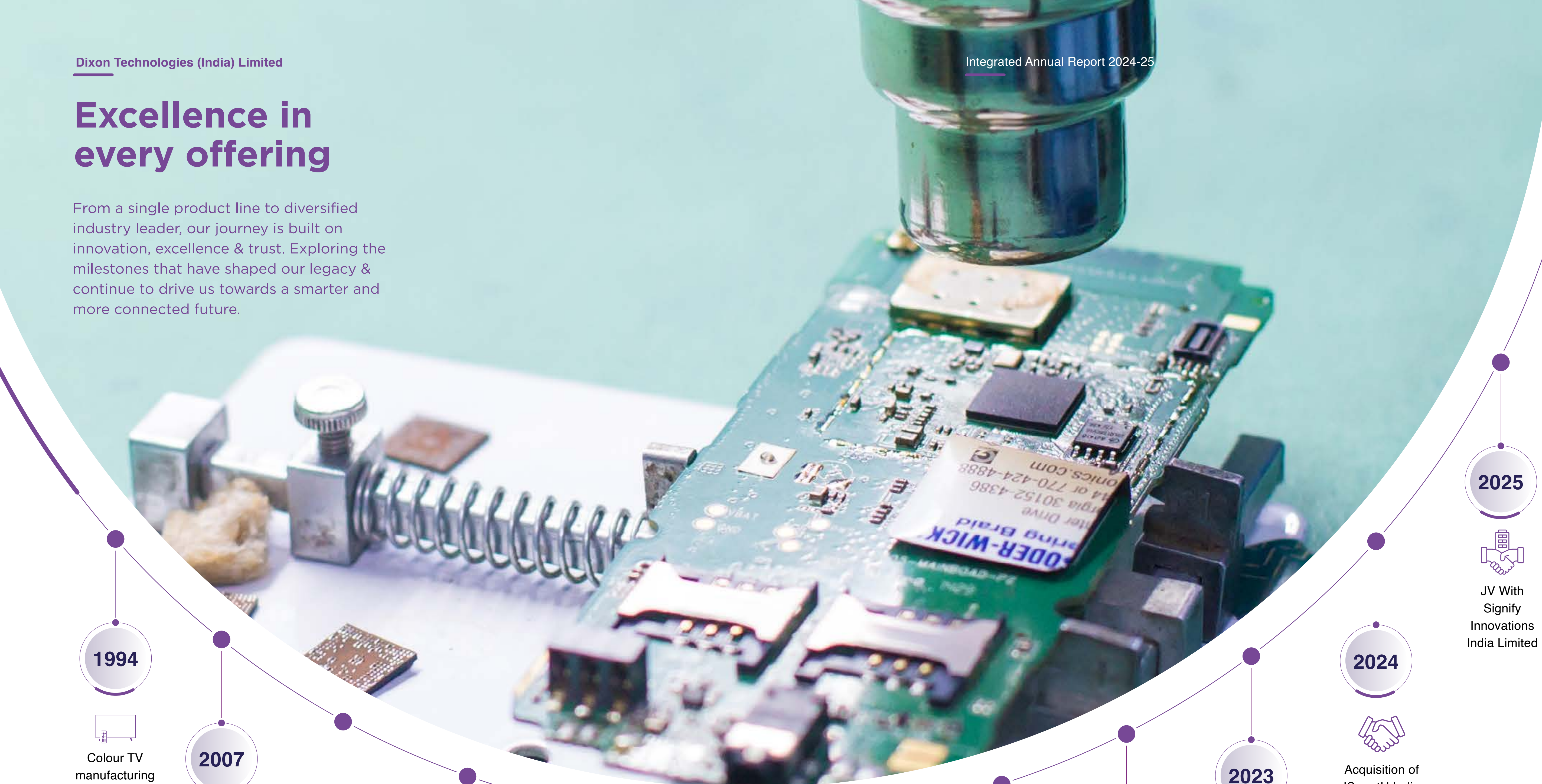
Subsidiaries

- 100% Dixon Global Private Limited
- 100% Padget Electronics Private Limited
- 100% Dixon Technologies Solutions Private Limited
- 50.10% IsmartU India Private Limited (Subsidiary of the Company effective 13th August, 2024)
- 100% Dixon Display Technologies Private Limited
- 51% Dixon Electro Appliances Private Limited
- 100% Dixon Electro Manufacturing Private Limited
- 100% Dixon Teletech Private Limited
- 100% Dixtel Infocom Private Limited
- 100% Dixon IT Devices Private Limited
- 100% Dixon Electroconnect Private Limited

## 2

Joint Ventures

- 40% Rexxam Dixon Electronics Private Limited
- 50% Califonix Tech and Manufacturing Private Limited



# Excellence in every offering

From a single product line to diversified industry leader, our journey is built on innovation, excellence & trust. Exploring the milestones that have shaped our legacy & continue to drive us towards a smarter and more connected future.

**1994**
Colour TV manufacturing

**2007**
LCD TV's

**2008**
CFL lighting and reverse logistics

**2010**
LED TV, washing machines, sheet metal & plastic moulded components

**2016**
Mobile phones

**2017**
Security surveillance system (CCTV & DVRs)

**2020**
Set top boxes manufacturing

**2021 -23**
Fully automatic top load washing machines, wearables & hearables, telecom & IT hardware and Inverter AC control boards.

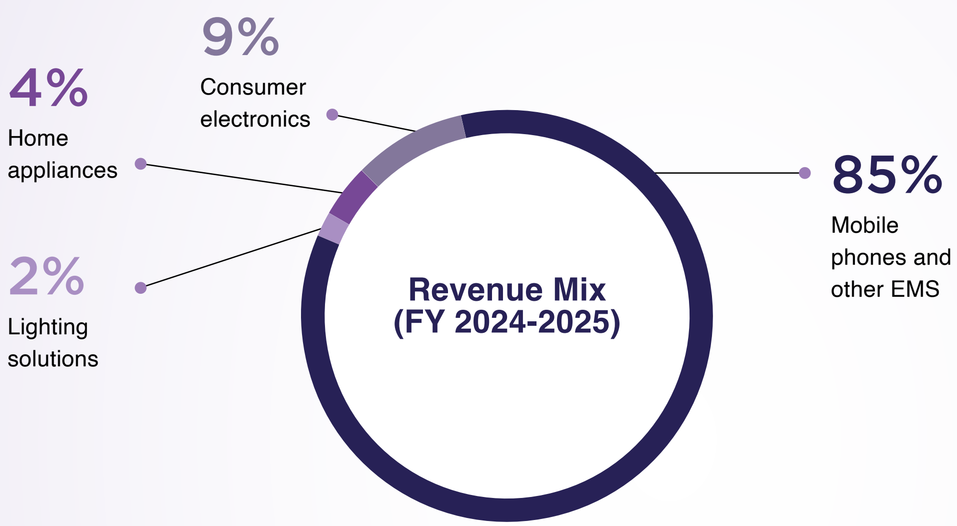
**2023**
Refrigerators

**2024**
Acquisition of ISmartU India Private Limited

**2025**
JV With Signify Innovations India Limited

# Providing solutions across segments

Dixon operates across multiple segments covering a wide range of electronic products and appliances. Our offerings cover a wide range of goods ranging from home needs to networking products and adds value to brands.








## Consumer Electronics

Rapid urbanisation, the increasing popularity of OTT platforms, better internet connectivity and promotions as well as the rise of online shopping and digital sales channels is expected to accelerate the adoption of consumer electronics in India.

### Products

- LED TV (32 inches to 98 inches)
- Smart TVs, Monitors, IFPD Commercial displays, Digital signage
- PCB & LCM panel assembly, LED Bar
- Injection moulding

### Highlights in focus

**6.0** Million units p.a

Production Capacity

**Largest**

- Original Design Manufacturing (OEM & ODM) Company in India.
- Manufacturing Facility in Tirupati, Andhra Pradesh.

**First**

- Company's ODM to get TIZEN and Google license to address 60% of the outsourced market requirements.
- Dixon has sub-licensing rights for Android and Google TV.
- Partnership with Amazon FIre TV and LG WebOS.

### Business in numbers

Share in revenue (%)

| | |
|---|---|
| FY2022-23 | 35 |
| FY2023-24 | 23 |
| FY2024-25 | 7 |

**7%**
Operating Profit Contribution

**(30%)**
YoY growth in revenue

**2%**
YOY growth in Operating Profit

**23%**
ROCE

**37%**
Manufactured market share of Dixon (Outsourced)

### Growth strategies

- Expansion of Customer base in IFPD and digital signage segments.
- Investing in R&D to strengthen ODM capabilities
- Expand Smart TV (Android/Google TV)
- Backward integration (Local injection moulding, LED bar utilisation expansion)
- Explore commercial display segment
- Strengthen vertical integration
- Foraying into providing AI based solutions

# Lighting Solutions

Rising environmental awareness and a focus on energy conservation has driven adoption of LED and CFL lighting. Urbanisation has also contributed to the demand for lighting products.

## Products

- LED Lamps, Battens, Synthetic Down lighter, 2X2s, Panels
- Professional lighting- Street Lights, Floodlights, Industry Lighting
- Strip & Rope Lighting
- CoB Luminaires, Wall Washers, Fancy Lights, Desk Lights, Magnetic Track Lights (Extended range), SMART lights

## Highlights in focus

**India's largest**

ODM player in lighting solutions.

**2000+**

Variants of LED Lights

**200** Million units p.a

Production capacity of LED lamps

**40** Million units p.a

Production capacity of LED Battens

**24** Million units p.a

Production Capacity of LED Down lighters

## Business in numbers

Share in revenue (%)

| | |
|---|---|
| FY2022-23 | 9 |
| FY2023-24 | 4 |
| FY2024-25 | 2 |

**4%**

Operating Profit Contribution

**9%**

YoY growth in revenue

**3%**

YOY growth in operating Profit

**25%**

ROCE

**25%** (Consumer Lighting)

Manufactured market share of Dixon

## Growth strategies implemented

- Lead smart lighting (Bluetooth mesh, Wi-Fi)
- Growing exports
- Deepen backward integration in Mechanicals (Polymers/ Metals)
- Foraying into premium lighting, solar lights, flood lights,desk lights, decorative range





# Home Appliances

There is a potential growth in the Home Appliances market in India because of urbanisation, ease of use and rising income. Energy efficiency and sustainability are becoming increasingly important considerations for consumers hence driving the demand in this segment.

## Products

- Semi-Automatic Washing Machine (SAWM)
- Fully Automatic Top Load (FATL)

## Highlights in focus

**Largest ODM**

Semi- Automatic Washing Machine (SAWM) & FATL manufacturer.

**Wide**

Range of models

We offer **175+** odd models in SA and **20+** models in FATL for both to domestic and international customers.

**0.6** million units annually

Installed capacity of FATL (Injection moulding/ Press shop/ Assembly Lines)

**2.4** million units annually

Installed capacity of Semi-Automatic Washing Machine (Injection moulding/ R&D Design, NABL Lab/ Tool Room/ Assembly Lines)

## Business in numbers

Share in revenue (%)

| | |
|---|---|
| FY2022-23 | 9 |
| FY2023-24 | 7 |
| FY2024-25 | 4 |

**10%**

Operating Profit Contribution

**13%**

YoY growth in revenue

**36%**

ROCE

**15%**

YOY growth in operating profit

**35%** in SAWM and **15%** in FATL

Manufactured market share of Dixon

## Vision ahead

- Sustain No. 1 Washing Machine ODM in India
- Product Differentiation through technology & Design
- Factories automation & Digital transformation

## Growth strategies

- Expand into new product categories
- Foster customer acquisition and target exports markets
- Expanding plastic injection moulding and metal sheet capability
- Boosted R&D for evolving consumer preferences.
- Automation and digitisation of factories
- Development of Centre of Excellence (COE) for skill development
- Expanding Tirupati Factory from 0.6 Million units to 1 Million units p.a. capacity

# Mobile Phones and EMS

India's smartphone market is experiencing a surge in demand for budget-friendly devices due to the country's large population and price-sensitive consumer base. The continuous introduction of new features and technologies like improved camera quality, high processor speed, and advanced display technologies attract consumers and keep the market flourishing.

### Products

4G, 5G Mobile Phones (Feature and Smart)

### Highlights in focus

**Fastest**

Growing EMS Company by Revenue and Market Capitalization.

**Strong**

Manufacturing capabilities for 4G & 5G phones.

**First company**

to receive disbursement under PLI Scheme in the segment.

**30** Million units annually

Production capacity of feature phones

**45** Million units annually

Production capacity of smart phones

### Business in numbers

Share in revenue (%)

| | |
|---|---|
| FY2022-23 | 43 |
| FY2023-24 | 62 |
| FY2024-25 | 85 |

**64%**

Operating Profit Contribution

**195%**

YoY growth in revenue

**225%**

YOY growth in operating profit

### Vision ahead

- Volume expansion
- Expansion of exports

### Growth strategies implemented

- Customer portfolio expansion
- Capacity scaling for demand surge
- Backward Integration and Localisation
- Deployment of advanced automation technologies and robotics in assembly lines
- Development of Smart Factory (Transition towards Industry 4.0 by integrating AI driven analytics. advanced MES systems and end-to-end digital connectivity).



# Emerging Businesses

### Telecommunication and networking products

**15** Million units of 5G FWA devices and GPON ONTs annually

Production capacity

- Product Range: GPON ONTs with dual band Wi-Fi 5/6 capabilities, 5G Fixed Wireless Access (FWA) solutions, including Indoor Units (IDUs) and Outdoor Units (ODUs), IPTV Set Top Boxes (STBs)
- Our Telecom & Networking Products division, operated through our 51:49 Joint Venture with Bharti Airtel continues to demonstrate robust growth and strategic alignment with India's self reliance objectives in electronics manufacturing.
- We are aligning our demand with PLI schemes to enhance our capabilities.
- With the commencement of 5G FWA production in Q1 FY 25, we have significantly ramped up our manufacturing operations.
- The current total installed capacity has now been scaled to over 22 million units per annum, marking a significant increase from 16 million units in FY 24.
- In line with the Government of India's PLI scheme and 'Make in India' initiative, we have introduced In-house injection moulding and tooling operations; localization of key components including plastics, mechanicals, packaging, chargers and power supply units.

### Refrigerators

**1.8** Million units annually

Production capacity

- Products offered- 190L, 215L, 230L Refrigerators Dixon Electro Manufacturing Private Limited, a wholly owned subsidiary of Dixon, has started commercial production of refrigerators in their best equipped facility in Noida
- We have established MES systems to manage brand production, Quality performance and production planning effectively
- We are developing an in-house product testing facility which is under accreditation process.

#### New Products: To be introduced

1) 50L/ 100L/ 170L Refrigerators
2) Vizi Coolers
3) Deep Freeze
4) Side by Side Refrigerators
5) 2 Door Frost Free

### Set top box

**8** Million units annually

Production capacity

- We have set up a large-scale manufacturing facility for set-top boxes.
- Our Set Top box capacity remains strong with enhanced capabilities to now produce the hybrid STBs and also large volumes of IPTV STBs.
- We cater to major brands strengthening our presence in the market.

### Wearables and hearables

**36** Million units annually

Production capacity

- In partnership with Imagine Marketing, we design and manufacture products like TWS earbuds and neckbands.
- With the rise in demand wireless connectivity demand, we have set up a dedicated facility for Bluetooth speakers and smartwatches.
- Our facility supports for SMT, final assembly, testing, packing and outgoing inspection and MES enabled Process Interlocking and Traceability across all lines.
- Also, considering battery manufacturing in India.

### IT hardware

**2.5** Million units annually

Production capacity

- Product range – Notebooks, All-in-Ones, Desktops
- Our IT hardware production is set-up to meet domestic demand and support global partnerships.
- Striving to take advantage of PLI 2.0 for localisation of parts like SSD and display module.
- Foraying into new product categories like servers/ IOT products.

#### Products

Laptops | Desktops | Tablets

# Message from the Executive Chairman

> The broader Electronic Manufacturing Services (EMS) industry signals a shift towards smarter globalisation, blending regional manufacturing with cutting-edge digital technologies.

**Mr. Sunil Vachani**

Executive Chairman,
Dixon Technologies (India) Limited

## Dear Shareholders,

As the financial year 2024-25 draws to a close, Dixon Technologies (India) Limited ("Dixon") stands at an exciting juncture of progress and opportunities. Over the past year, we have demonstrated resilience, navigating market challenges while ensuring steady growth. Against a dynamic macroeconomic backdrop, we have delivered results that presents our focus on excellence, diversifying our portfolio and building sustainable value for our stakeholders. With a vision to lead and appropriate strategies in place, we are poised to achieve even greater milestones in the years ahead.

### Industry Context and Opportunities

India is charting a path of remarkable economic advancement, offering a fertile ground for growth and innovation. With a GDP growth of 6.2% for 2025, the nation continues to be the fastest-growing major economy globally. The government's support is evident in its initiatives like the Production Linked Incentive (PLI) Schemes for Large Scale Electronics Manufacturing. As of February 2025, this scheme has attracted investments worth INR 10,905 crores and generated INR 7,15,823 crores in production.

The introduction of the Electronics Component Manufacturing Scheme, supported by a fiscal allocation of INR 22,919 crores over a span of six years, further bolsters this ecosystem. These policies, complement India's demographic advantage, with a labour force of 600 million and an expanding middle class driving domestic demand.





To harness these opportunities, our approach balances a blend of localised sourcing with global procurement, building a resilient supply chain while scaling production efficiently.

The broader Electronic Manufacturing Services (EMS) industry signals a shift towards smarter globalisation, blending regional manufacturing with cutting-edge digital technologies. The integration of tools like Artificial Intelligence (AI) and advanced automation is becoming increasingly critical for remaining competitive in a rapidly evolving market. At Dixon, we are continuously making investments in digital transformation areas focusing on Industry 4.0 and including more data analysis, more automation, more robotics and more integration with customer systems to stay ahead of market changes. This equips us to adapt seamlessly to market dynamics and contribute to India's 2030 vision of US$ 500 billion in electronics production, by 2030, with USD 200-225 billion in exports.

### Financial Performance

By the close of 31 March, 2025, Dixon recorded a consolidated revenue of INR 38,880 crores, up from INR 17,713 crores in the same period last year with a growth of 119%. This performance showcases our agility and foresight, as we successfully scaled operations to capitalise on emerging opportunities. Our diversified revenue streams have provided stability, shielding us from fluctuations in individual market segments. By enhancing customer relationships, expanding our client base and streamlining operations, we have solidified our leadership across key product categories.

Operational excellence has been a catalyst for strengthening our financial performance. This has reflected in the improvement of key metrics such as return on capital employed (ROCE) and return on equity (ROE). Through prudent capital investments, maximising asset efficiency and maintaining agile working capital management, we have laid a solid groundwork for sustainable growth. Our entry into component manufacturing represents the next chapter of our evolution, unlocking new opportunities for value creation and driving higher profit margins.

### Developments and New Initiatives

This year marked a significant milestone for Dixon as we contributed to India's ambition of becoming a global electronics manufacturing hub. We forged an alliance with a prominent information technology company, supported by the Government's PLI 2.0 scheme. Formalised through an MoU in the presence of the Honourable Union Minister Shri Ashwini Vaishnaw, this collaboration paves the way for Dixon to manufacture Notebooks, desktops and All-in-one PCs. This amplifies our role in the Make in India initiative and expands our footprint in high-value segments. We have also partnered with Signify Innovations India Limited forming a joint venture for carrying out the OEM business of lighting products and accessories which will aid in making India the next hub for manufacturing lighting products for the world as well as Indian Market.

Amongst existing ones, we have also inaugurated another Center of Excellence (COE) at one of our Joint venture Company i.e. Califonix Tech and Manufacturing Private Limited, this year. This facility is a step towards enhancing skill development in the electronics manufacturing services (EMS) industry. Designed to foster a culture of continuous learning, the facility offers comprehensive training programmes that blend theoretical knowledge with real-world applications. By empowering operators and supervisors, the COE will boost both operational efficiency and product quality. This investment in human capital ensures our strong foundation for sustained growth.

### Design and Manufacturing Excellence

Dixon has established itself as a leader in both design and manufacturing within India, distinguishing us in the EMS industry. Since our listing eight years ago, we have experienced exceptional growth, consistently surpassing industry benchmarks by going the extra mile for our customers. Our commitment to design-led innovation not only strengthens customer loyalty but also boosts our margins, particularly in high-growth sectors such as Mobile, Telecom, Wearables & hearables. Moving forward, we aim to rank among the top 5(five) global EMS companies in the coming years ahead by prioritising backward integration, digital transformation and scaling of our operations.

Our new state-of-the-art facility in Noida Sector 151, covering one million square feet, will be dedicated to mobile phone production catering the needs of export markets, for one of our anchor customers. Our plants in Chennai will feature two state-of-the-art projects, an IT hardware park to support global clients and a joint venture with Inventec, a leading Taiwanese ODM. This partnership with Inventec will focus on manufacturing of Notebook, PC products, Desktop PC products including Components and Servers in India. Both facilities will incorporate Industry 4.0 technologies, including automation, robotics and real-time data analytics, to enhance productivity and quality. Further, we also plan to set up mega manufacturing hub in Uttar Pradesh and have signed an intent with YEIDA for allotment of large land bank in YEIDA EMC.

In alignment with our strategic initiatives and backward integration plans, the Company is looking to foray into development and production of camera modules, manufacturing of mechanical enclosures for laptop, mobile phones and manufacturing of Liquid Crystal Modules, TFT- LCD Modules and Displays etc. To this end, the Company is partnering with HKC Corporation Limited to establish a joint venture, subject to necessary statutory approvals, focussed on manufacturing Liquid Crystal Modules, TFT- LCD Modules and Displays etc. This collaboration is expected to give a boost to set up electronic component ecosystem & also deepen the value addition.

> Amongst existing ones, we have also inaugurated another Center of Excellence (COE) at one of our Joint venture Company i.e. Califonix Tech and Manufacturing Private Limited, this year. This facility is a step towards enhancing skill development in the electronics manufacturing services (EMS) industry.

### Building a Strong Workforce

The Company is focused in building a workplace that encourages innovation and empowerment, ensuring Dixon remains a preferred employer in a competitive industry. Further, with initiatives like the Centre of Excellence (COE), we are creating an environment that inspires continuous innovation, collaboration and growth. Dixon has always focused on Team building by ensuing that we have layers of leadership across the organisation, leaders who can be groomed to take new challenges and take the organisation to next orbit of growth. This commitment is reflected in us being awarded "Great Place to Work" for a successive 4th time in 4 years.

### Commitment to Sustainability and Social Impact

Sustainability is integral to our growth strategy, with a clear focus on achieving net-zero emissions by 2035. Our commitment to Environmental, Social and Governance (ESG) principles is reflected in the steady improvement of our ESG scores at Dow Jones Sustainability Index (DJSI) and Stakeholders Empowerments Services (SES) and assurance of our BRSR Core indicators from FY 2024-25 onwards. This progress is driven by our investments in renewable energy, including solar-powered infrastructure across all our plants. We are also making a positive social impact. Gender diversity has always been a top priority of the Company, which is reflected by 75% of our workforce in one of our southern plants being women. We are also working towards achieving 70% female representation in our workforce, in our northern facilities. These efforts highlight our belief that sustainability drives long-term value for our stakeholders and helps us build a better future for everyone.





### Looking Ahead

India's vision of becoming a developed nation by 2047 requires consistent annual growth of 8%, a target that demands bold reforms and execution. At Dixon, we see ourselves as contributors to this journey, driving advancements in electronics manufacturing and boosting exports. Our performance in FY 2024-25 reflects our commitment to this goal but we understand that the road ahead calls for agility and forward-thinking strategies.

We are confident in our ability to sustain revenue and deliver long-term value. Capitalising on favourable industry trends, we will broaden our reach, strengthen partnerships and refine our operations. The years ahead hold immense potential, with opportunities ranging from rising domestic demand to global partnerships and technological breakthroughs. With a clear strategy and a capable team, we are well-equipped to navigate uncertainties while setting new benchmarks in the EMS industry. Dixon has and shall always focus towards being most respected EMS Companies and trusted partners in terms of transparency, frugality, customer eccentricity.

### Closing Note

We immensely value the trust you have placed in Dixon Technologies (India) Limited. Your support enables us to execute our vision, achieve our goals and contribute to India's growth journey. We will make sure to strengthen our capabilities and deliver sustainable results that continue to deliver on your expectations.

Yours sincerely,

**Mr. Sunil Vachani**
Executive Chairman,
Dixon Technologies (India) Limited

> Our commitment to Environmental, Social and Governance (ESG) principles is reflected in the steady improvement of our ESG scores at Dow Jones Sustainability Index (DJSI) and Stakeholders Empowerments Services (SES) and undertaking reasonable assurance of our BRSR Core indicators from FY 2024-25 onwards

# Vice Chairman and Managing Director Message

"The mobile phone segment has been a clear standout for us this year. Revenue from mobile phone manufacturing reached ₹28,116 crores for the fiscal year, marking an extraordinary year-on-year growth of 208%"

**Mr. Atul B Lall**

Vice Chairman & Managing Director
Dixon Technologies (India) Limited

## Dear Shareholders,

This year has been marked by significant milestones and continued progress on our journey to strengthen Dixon's position as a leading electronics manufacturing services provider, both in India & globally. Despite a dynamic and challenging business environment, our relentless focus on operational excellence & strategic partnerships has enabled us to expand our manufacturing capabilities, expand product portfolio and deliver robust growth. Our commitment to quality, customer satisfaction, and sustainable value creation remains unwavering, and I am confident that with the dedication of our talented team and the trust of our stakeholders, Dixon is at the forefront of a transformative phase in Indian electronics manufacturing & well-positioned to capitalize on emerging opportunities and drive long-term growth.

The 'Make in India' initiative has served as a tangible catalyst, significantly boosting the entire Electronics Manufacturing Services (EMS) sector in India. This favourable external environment has provided a strong tailwind, which we, at Dixon Technologies, have strategically capitalised on to achieve significant growth and further strengthen our position in the market & we foresee Electronics Component Manufacturing Scheme as a strong enabler for backward integration, cost efficiency, long-term value creation & are committed to leverage the scheme to enhance capabilities & contribute to India's goal of becoming a global hub for electronics manufacturing.

For FY 2024-25, Dixon Technologies recorded a consolidated revenue of ₹38,880 crores, marking an impressive year-on-year growth of 119%—a testament to the company's strong fundamentals and the effectiveness of its strategic direction over recent years. This exceptional performance was underpinned by robust customer demand, operational scalability, and manufacturing excellence across business verticals, driving operating profit margins to 3.9%.

Dixon Technologies remains firmly committed to delivering strong and sustainable returns to its shareholders. The company's disciplined approach to capital allocation, robust financial performance, and prudent working capital management driven by high asset turnover, operating leverage & optimized capital allocation underlining the quality of our earnings, consistent focus on value accretive growth & structural efficiency of our business model. We delivered a ROCE to 48.5% & ROE to 32.5% as on 31st Mar 25 which is well ahead of Industry's benchmark which was have enabled to consistently generate value, as reflected in its impressive stock performance and dividend payouts. Additionally, the company's near zero-debt position and efficient balance sheet provide the financial flexibility to pursue high-growth opportunities while maintaining long-term value creation as a core priority.

Throughout the year, we continued to scale operations—an outcome of our multi-pronged strategic approach. This involved deepening partnerships with existing clients to increase our share of wallet, on-boarding new strategic customers to diversify and expand market presence, and reinforcing our commitment to delivering operational excellence through enhanced quality, efficiency and reliability. These initiatives have not only accelerated our top-line growth but also strengthened our reputation as a trusted EMS partner.

Looking ahead, we are inspired by the vast potential that lies within a rapidly evolving industry. With a solid foundation, strong client relationships, and a consistent record of high-quality execution, we are confident in our ability to lead the way as India's foremost Electronics Manufacturing Services provider—delivering consistent growth in revenue and profitability over the long term.

### Mobile Phones in the Lead

The mobile phone segment has been a clear standout for us this year. Revenue from mobile phone manufacturing reached ₹28,116 crores for the fiscal year, marking an extraordinary year-on-year growth of 208%. Our collaborations with leading global smartphone brands have grown deeper, reinforcing our standing as a reliable and respected partner in mobile manufacturing.

We are maintaining a robust order book with our existing partners & have added new customers during the year reflecting consistently strong performance and opening up promising avenues for export growth.

During the year, we acquired Ismartu India Private Limited as a subsidiary of Dixon Technologies manufacturing for various smartphone brands.

To further scale up & deepen the operations, we are entering into JV with Vivo with Dixon holding 51% stake, to manufacture smartphones & have filed our PN3 application for FDI approvals & simultaneously working on closing the definitive agreements.

Construction for our state of art mobile manufacturing plant spanning around 1.2 Mn sq ft in underway in Noida and expected to be completed by Mar 26.

### Expanding Horizons with Consumer Electronics Division

Our Consumer Electronics division, encompassing LED TVs & Refrigerators, recorded a revenue of INR 2,897 crores for the year, generating an operating profit of INR 85 crores and a margin of 2.9%. Globally, LED TV market is witnessing subdued demand, primarily due to structural challenges and a significant shift in consumer preference. Despite these market headwinds, we remained focused on strengthening our ODM capabilities & broadening our client & product portfolio. We successfully on-boarded several multinational brands and collaborated with leading technology partners like Amazon for Fire TV solutions & LG for Web OS to integrate their advanced platforms into our products.

For Refrigerators, within the 1st year of operation we have been able to capture around 8% of Indian market & 48% of OEM addressable market in Direct Cool category with more than 15 customers on boarded in a year.

We are also expanding our capacity in Direct Cool Category to 2 Mn p.a. by Q3, FY 25-26 from 1.2 Mn p.a. along with foraying into new products in cooling division like 2 door frost free, side by side, mini bars, deep freezers & Vizi coolers.

### Scaling in the Home Appliances Division

Our Fully automatic top-load (FATL) washing machine production has continued to scale, consistently clocking a volume of 25K units / months & expanding our capacity in our Tirupati plant in order to meet the increased order book.

For Semi Automatic Washing Machine (SAWM), we have commercialised our new manufacturing location in Dehradun with a capacity of 2.5 Mn units p.a. & we will be launching SAWM in 16 kg & 18 kg capacity which will be the 1st across the industry.

Aside providing the ODM solutions, we have now further backward integrated with our own tool room & all the moulds being manufactured in house. We have already started working on Front Load Washing Machines, robotic vacuum cleaners & exploring expansion into new and complementary product categories within home appliances.

### Enhancing Cost Efficiency in the Lighting Division

Within the outdoor lighting segment, we have launched the Professional Product - Flood & Street light series. In a strategic move to enhance cost efficiency and bolster margins, we operationalized our backward integration facility for extrusions used in battens, which is expected to enhance cost efficiency and contribute to margin improvement.

Our 50:50 JV with Signify is expected to commence operations from Q2 FY 2025–26. The JV is expected to generate operating leverage through synergies, expanding into new categories including high end indoor lighting products, professional lighting along with unlocking export opportunities.

### Strengthening our supply chain in Telecom and Networking Products Division

Our Telecom and Networking Products division delivered 4x growth YoY.
Our new Noida facility commenced operations to meet the expanding order book from our anchor customer in this segment.

We have doubled production of 5G Fixed Wireless Access (FWA) solutions—both outdoor and indoor—for the domestic market & mass production for IPTV has started. In line with our backward integration strategy, we have started in house manufacturing of key components like mechanicals and adapters and are steadily working towards localising additional parts to drive cost efficiencies and improve margins.

This vertical is expected to play a pivotal role in Dixon's growth & are deeply exploring to manufacture Non Customer Premise Equipment & Low Volume High Mix Products like Radio Access Networks, Ethernet Switches, Network Transport Equipments.

We have doubled production of 5G Fixed Wireless Access (FWA) solutions—both outdoor and indoor—for the domestic market & mass production for IPTV has started. In line with our backward integration strategy, we have started in house manufacturing of key components like mechanicals and adapters and are steadily working towards localising additional parts to drive cost efficiencies and improve margins.

### Expanding our capabilities for IT Hardware Products

Our dedicated IT Hardware products manufacturing unit in Chennai has started mass production with an annual capacity of 2 Mn units for HP & Asus & healthy order book for Lenovo & Acer.

To strengthen our position in the high-growth IT hardware segment, we have entered into a 60:40 joint venture with Inventec ("one of the world's top 5 PC ODM") for manufacturing of Notebook PC Products, Servers, Desktop PC including its components like SSD's, Memory, Power Supplies in India & have finalized the manufacturing facility in Chennai significantly enhancing our position in the segment.

### Wearables and Hearables

This segment continues to deliver healthy operating margins and strong Return on Capital Employed (ROCE). We maintain a solid order book in this business and are focused on sustaining profitability & are in discussion to expand product portfolio with addition of new brands with focus also on backward integration & localisation.





### AC-PCB

Our 40:60 JV with Rexxam, Japan—focused on manufacturing AC –PCB's has consistently delivered strong results with strong ROCE. To meet the increasing requirements of our anchor customer, we are setting up a new manufacturing facility in Chennai.

### Foraying into Component Manufacturing

Dixon's leadership has emphasized a deep commitment to participating in the government's Electronics Component Manufacturing Scheme (ECMS), aiming to make India—and Dixon—globally competitive. This move is expected to strengthen Dixon's integration into the global value chain, enhance supply chain control, and reduce import dependency, ultimately supporting the broader development of India's electronics manufacturing ecosystem.

We are significantly foraying into electronics component manufacturing as the next major phase of its growth & backward integration strategy. The company has already launched a project for display modules & construction of the manufacturing unit is underway in partnership with HKC, focusing on mobile phones and IT hardware products in the first phase, with mass production expected to commence by end of this fiscal with capacity 2 mn displays/month which will be further enhanced to 4 mn displays/month in the next phase. Company is also actively perusing partnership & investment in electronics components manufacturing such as camera modules & mechanicals.

In conclusion, I want to express my sincere gratitude to all our shareholders for your continued trust and support. I also want to express my deepest appreciation to our dedicated employees, valued customers and trusted partners for their commitment and contribution to the success of Dixon Technologies.

Dixon's leadership has emphasized a deep commitment to participating in the government's Electronics Component Manufacturing Scheme (ECMS), aiming to make India—and Dixon—globally competitive.

We are excited about the opportunities that lie ahead and remain confident in our ability to continue leading as India's premier electronics manufacturing services company, delivering consistent value to all our stakeholders.

Regards

**Mr. Atul B Lall**
Vice Chairman & Managing Director
Dixon Technologies (India) Limited

# Message from the CFO

> In FY 2024-25, we delivered a strong growth with consolidated revenues reaching 38,880 crores, representing 119% year-on-year growth.

**Mr. Saurabh Gupta**

Chief Financial Officer

## Dear Shareholders,

It gives me great pleasure to present to you the financial and operational performance of Dixon Technologies for FY 2024–25. This year has been one of disciplined growth, sustained momentum across our verticals, strengthening of our partnerships, forward-looking investments and sustained focus on building financial resilience as we continue to build Dixon into a world-class electronics manufacturing services (EMS) company with strong fundamentals and sustainable growth.

### Performance Highlights

FY 2024–25 was a year of strong growth for Dixon. Our scale, cost competitiveness and execution discipline enabled us to capture a higher share of wallet from existing partners and on-board new marquee clients. Our continued focus on operational efficiency, value engineering, and capacity optimization allowed us to sustain healthy margins. We exited the year with a strengthened balance sheet, robust cash generation, and healthy return ratios that reinforce our ability to invest for the future.

In FY 2024–25, Dixon delivered strong growth, with consolidated revenues crossing ₹38,880 crores, representing a year-on-year increase of around 119%. EBITDA stood at ₹1,528 crores, 112% growth over the previous fiscal. Profit Before Tax (excluding exceptional items) grew by 125% YOY to ₹1,110 crores, while adjusted PAT after non-controlling interest reached ₹706 crores, reflecting a 92% increase over FY 2023–24. These numbers reflect more than financial performance — they signify the resilience of our model, the trust of our partners, and the energy of our people.

With our unwavering commitment to financial prudence we continue to demonstrate exceptional discipline in managing our working capital cycle which stood at (5) Days, healthy balance sheet with cash & cash equivalent balance of INR 264 crores & low Gross Debt to Equity Ratio of 0.07x. This near zero net debt position along with adequate credit lines gives us significant financial resilience to fund our current & future growth requirements.

Improvement of ROCE to 48.5% & ROE to 32.5% as on 31st Mar 25 which is well ahead of Industry's benchmark driven by high asset turnover, operating leverage & optimized capital allocation underlining the quality of our earnings, consistent focus on value accretive growth & structural efficiency of our business model. ROCE & ROE will always remain key guiding parameters in strategic investment decisions.

### Joint Ventures & Partnerships

This year, Dixon expanded its ecosystem through strategic joint ventures and partnerships that align with our long-term vision.

We successfully finalized multiple joint ventures with leading global and domestic brands across mobile handsets, notebooks & components manufacturing. These partnerships not only deepen our client relationships but also expand our product capability and technology base. The JVs also strengthen India's self-reliance in electronics manufacturing while positioning Dixon as a trusted partner of choice for global OEMs

### Component Manufacturing: Strengthening Dixon's Value Chain

Dixon's foray into component manufacturing offers significant strategic advantages by enabling backward integration, enhancing value capture, and reducing dependency on imports. By producing key components in-house, the company not only improves cost efficiency and supply chain resilience but also aligns with the government's vision of Atmanirbhar Bharat. This move strengthens Dixon's positioning as a comprehensive solution provider & fostering deeper partnerships with global OEMs who increasingly prefer integrated suppliers.

We advanced our backward integration agenda under the Electronic Components Manufacturing Scheme (ECMS). We commenced the development of our display module facility in collaboration with HKC, which will initially support mobile and IT hardware displays & extend to automotive & TV displays. We are actively pursuing partnership & investment in Camera modules, Mechanicals/ Enclosures and other key components.

Additionally, our JV with Inventec will further deepen the manufacturing capabilities in IT Hardware products for manufacturing of Notebooks, Servers along with components such as SSD, Memory Modules etc.

Complementing this, we will be evaluating other key components part of our broader component strategy. Overall, these efforts are anticipated to materially strengthen our margin profile over the medium term.

### Corporate Governance

At Dixon, we remain committed to the highest standards of governance, transparency, and accountability. Our governance framework ensures effective oversight by the Board, robust risk management systems, and culture of ethics and compliance at all levels. These pillars of governance not only safeguard stakeholder trust but also ensure that we continue to operate responsibly as Dixon grows in scale and global relevance.

### A Vision beyond Numbers

While financial results are important, Dixon's journey is more about impact than numbers. Looking ahead, our ambition is clear: Dixon must not only be an EMS leader but a global institution of excellence. We will continue to scale exports, targeting atleast 15-20% of revenues from global markets in the coming years. We will expand into higher-value components, embrace automation and digitalisation, and invest in R&D to make Dixon a centre of innovation. For me personally, as CFO, it is not just about managing numbers it is more about ensuring that every rupee of capital is deployed wisely, that shareholder value compounds sustainably, and that Dixon is prepared not only for the opportunities of today but also for the challenges of tomorrow.

### Engineering the Next Phase of Growth

FY 2024–25 has reinforced Dixon's position as India's leading EMS Company, combining operational scale with financial strength and governance discipline. The year's achievements—in growth, partnerships, and capital efficiency—form a strong foundation for the next phase of our journey. As we step into FY 2025–26, our focus remains on building capabilities, capturing a greater share of the value chain, deepening client trust & remain confident of sustaining strong growth while creating long-term value for our shareholders.

On behalf of the management team, I thank our Board, customers, employees, suppliers, partners, and shareholders for their continued trust and support. Together, we will continue to build Dixon into a truly global electronics powerhouse.

**Mr. Saurabh Gupta**
Chief Financial Officer
Dixon Technologies (India) Limited

# Chief Legal Counsel & Group Company Secretary Message

> Being a responsible business is not about managing disparate functions but nurturing inter-connected pillars that support the sustainable and ethical growth of the Company.

**Mr. Ashish Kumar**

Chief Legal Counsel and Group Company Secretary
Dixon Technologies (India) Limited

## Dear Shareholders,

It is with privilege that I share the insights into our commitment to upholding responsible business practices in this letter for the financial year 2024-25. We strongly believe that being a responsible business is not about managing desperate functions but nurturing inter-connected pillars that supports the sustainable and ethical growth of the Company.

At Dixon, we remain committed to maintaining transparency and upholding the highest standards of ethical conduct.

Our focus has always been on protecting the interests of all stakeholders of the Company while fostering sustainable and long-term growth.

### Governance framework

Our operations are built on a robust governance framework. It is designed not only to ensure regulatory compliance but also to cultivate a culture of ethical conduct and accountability throughout the organisation. At Dixon, we believe that strong governance isn't just about ticking boxes instead it's about doing the right thing, every time. Our approach is based on integrity, transparency and accountability and we take every possible effort to embed these values into everything we do. Good governance helps us make thoughtful, responsible decisions that benefit all our stakeholders in both short term and long term. By consistently strengthening our systems, controls and ethical standards, we're building an organization that people can trust and rely on, today and for the future.

To support the governance, we have an Anti- discrimination and Anti- corruption, Anti-bribery and whistle blower policy supported by a well-defined Code of conduct that serves as a foundation for upholding the principles of respect, integrity, dignity and fairness. Moreover, we strive to adopt and implement strong governance processes, internal- control systems and audit mechanisms which is reflected in our charters/ terms of reference of various committees of the Board and policies adopted by Dixon. Our Commitment towards governance is reflected in Dixon being conferred with 'Golden Peacock Award for Excellence in Corporate Governance for year 2021 and 2024. We are also pleased to share that we participated in the Dow Jones Sustainability Index (DJSI) assessment and achieved a score of 68 which was mostly weighed on drivers like Human Capital Management, Climate Strategy, Customer Relations. This reflects our ongoing commitment to sustainability and responsible business practices, and it provides a strong foundation for continued improvement in the years ahead.

### Regulatory Compliance

At Dixon, we view the regulatory compliance not just as an obligation but as a crucial part of a responsible business. We utilise the compliance management tool, Lex Comply, to stay ahead of the evolving legal and regulatory landscape. This proactive approach ensures timely adherence and helps mitigate regulatory risks. Our commitment to compliance is further validated by the Independent Secretarial Audit, confirming our compliance with corporate governance standards. The CEO and CFO certifications also provide additional assurance on the accuracy of the financial reporting and the adequacy of internal controls. Through regular training, internal checks and close engagement with regulatory bodies, we ensure our processes are aligned with both the letter and the spirit of the law.

### Policies and Procedures

We have formalised various policies across the organisation that are reviewed regularly and updated to incorporate best practices and evolving regulatory requirements, strengthening our internal control environment and ensuring continued compliance.

### Legal Operations

At Dixon, our legal team follows a well-organized and thoughtful approach for managing operations. It starts with proper planning, defined roles and prioritising the work. We place a strong emphasis on empowering team members to take ownership of their work and make informed decisions. At the same time, we foster a culture where learning from mistakes is encouraged, as it drives accountability and growth. We also deeply value mentorship, believing that guidance from experienced professionals brings fresh perspectives and helps shape sound judgement across the team.

### CSR and Responsible Business Practices

Our commitment to responsible business practices goes beyond regulatory compliance and encompasses our Corporate Social Responsibility (CSR) initiatives. We are deeply committed to contributing to the welfare of the Community in which we operate. Guided by our constituted CSR Committee, our initiatives focus on key areas such as:

1. **Education:** Supporting educational programmes and institutions to enhance access to quality education.



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2. **Healthcare:** Investing in healthcare initiatives to improve community health and well-being.
3. **Welfare of Vulnerable Populations:** Undertaking dedicated efforts towards the welfare of the vulnerable and oppressed people of society.
4. **Inclusion and Livelihood:** Promoting inclusion and sustainable livelihood opportunities through non-profits and social enterprises.

We channelize our CSR efforts through reputable non-profits and social enterprises, ensuring our contributions are impactful and aligned with our chosen focus areas. To ascertain if our contributions are spent in a right way, we internally assess the impact of CSR initiatives undertaken by the Company that aids us to channelize our CSR contributions in a better way in the future.

Through our CSR initiatives, we have provided benefit to the community as under:

- Education Support to **2,32,928** Students
- Healthcare Support to **5,636** children's/community member
- Elderly Care for **120+** Senior Citizens
- Contribution towards **835** Rural community members
- Support **398** children/ community members through promotion of Sports

At Dixon, we believe that meaningful CSR starts with our people. We actively engage our employees by encouraging their participation in various community initiatives and social causes that resonate with them. Through volunteering drives, our team members contribute their time, energy, and ideas with genuine passion towards the CSR initiatives.

"These steps reflect our belief that long-term value creation is closely tied to sustainability, ethics, and inclusive growth. We are continuously strengthening our ESG framework, deepening employee engagement, enhancing governance mechanisms, and committing to actions that benefit our communities and the environment."

## Sustainability

At Dixon we have always been committed to creating a positive impact on the society and address environmental challenges sensitively. During the year, we continued to strengthen our ESG framework with focused strategies across environmental, social, and governance pillars. On the environmental front, we advanced our energy efficiency measures by introducing sensor lighting in our corporate office, increased our use of renewable resources by installation of solar panels and adoption of responsible adoption of responsible waste management practices. Socially, we have deepened our employee engagement, promoted diversity and inclusion, Health and Safety of workforce and Prevention of Sexual Harassment at workplace which is reflected in Dixon getting 'Great Place to Work' recognition fourth time in four years and an award for 'Excellence in POSH Policy Implementation' at POSH Enclave Excellence awards. We have also enhanced the community outreach through our targeted CSR initiatives. From a governance perspective, we further improved transparency, internal controls and board oversight mechanisms aligning with the best industry practices. Also, understanding the importance and impact of climate change globally, we also conducted the Climate Risk Assessment of the operations of our business verticals aligning with TCFD (Task Force on Climate related Financial Disclosures) reporting principles. We also conducted Human Rights Assessment of Employees of Dixon on various ESG related aspects of Human Rights. These steps reflect our belief that long-term value creation is closely tied to sustainability, ethics, and inclusive growth.

## Risk Management

Effective risk management remains a priority of our governance practices. We follow a proactive approach in identifying, assessing and mitigating risks across all business verticals of the organization.

We engage in proactive risk management to identify and mitigate potential challenges. Our dedicated risk management committee monitors market dynamics, regulatory changes and internal operations to ensure preparedness in the face of unforeseeable events. Additionally, we focus on the sustained enhancement and the deployment of new internal controls to address potential risks.

"At Dixon, we believe that strong governance isn't just about ticking boxes instead it's about doing the right thing, every time. Our approach is based on integrity, transparency and accountability and we take every possible effort to embed these values into everything we do."

We ensure that robust risk assessment frameworks and contingency plans are effectively implemented to safeguard stakeholder interests.

In conclusion, I would like to take this opportunity to extend my sincere appreciation to the entire organisation and every team member for their dedication, resilience and commitment. I am also deeply grateful to our Board of Directors, our business partners and our valued shareholders for your continued trust and support.

Yours Sincerely

**Mr. Ashish Kumar**

Chief Legal Counsel & Group CS
Dixon Technologies (India) Limited

**At Dixon Technologies, everything we do is built on a foundation of creating long-term value. Our value-accretive business model is deeply rooted in six capitals: financial, manufactured,natural, intellectual, social & relationship and human. These Capitals are at the core of how we work, grow and create lasting impact.**

We focus on what truly matters i.e. building trust with partners, nurturing talent, using resources wisely and staying ahead through innovation. For us, material topics like sustainable sourcing, ethical business conduct, inclusive growth and climate responsibility are not just compliance checkboxes — they are commitments we live by.

That is how we are shaping a business that is not just successful, but meaningful — one that leads to a stronger, smarter and more sustainable world.

# Our value-accretive, sustainable business model

## Inputs

### Financial Capital

Market capital – **INR 7,93,890 Million**
Long-term borrowing – **809 Million**
Net worth – **INR 30,102 Million**

### Manufactured Capital

Capex – **INR 8,956 Million (Capital)**
Manufacturing units – **24**
Corporate office - **1**

### Intellectual Capital

Employees in R&D – **93**
R&D centres – **06**
Avg experience in R&D team - **7years**

### Human Capital

Total permanent employees - **4,447**
Amount spent on training – **INR 5,12,891/-**
Number of training hours – **2,06,001 hours**

### Social and Relationship Capital

CSR expenditure – **INR 103.3 Million**
Number of shareholders - **3,75,630 (as on 31 March, 2025)**

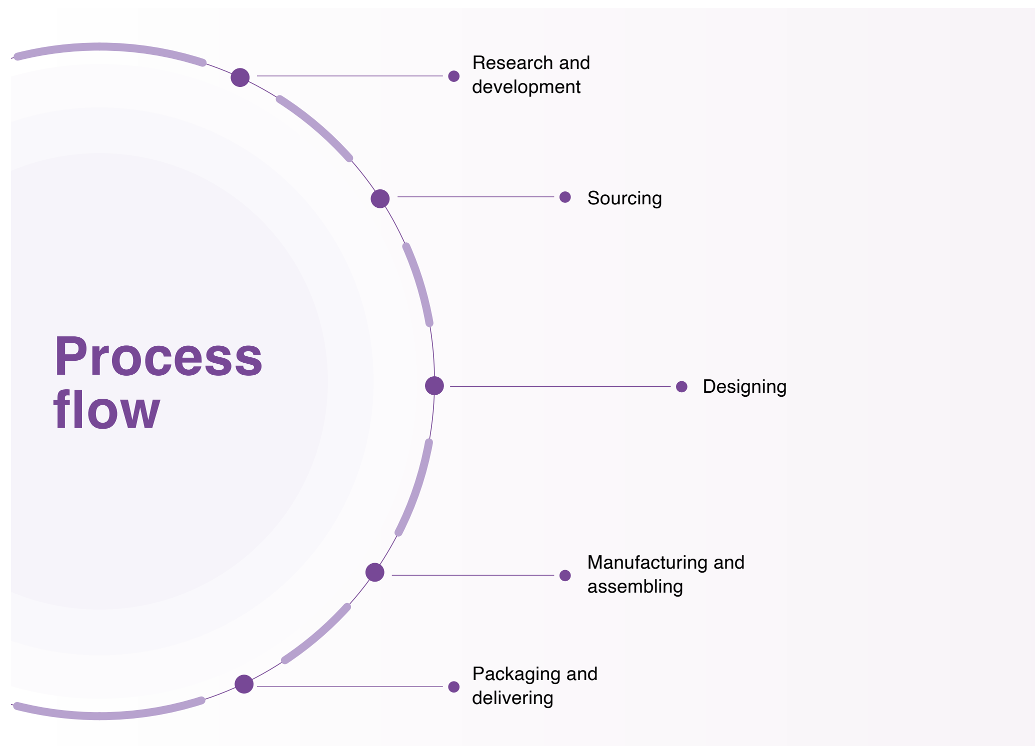
### Natural Capital

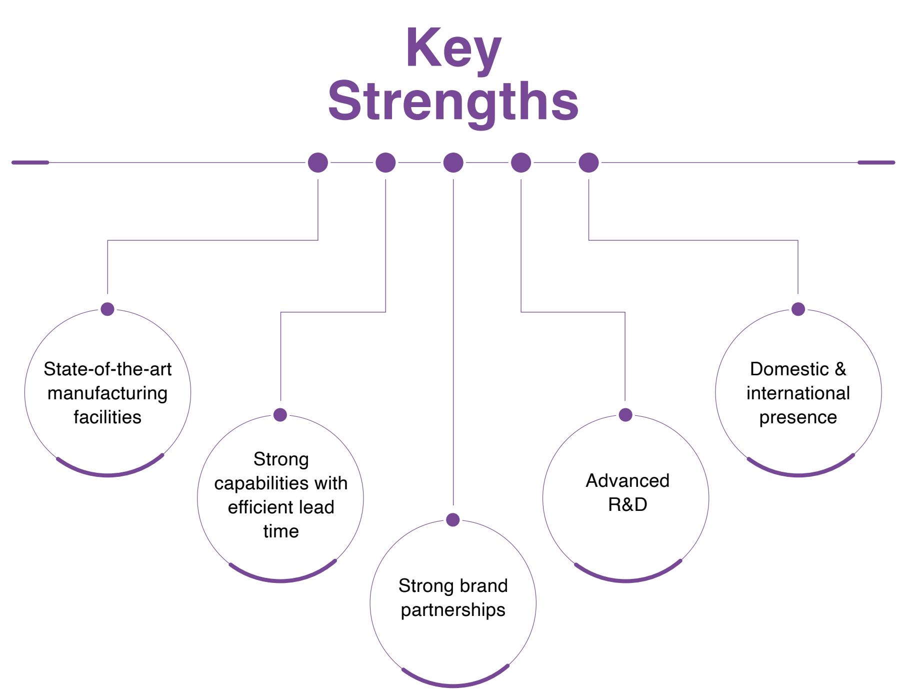
Energy consumption – **173.78 TJ**
Water consumption - **55,277.63 KL**
**(On Standalone Basis)**

All figures above are on consolidated basis except wherever specified.

## Our ecosystem

### Process




## Outputs

### Financial Capital

Revenue - **INR 3,88,803 Million**
EBITDA – **INR 15,278 Million**
PAT Margin – **3.2%**
Net debt- equity ratio - **(0.02)**
ROCE **-48.5%**
ROE – **47.5%**

### Manufactured Capital

LED TV – **6.0 Million units p.a.**
LED lamps - **200 Million units p.a.**
LED Battens – **40 Million units p.a.**
LED down lighters - **24 Million units p.a.**
FATL - **0.6 Million units p.a.**
SAWM - **2.40 Million units p.a.**
Featured phones – **30 Million units p.a.**
Smart phones - **45 Million units p.a.**
Telecom - **15 Million units p.a.**
Set-top-box - **8 Million units p.a.**
IT hardware - **2.5 Million units p.a.**
Wearables and hearables - **36 Million units p.a.**
Refrigerators - **1.8 Million units p.a.**

### Intellectual Capital

Product diversification
Technological innovation
Process improvement

### Human Capital

**13.4%** YoY increase in permanent employees
**31.5%** YoY increase in contractual employees
**25,750** Man days of training and development

### Social and Relationship Capital

**360** degrees Customer Solutions
Empowering children and seniors through CSR activities
Trusted long-term partnership

### Natural Capital

ISO 14001:2015
ISO 9001:2015 Certified Company
Restricted usage of hazardous materials

## Outcomes

### Financial Capital

- Long-term sustainable growth
- Disciplined financial management
- Stakeholder Value Creation
- Consistent Profitability
- Efficient Cash flow Management

### Manufactured Capital

- Building Strategic Partnerships
- Cost Optimisation
- Expanding export opportunities
- High quality standards
- Ensuring safety and security
- Operational Excellence
- Strengthening strategic sourcing

### Intellectual Capital

- Operational excellence through innovation
- Digital Transformation and Automation

### Human Capital

- Investing in upskilling Initiatives
- Promoting workplace wellness
- Diversity and Inclusion policies
- Positive work environment
- Talent retention and engagement

### Social and Relationship Capital

- Promoting Literacy & Education
- Creating employment opportunities
- Stakeholder engagement

### Natural Capital

- ISO 14001:2015, ISO 9001:2015 Certified Company
- Sustainability Initiatives
- Renewable Energy Focus

## Stakeholders impacted

### Financial Capital

Shareholders and Investors, Regulatory Bodies and Government, Business Partners and Suppliers, Employees

### Manufactured Capital

Customers, Business Partners and Suppliers

### Intellectual Capital

Employees, Business Partners and Suppliers, customers

### Human Capital

Employees

### Social and Relationship Capital

Communities, business partners and suppliers

### Natural Capital

Communities, customers, shareholders and investors

## SDGs impacted

# Evaluating material issues meticulously

At Dixon Technologies, we engage closely with our stakeholders and regularly assess the environment, social and governance factors that matter most to our business. This exercise helps us stay aligned with our values, manage risks and focus on our efforts where they can create the most impact.

## Materiality determining approach

**Identification of stakeholders**

We start by identifying key stakeholder groups such as our investors, customers, and employees to understand their expectations and concerns in a better way.

**Evaluating standards and framework**

We refer to the globally recognised ESG standards and frameworks including SASB, MSCI, and BRSR (essential indicators) to ensure our approach is aligned with best practices.

**Online Materiality Survey**

We reach out to selected stakeholders to determine their Materiality preferences.

**Diagnosis Assessment**

We analyse feedback and insights from industry peers to score and prioritise key issues.

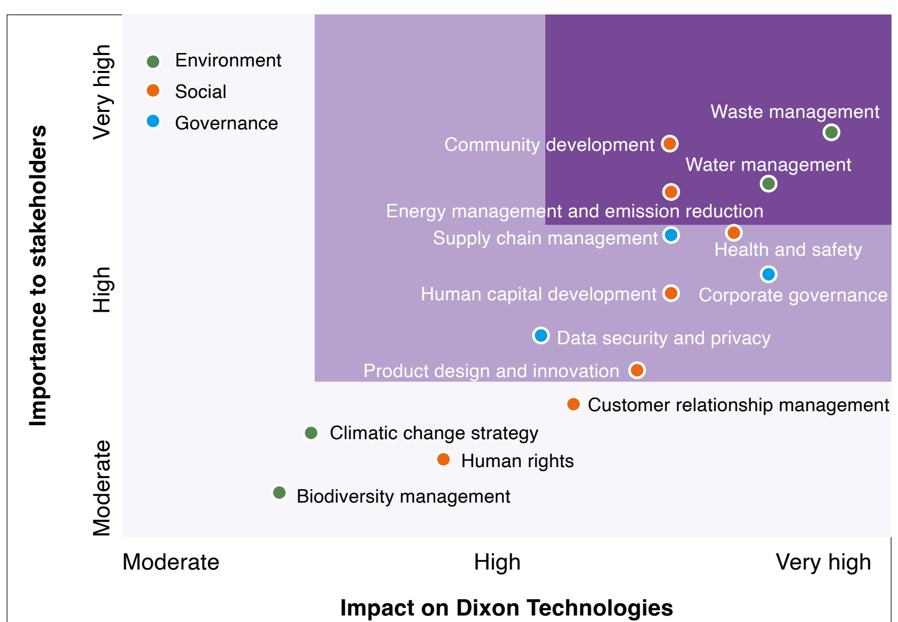
**Materiality Mapping**

We then plot the results using a materiality map to highlight the most significant topics for both Dixon and its stakeholders and then show it on a scatter plot.

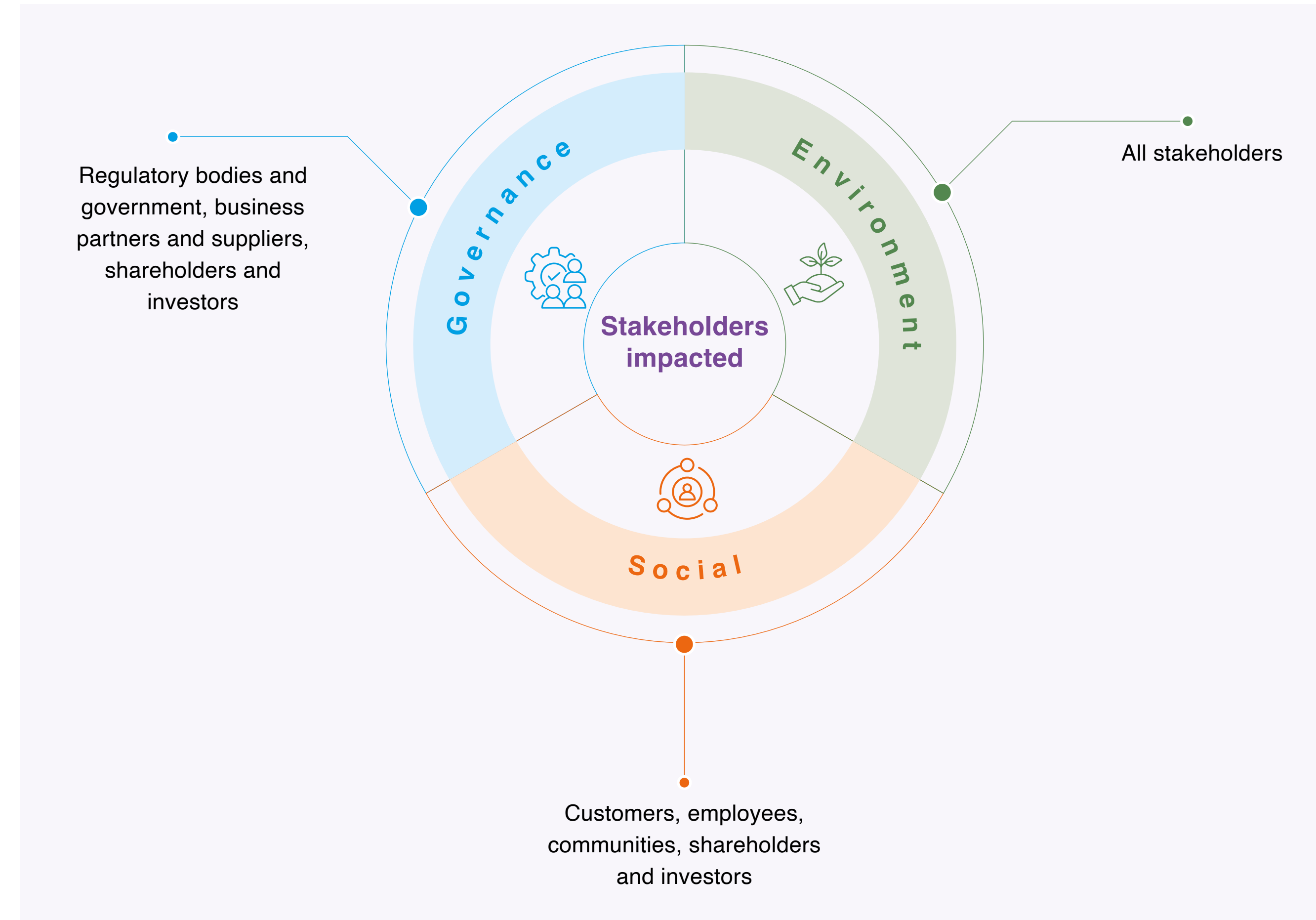
**Final Materiality Matrix**

The Materiality Matrix is then finalised.

## Dixon's Materiality Matrix




| Rank | Material Topics |
|---|---|
| 1 | Waste management |
| 2 | Water management |
| 3 | Health and safety |
| 4 | Community development |
| 5 | Human capital development |
| 6 | Corporate governance |
| 7 | Energy management and emission reduction |
| 8 | Supply chain management |
| 9 | Data security and privacy |
| 10 | Product design and innovation |
| 11 | Customer relationship management |
| 12 | Human rights |
| 13 | Climatic change strategy |
| 14 | Biodiversity management |




## Topics material to us

### Environment

#### Waste Management

**Our actions**

- Waste Managing Strategy – We follow a structured methodology to collect, store and safely dispose hazardous materials and waste to minimise waste generation.
- Packaging Waste – We utilise materials that are easier to recycle or reuse thereby reducing the overall environmental footprint.

**SDG's impacted**

## Environment

### Water Management

**Our actions**

- Water Withdrawal - We are committed to reducing our water usage by promoting sustainable water management practices across our operations.
- Water Discharge - We aim to minimise water disposal by implementing strategies that reduce water consumption.
- Groundwater Recharge - We are actively working on enhancing groundwater reserves through initiatives like rainwater harvesting at various plant locations to reduce water intensity.

**SDG's impacted**

### Biodiversity Management

**Our actions**

- Biodiversity Conservation - We understand our reliance on a healthy environment and try to optimally use and promote conservation of biological resources.
- Biodiversity Restoration - We strive to preserve biodiversity in the areas around our operations and try to reduce environmental damage.

**SDG's impacted**

### Climate Change strategy

**Our actions**

- Climate Risk Assessment (Transition & Physical risk) -We continuously monitor climate risks and incorporate them into our strategies and risk management framework to fulfill our environmental responsibility.
- Climate Risk Mitigation Plan - We focus on reducing greenhouse gas emissions and mitigate global warming through initiatives like tree planting, use of solar power and adopting other sustainable practices.

**SDG's impacted**

## Social

### Health and Safety

**Our actions**

- Occupational Health and Safety Practices - We create a safe and healthy working environment by identifying, controlling and reducing workplace accidents.
- We also detect and handle possible hazards on time to reduce and mitigate workplace risks.
- Non-occupational Health and Safety Programmes - We ensure the well-being of our employees by providing training, taking preventative actions and maintaining a safety management system.

**SDG's impacted**





## Social

### Community Development

**Our actions**

- Engagement with local communities - We engage with local communities to understand their needs and work together to find solutions that can improve their well-being.
- Social well-being - We are dedicated to enhancing the social well-being of the communities by improving their overall quality of life and meeting their needs through our CSR initiatives..
- Community Investments/ CSR initiatives – We carefully plan and implement CSR projects to address the challenges faced by societies in which we operate.

**SDG's impacted**

### Human capital development

**Our actions**

- Employee well-being - We prioritise the well-being of our employees by ensuring they have the support and resources to thrive both personally and professionally.
- Diversity and Inclusion - We build an inclusive workplace that celebrates the unique talents and perspectives of all our employees.
- Learning and Development - We invest in skill development programmes to help our employees grow and succeed in their careers. Establishment of Centre of Excellences is one such initiative.

**SDG's impacted**

### Energy Management and Emission Reduction

**Our actions**

- Energy Efficiency - We focus on improving energy efficiency throughout our product development process to reduce energy consumption and waste.
- Energy / Fuel Transition - We are looking for solutions to utilise renewable energy sources to reduce emissions and dependence on non-renewable sources.
- Emission Reduction - We aim to create a cleaner and more sustainable future by pursuing projects that aim at minimising greenhouse gas emissions.

**SDG's impacted**

## Social

### Product Design and Innovation

**Our actions**

- Process Innovation - We continuously improve our products by focusing on product design and innovation to meet changing customer needs.
- Usage of Technology - We use sustainable technology and invest in new ideas through our dedicated R&D team to drive long-term success of our Company.

**SDG's impacted**

### Customer Relationship Management

**Our actions**

- Customer Engagement - We build strong and long-lasting relationships with our customers through open communication and meaningful interactions.
- Customer satisfaction / feedback system - We actively listen to our customers and use their feedback to improve our services and create better experiences.

**SDG's impacted**

### Human Rights

**Our actions**

- Fair labour practices / conditions - We ensure ethical working conditions and respecting the rights of all workers across our organisation.
- Gender Equality - We treat everyone with dignity and respect. We work to create a workplace free from discrimination.
- Protection of Rights - We follow global human rights principles and promote ethical standards to protect the rights of everyone we work with.

**SDG's impacted**

## Governance

### Corporate Governance

**Our actions**

- Code of conduct and ethics - We act with honesty and integrity in all our business deals and always uphold strong ethical standards.
- Transparency in disclosures - Compliance is our top priority. We communicate openly with our stakeholders by making timely and ethical disclosures to build trust.
- Risk Management - We prioritise compliance and manage risks by following all relevant rules and regulations.

**SDG's impacted**





## Governance

### Data Security and Privacy

**Our actions**

- Information Security and Control System - We actively monitor and address potential data security and privacy threats to keep our company and stakeholders safe.
- Aligning with best industry standards- We align our data security and privacy systems with the best industry standards to keep our systems safe and secure.

**SDG's impacted**

### Supply Chain Management

**Our actions**

- Supplier Assessment - We ensure a smooth supply chain by assessing suppliers for timely delivery, efficiency and ethical practices.
- Responsible Sourcing - We maintain clear and traceable processes to support secure sourcing and urge our suppliers to use sustainable production processes which reduce environmental impact. We also strive for clarity and traceability across our supply chain to ensure secure sourcing and ethical labour practices.

**SDG's impacted**

# In step with our stakeholders

At Dixon, our success is closely related to our stakeholders— from our suppliers to customers to the government. We are accountable to each of our stakeholders and make decisions that reflect their needs while creating value for all. We aim to grow together in a way that is responsible, sustainable and long-term.






## Shareholders and Investors

**Their value**

Retail shareholders and investors play a crucial role for our growth. Their trust in us will help us move forward in every decision we make to strengthen our financial portfolio. We prioritise open and transparent communication with them.

**SDG's linked**

**Their expectations**

- Steady growth in profits and revenue
- Timely and clear disclosure of key information
- Regular dividends and strong financial health
- Strong risk management strategies
- Quick and effective problem solving
- Business resilience and agility
- Transparent and responsive communication

**Ways we engage**

- Annual general meetings (AGM's)
- Quarterly investor calls and presentation
- Annual report
- Press release
- Website updates
- Stock exchange releases
- Investors and analyst meets

## Business partners and suppliers

**Their value**

We rely on a network of partners including suppliers and lenders to support our day-to-day operations. They form the foundation of our value chain and directly impact our capacity. Their contribution is vital for ensuring uninterrupted delivery of goods and services to our end customers.

**SDG's linked**

**Their expectations**

- Explicit and established terms that outline duties and obligations
- Reliable payment schedules for financial stability
- Fair trade norms, ethical sourcing and commercial terms
- Commitment to quality, cost reduction and delivery efficiency
- Opportunities for new product development and market expansion
- Steady delivery schedules to reduce disruptions and maximise production

**Ways we engage**

- Regular supplier reviews and audits
- E-mails
- Site Visits
- One-to-one Interactions
- Business partner survey
- Regular structure meetings

Corporate Overview
Statutory Reports
Financial Statements

## Customers

**Their value**

We succeed by consistently delivering high-quality products to our customers. Our wide product range helps us meet a variety of customer needs and preferences.

**SDG's linked**

**Their expectations**

- Good return on investments
- Timely updates on new products, features and service enhancements
- Fast and hassle-free order processing and delivery
- Continuous improvement and innovation
- Competitive pricing aligned with market trends
- Data protection and privacy

**Ways we engage**

- One-on-one interactions
- Customer meetings
- E-mails
- Feedback mechanism and survey

## Employees

**Their value**

Our employees are the driving force behind our achievements and growth. As key stakeholders, they are among our most valuable assets and play a central role in the success of our Company.

**SDG's linked**

**Their expectations**

- Learning development opportunities
- Diversity, equity and inclusion at workplace
- Fair compensation and recognition
- Safe and supportive work environment.
- Health, safety & well being
- Professional development & growth

**Ways we engage**

- Frequent internal communication
- Employee engagement initiatives
- Training and development programmes
- Employee satisfaction survey.

## Communities

**Their value**

We value the communities whom we serve and support their development. Our social responsibility efforts aim to create a positive impact through meaningful engagement.

**SDG's linked**

**Their expectations**

- Improving social well-being
- Long-term value creation
- Eco-friendly practices
- Creation and promotion of job opportunities
- Protect and restore nature

**Ways we engage**

- ESG Committee chaired by Vice Chairman and Managing Director
- ESG materiality processes
- Focus on group discussions
- One-on-one interactions
- Media
- Website
- Partnership with NGO's and third-party organisations.

## Regulatory Bodies and Government

**Their value**

We maintain regular interaction with regulatory bodies to stay aligned with evolving laws and industry standards. This collaboration ensures compliance and supports our long-term growth.

**SDG's linked**

**Their expectations**

- Timely and accurate data sharing
- Adhering to all relevant laws, regulations and industry norms
- Job creation
- Contribution to fiscal revenue through tax payments

**Ways we engage**

- Reports
- One-on-one Interaction
- Events
- E-mails
- Letters

# Investors

In recent years, our financial position has become increasingly robust, driven by consistent growth in revenue, improved profit margins and greater value delivered to shareholders. FY25 was a reflection of this positive trajectory through a notable rise in market capitalisation, strengthened return ratios and disciplined capital allocation.

**47.5%**
ROE

**₹8** (400% payout)
Dividend per Share

**₹94.44**
EPS (Standalone)

**₹205.70**
EPS (Consolidated)

Grew from ₹ **23,280** Million (2018) to ₹ **7,33,890** Million
(as on 31st March 2025)
Market Capitalisation





## Financial Snapshot

Revenue from Operations (INR in million)

| | |
|---|---|
| FY2019-20 | 44,001 |
| FY2020-21 | 64,482 |
| FY2021-22 | 1,06,971 |
| FY2022-23 | 1,21,920 |
| FY2023-24 | 1,76,909 |
| FY2024-25 | **3,88,601** |

EBITDA Margin (INR in %)

| | |
|---|---|
| FY2019-20 | 5.2 |
| FY2020-21 | 4.5 |
| FY2021-22 | 3.6 |
| FY2022-23 | 4.3 |
| FY2023-24 | 4.1 |
| FY2024-25 | **3.9** |

Profit after Tax (INR in million)

| | |
|---|---|
| FY2019-20 | 1,205 |
| FY2020-21 | 1,597 |
| FY2021-22 | 1,903 |
| FY2022-23 | 2,551 |
| FY2023-24 | 3,749 |
| FY2024-25 | **12,326** |

EPS Standalone (INR/ Share) (Basic)

| | |
|---|---|
| FY2019-20 | 19.38 |
| FY2020-21 | 26.14 |
| FY2021-22 | 25.63 |
| FY2022-23 | 35.53 |
| FY2023-24 | 31.12 |
| FY2024-25 | **94.44** |

PAT Margin (in %)

| | |
|---|---|
| FY2019-20 | 2.7 |
| FY2020-21 | 2.5 |
| FY2021-22 | 1.8 |
| FY2022-23 | 2.1 |
| FY2023-24 | 2.1 |
| FY2024-25 | **3.2** |

Dividend Pay-out (%)

| | |
|---|---|
| FY2019-20 | 4.1 |
| FY2020-21 | 3.8 |
| FY2021-22 | 6.2 |
| FY2022-23 | 7 |
| FY2023-24 | 8 |
| FY2024-25 | **4** |

EBITDA (INR in million)

| | |
|---|---|
| FY2019-20 | 2,283 |
| FY2020-21 | 2,882 |
| FY2021-22 | 3,830 |
| FY2022-23 | 5,184 |
| FY2023-24 | 7,202 |
| FY2024-25 | **15,278** |

Dividend per Share (INR)

| | |
|---|---|
| FY2020-21 | 1 |
| FY2021-22 | 2 |
| FY2022-23 | 3 |
| FY2023-24 | 5 |
| FY2024-25 | **8** |

Return on Capital Employed (%)

| | |
|---|---|
| FY2019-20 | 37.0 |
| FY2020-21 | 37.8 |
| FY2021-22 | 31.1 |
| FY2022-23 | 33.4 |
| FY2023-24 | 38.0 |
| FY2024-25 | **48.5** |

Return on Equity (%)

| | |
|---|---|
| FY2019-20 | 26.2 |
| FY2020-21 | 25.0 |
| FY2021-22 | 21.9 |
| FY2022-23 | 22.4 |
| FY2023-24 | 25.2 |
| FY2024-25 | **47.5** |

## Our Capital Allocation Lens

A well-defined clear capital allocation strategy is essential for converting operational performance into lasting value. We maintain a disciplined, data-driven approach that emphasises financial prudence and alignment with our long-term objectives. This framework guides our investments to ensure they serve a strategic purpose, whether through reinvesting in our core business, pursuing inorganic opportunities or distributing returns to shareholders. Specifically, our focus areas include:

- Reinvestment in the core business to support capacity expansion, R&D and digital transformation
- Pursuing strategic acquisitions that align with long-term value creation
- Maintaining a strong balance sheet to ensure flexibility in response to market dynamics
- Distributing dividends that reflect profitability and surplus cash generation

## Leveraging Financial Strength

Our balance sheet does not just mean stability, it gives us the freedom to adapt and move swiftly in a constantly changing market. By maintaining a prudent capital structure and sufficient liquidity, we are well-positioned to pursue growth opportunities, manage risks effectively and deliver consistent returns, without compromising on our future potential.

This financial resilience enables us to:

**Secure lower costs and negotiate favourable terms with partners**

**Maintain adequate liquidity to absorb unforeseen shocks or capitalise on emerging opportunities**

**Investing confidently in capability building without overextending**

**Continue dividend distribution backed by actual performance**





## Driving Cost Efficiency

Throughout the year, we adopted a structured approach to streamline processes, implementing technology where it adds the most value and improving the productivity of our resources. This focus on cost efficiency has not only reinforced our profitability but also enhanced our ability to deliver value to customers at scale.

| Initiative | Outcome |
|---|---|
| Lean management | Reduced operational inefficiencies |
| Process automation | Lowered repetitive workload and labour costs |
| Performance tracking tools | Enabled data-backed cost rationalisation |
| Smarter sourcing | Improved vendor terms and procurement value |

## Market Capitalisation

Our market capitalisation has increased significantly over the years, rising from INR 23,280 Million to INR 7,93,890 Million as of 31st March 2025. This remarkable growth testifies our consistent business performance and the continued confidence our shareholders have placed in us.

### Share price history

Closing prices as on 31st March over the years

| | |
|---|---|
| FY2018 | 2,056.05 |
| FY2019 | 3,801.65 |
| FY2020 | 13,437.05 |
| FY2021 | 5,514.50 |
| FY2022 | 3,905.00 |
| FY2023 | 6,560.50 |
| FY2024 | 17,955.60 |
| FY2025 | **13,179.55** |

# Value chain partners

We rely on a strong, collaborative network of partners to ensure smooth and responsible delivery of our products across both domestic and international markets. From sourcing and distribution, these partnerships enhance our agility, extend our market presence and our ability to adapt to evolving customer expectations.

## Empowering Our Partners

We view our ecosystem as a foundation for mutual progress. Our engagement across the value chain is guided by three key pillars:

**Strategic Focus**

### 01 Inventory Optimisation

**Impact Area**

We leverage our financial strength to maintain stock levels within our operations and across dealer networks, thereby ensuring uninterrupted supply.

### 02 Relationship Building

**Impact Area**

Our employees work closely with dealers and suppliers, enabling swift resolution of issues and improving partner satisfaction.

### 03 Supplier Alignment on ESG Goals

**Impact Area**

Through regular communication and collaboration, we ensure our suppliers adhere to our sustainability and compliance standards.

## How We Select Our Suppliers

We adhere to a structured and principle-based supplier selection process that prioritises quality, efficiency and sustainability from the outset.

- Compliance with our Supplier Code of Conduct
- Strict adherence to ethical standards, including zero tolerance for child or forced labour and discrimination
- Proven capabilities in OEM and ODM manufacturing
- Consistent quality and reliability of raw materials
- Proximity to our production facilities to minimise logistics costs
- Alignment with our sustainability and environmental policies

## Local Procurement

Local sourcing is an important part of our procurement strategy. It enables faster response times, lower logistics expenses and strengthens supply chain stability, particularly during periods of global uncertainty.

### Benefits of Local Procurement

- Shorter lead times and faster delivery
- Reduced transportation costs and emissions
- Better coordination with suppliers
- Reduced exposure to international trade disruptions
- Support for MSMEs and regional suppliers

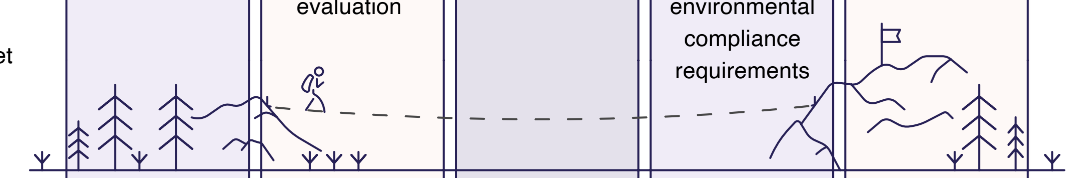


## Sustainability in sourcing

As our operations scale, we are integrating sustainability into our procurement processes to manage risks and meet compliance requirements. Our sourcing decisions are guided by clear environmental and social benchmarks and we work only with suppliers that meet these standards.

### Initiatives undertaken in FY25

- Increased sourcing of sustainable materials
- Integrated sustainability filters in vendor selection and evaluation
- Increased traceability across supplier tiers
- Strengthened partnerships with vendors meeting labour and environmental compliance requirements
- Ensured alignment with India's Net Zero vision



# Customers

We view every customer relationship as a long-term partnership rather than a one-time transaction. In an industry defined by rapid innovation, speed and reliability, we stay competitive by understanding evolving customer needs, developing products with future-ready features and maintaining consistent quality across large-scale operations.





## A Customer-centric approach

Our customer engagement approach is built on direct, continuous collaboration. This allows us to stay aligned with their priorities and respond with relevant and timely solutions. By integrating customer insights into product development and execution, we deliver outcomes that support their needs.

Some of the key efforts taken includes:

- Active collaboration to understand client evolving needs and industry challenges
- Customised solutions for specific industries and regional markets
- Responsiveness to feedback, built into both design and delivery processes
- Integrating client priorities into our product development process.

## Powered by innovation and quality

We have expanded our R&D capabilities through focused investments and the establishment of dedicated centres working on next-generation technologies and sustainable product development. Our product designs processes now incorporate defined sustainability criteria, including energy efficiency, utilisation of recyclable materials and lower environmental impact.

**₹ 20 Million**

R&D expenditure (capital)

**6**

R&D Centres

### R&D Highlights

- Increased R&D investments to drive product innovation
- Development of energy-efficient, cost-effective and high-performance components
- Incorporation of recyclable materials and low-impact design methods
- Breakthroughs in IoT systems, AI platforms and smart automation
- R&D for improved product margins and increased customer retention

### Our Quality Philosophy

**Principle**

**01 Operational discipline**

Approach

Implementation of quality systems across all manufacturing lines

**02 Capability building**

Approach

Employee upskilling, performance monitoring and quality ownership

**03 Continuous improvement**

Approach

Regular audits, feedback loops and systemic enhancements

**04 Risk reduction**

Approach

Defect prevention via root-cause analysis and real-time quality control

## Industry 4.0 in action

We are integrating Industry 4.0 technologies across our operations to enhance speed, precision and flexibility. This transformation has improved operational efficiency and strengthened our ability to respond quickly to meeting dynamic customer expectations.

**Technology Deployed**

**01 Advanced automation**

Approach

Higher throughput, lower cycle times

**02 IoT-enabled systems**

Approach

Real-time visibility and control across production floors

**03 Data analytics and OEE**

Approach

Predictive maintenance, improved asset utilisation

**04 AI-based quality control**

Approach

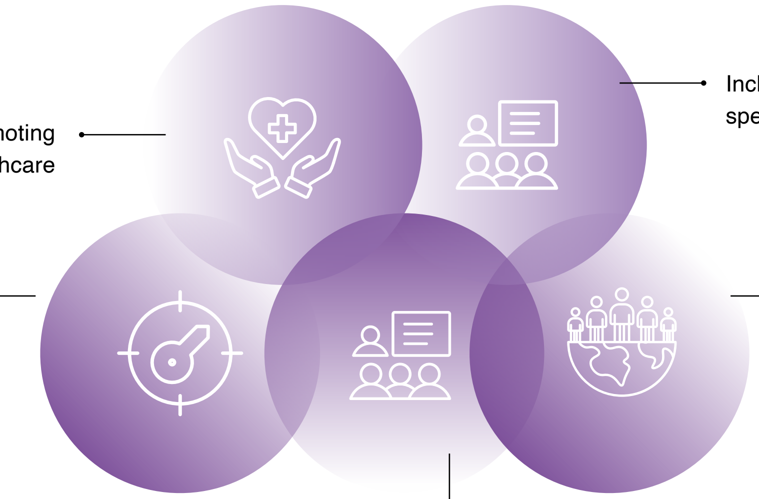
Reduced defects, enhanced precision, waste minimisation and better productivity.

# Communities

Our initiatives are designed to be long-term and scalable, addressing systematic disparities and advancing support for vulnerable populations across India. Whether through the deployment of digital infrastructure in educational institutions, the facilitation of accessible healthcare services or the enhancement of vocational training in underserved regions, each effort is aligned with our vision of fostering an inclusive, resilient and empowered society.



## Our focus areas



Promoting healthcare

Inclusion and special support

Skill development

Elderly care

Promoting education

Some of the notable CSR contributions made during FY 2024-25 are as under:

**2,32,928**

Students Educational support

**120+**

Elderly care for senior citizens

**5,636**

Healthcare support to children/ community member

**835**

Rural community members contribution towards

**398**

children/community members through promotion of Sports

### SHEOWS

SHEOWS is a dedicated old age home that serves destitute and homeless elderly individuals across Delhi NCR and Uttar Pradesh. The organisation offers comprehensive support, from rescue to rehabilitation, ensuring senior citizens have access to safe and dignified living conditions. Residents receive medical care, clean and comfortable accommodation as well as nutritious meals entirely free of cost.

**₹72,81,854**

Amount contributed

**120 elderly individuals**

Beneficiaries

### Plaksha University

Through our partnership with Plaksha university, we supported the establishment of the Dixon IoT Lab, focused on advancing research and practical learning in critical sectors such as agriculture, healthcare, urban infrastructure and education. This centre is envisioned as a hub for developing scalable and sustainable IoT technologies that address real-world challenges.

**₹2.6 crore**

Amount contributed

**137 undergraduate students, 17 interns,**

Beneficiaries

**Beneficiaries**

**2,30,325+**

Students

**17,274+**

Teachers

**4,894+**

Schools in Uttarakhand

### Purkul Youth Development Society (PYDS)

PYDS provides quality education to children from low-income backgrounds, combining academics with mentorship, nutrition and healthcare, with a strong focus on girls' education. Our contribution supported integrated learning across grades I to XII.

**₹37 lakhs**

Amount contributed

**36 students (22 girls and 14 boys)**

Beneficiaries

### Labhya Foundation

We partnered with the Labhya Foundation to implement Social Emotional Learning (SEL) programmes in government schools. These programmes foster emotional resilience in students, improve academic performance and contribute to a more supportive and inclusive school environment.

**₹50 lakhs**

Amount contributed

### Navabhiyan

Navabhiyan enhances the learning experiences of children from socially and economically disadvantaged backgrounds. By supporting students beyond the traditional curriculum, it helps in improving educational outcomes and prepares them for future opportunities.

**₹12 lakhs**

Amount contributed

**107 students (from pre-primary to high school levels)**

Beneficiaries

### Simple Education Foundation

In collaboration with the Simple Education Foundation, we supported teacher training initiatives aimed at enhancing the quality of education in Delhi's public schools. The programme strengthens the skills of current and future educators through structured, school-level interventions.

**₹10 lakhs**

Amount contributed

**Beneficiaries**

**968**

children

**30**

teachers

**890**

families across 3 schools

### Sushant University

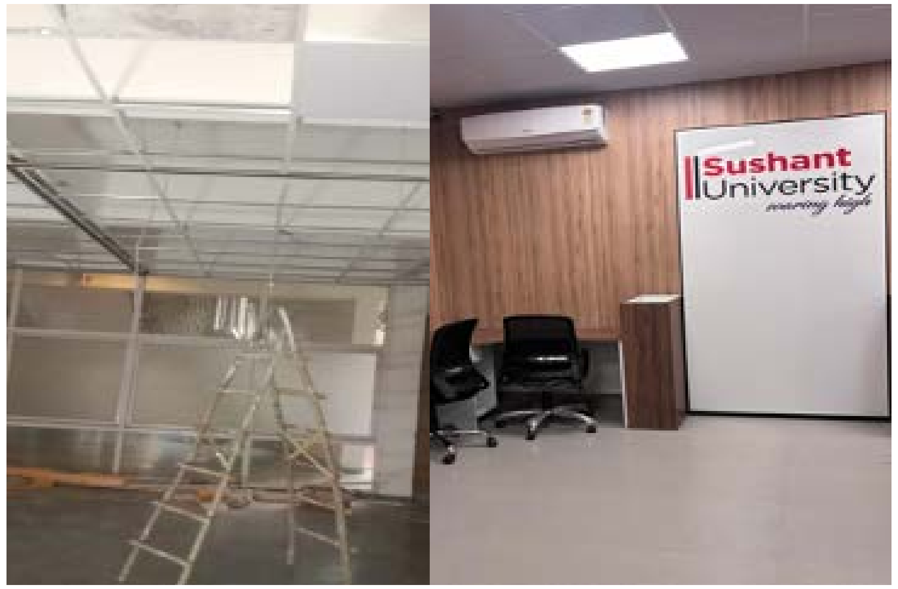
Our partnership with Sushant University enabled the establishment of an entrepreneurship and incubation centre, providing infrastructure, mentorship and initial funding to help students in transforming innovative ideas into viable business ventures.

**₹7.50 lakhs**

Amount contributed

**12 students**

Beneficiaries




### Teach to Lead

We supported Teach to Lead's fellowship programme, which places skilled young professionals as full-time teachers in under-resourced schools. They contribute directly to learning outcomes and strengthen community connections and leadership skills.

**₹12.50 lakhs**

Amount contributed

**7**
**fellows impacting 245 students**

Beneficiaries





### Janmadhyam

Janmadhyam rehabilitates children with mental and physical disabilities through special education, skill development and livelihood programmes. It aims to improve inclusion and functional abilities of these children within society.

**₹25 lakhs**

Amount contributed

**249 People**

(168 Abled and 81 Disabled)

### Latika Foundation

At Latika School in Uttarakhand, we helped deliver activity-based, therapeutic learning for children with moderate to severe disabilities. It supported both functional development and involved families through expert-led interventions.

**₹35 lakhs**

Amount contributed

**91**
**children (aged 6–14 years) and their families**

Beneficiaries

### Isha Foundation

We supported Isha Samskriti, a school that nurtures young students in classical Indian arts, dance, music and physical well-being. The programme focuses on cultural preservation while providing a holistic educational experience.

**₹10 lakhs**

Amount contributed

**208**
**children (137 girls and 71 boys), across 5 completed events**

Beneficiaries

### Krishnashray Gurukul

Through Ambuja Foundation's SEDI initiative, we supported training programmes for handheld device technicians, empowering youth with the skills to repair and maintain mobile phones and smart devices. This initiative helps bridge the unemployment gap.

**₹13.60 lakhs**

Amount contributed

**83**

Beneficiaries trained (employment opportunities for trained candidates/ reduction in unemployment rates and skill gaps in industry)


### BS Negi Mahila Sansthan

We contributed towards skill-based education for young girls from economically disadvantaged backgrounds in Uttarakhand, supporting vocational programmes such as fashion design, garment technology and interior design.

**₹10 lakhs**

Amount contributed

**26**
**girls supported with tuition; 4 girls also supported with accommodation**

Beneficiaries

### SAPNA

In partnership with SAPNA, we helped run four digital literacy centres in Uttarakhand, providing computer and IT skills training to students aged 11–18. The initiative empowers youth with future-ready competencies and digital exposure. In Partnership with SAPNA, we also supported a school to provide quality learning for underprivileged girls in Alwar, Rajasthan.

**₹17 lakhs**

Amount contributed

**115**
**students trained through 4 centres in Uttarakhand and 309 underprivileged girls from 19 villages**

Beneficiaries


### Bansividya Memorial Trust

We partnered with Leukemia Crusaders, an initiative of Bansividya Memorial Trust, to provide timely financial assistance for the treatment of underprivileged children battling leukemia. The model ensures rapid fund disbursement to hospitals, enabling early-stage intervention.

**₹35.36 lakhs**

Amount contributed

**136**
**Children supported where survival rate is 80.14%**

Beneficiaries

### VisionSpring

Through our collaboration with VisionSpring, we facilitated eye screenings and vision correction for thousands of workers and school children. Conducted across 52 camps, the initiative provided free spectacles to those in need, improving their ability to see clearly and participate fully in daily activities.

**₹21 lakhs**

Amount contributed

**5,500**
**individuals screened; 3,747 received eyeglasses**

Beneficiaries

### Caddies Welfare trust

We supported a comprehensive assistance programme for caddies families, addressing their health, education and essential household needs. This initiative strengthened access to medical aid, education for children and contributed to the community's livelihood stability.

**₹15 lakhs**

Amount contributed

**197**
**families (durable goods), 248 families (medical aid), 176 students (education)**

Beneficiaries

### DEEDS

DEEDS empowers young students with hearing impairments from marginalised backgrounds through inclusive sports and educational programmes. Our support has enabled ongoing development opportunities for children aged 4–15 years, enhancing their social integration and physical wellbeing.

**₹20 lakhs**

Amount contributed

**145-150**
**deaf students**

Beneficiaries

### UMEED

This initiative empowered women through diverse programmes including drone pilot training, the formation of self-help groups (SHGs) and kitchen gardening. These efforts contributed to self-reliance, food security and sustainable income generation within the community.

**₹15 lakhs**

Amount contributed

**3**
**women (drone pilots), 200 SHG members, 113 families (kitchen gardens)**

Beneficiaries

### CORD (Chinmaya Organisation for Rural Development)

CORD focused on empowering rural women by strengthening collectives, encouraging savings, promoting participation in local governance and improving maternal and infant nutrition. Through SHGs, health awareness campaigns and organic farming initiatives, the programme fostered a resilient and supportive ecosystem for rural families.

**₹5 lakhs**

Amount contributed

**10**

Mahila Mandals strengthened

**30**

SHGs formed

**11**

pregnant women and 10 infants supported

**21**

children nutritionally monitored

### PHD Rural Development Foundation and Delhi Premier Rotary Service Foundation

Through this joint initiative, we supported programmes aimed at upskilling farmers and improving agricultural productivity. Workshops, field training sessions and demonstration models were employed to help farmers in adopting better practices.

**₹15 lakhs**

Amount contributed

**561**
**farmers (507 male, 54 female)**

Beneficiaries

# Employees

## Key FY 25 Highlights

**4,447**
Permanent Employees

**27,046**
Other than Permanent Employees

**2,06,001**
Total training hours

**27%**
YOY growth in Overall Headcount

**33 years**
Average Age band





### Talent acquisition and inclusive hiring

- Inclusive hiring across all levels and job categories
- Partnerships with local recruitment partners and community leaders
- Regular walk-in drives to enhance accessibility
- Transparent selection process that promotes gender, caste and background equality.
- Campus Hiring and internal mobility to strengthen the future pipeline

### Learning, skill building and leadership development

- 2,06,001 hours of training delivered
- Dixon Star Supervisor (DSS) programme developed for frontline Supervisors (PAN India) that focuses on Technical Skills, Behavioral Skills and Good manufacturing Practice (GMP).
- Centre of Excellence established for lean manufacturing, process innovation and electronics engineering powerhouse etc.
- Leadership development via Hierarchical Input Process Output (HIPO) framework and succession planning

### Health, safety and wellness

- ZERO accidents and ZERO Loss Time Injury Frequency Rate LTIFR in FY25
- Compliance with ISO 45001:2018 Occupational Health and Safety Standards
- Emergency preparedness via regular drills, first-aid and firefighting teams
- Wellness initiatives including mental health support work-life balance programmes.

### Engagement that drives connection

- Over 100+ employee engagement programmes conducted
- "Take a Break (TAB)" initiatives for team-building, wellness and open dialogue
- Multiple open communication channels for continuous feedback
- Emphasis on building connection with employees across all levels.

### Performance and recognition

- Clearly structured evaluation aligned to performance and growth
- Continuous feedback model with clear goal alignment
- HRIS-enabled performance tracking and engagement insights
- Recognition programmes to reward excellence.

### Inclusion, diversity and human rights

- ZERO unresolved incidents of discrimination or harassment in FY25
- 100% employees covered under POSH training
- Awareness on Human Rights integrated into induction sessions.

## Talent acquisition and inclusive hiring

In FY25, we focused on expanding our workforce through a structured hiring strategy that reflects the rich diversity of the communities we serve. We strengthened recruitment channels for white- and blue-collar roles, enhanced our inclusive hiring mechanisms and forged local partnerships to reach candidates in underserved regions, improving access to opportunities. We also continued to invest in campus hiring programmes while ensuring that every candidate is assessed through a transparent and standardised process, with strict adherence to principles of fairness and non-discrimination.

**31,493**

Total workforce

**81.5%**

Retention Rate

### Highlights

- Inclusive hiring processes that ensure equal access
- Stronger blue-collar recruitment through local partnerships
- Region-specific walk-in drives organised in collaboration with community representatives
- Transparent recruitment frameworks aligned to equity and non-discrimination standards.

## Employee engagement

We have created a workplace where our team members feel connected, valued and inspired to contribute their best. Our employee engagement framework combines structured programming with organic dialogue, allowing us to understand and address the evolving needs of our workforce.

In FY25, our Take a Break (TAB) committee led various programmes focused on wellness, team building, safety awareness and skill development. These initiatives not only enhanced employee satisfaction and retention but also strengthened our cultural foundation across diverse teams and locations.

**100+**

Engagement events across locations

**100%**

Employee participation rate

### Highlights

- Conducted feedback sessions, wellness drives and team-building activities
- Open expression and idea-sharing through internal surveys
- Enhanced connection and communication between leadership and shopfloor employees.

## Learning, skill building and career development

In a rapidly evolving landscape, continuous skill development is essential to staying relevant and responsive. Our learning ecosystem aligns individual growth with business goals, creating value at both personal and organisational levels.

In FY25, we scaled up our learning initiatives, introduced customised leadership programmes and significantly expanded technical and behavioural training through our Centre of Excellence (CoE). Our Dixon Star Supervisor (DSS) programme reached frontline supervisors across the organisation. Equipping them with cross-functional skills that drive team performance and operational efficiency. With over 2 lakh training hours delivered this year, our learning engine is geared for scale and depth.

The training man hours gone up by 50X with the COE and Supervisor training programmes.

### Highlights

- Expanded the CoE across key domains, such as Lean, Process Improvement and Electronics
- Launched the PAN-India DSS programme, technical expertise and behavioural skills
- Designed learning initiatives that support both career growth and operational priorities.

**2,06,001**

Total training hours delivered

**PAN India**

DSS programme coverage (locations)

## Performance and recognition

Our approach to performance management promotes setting of clear goals, accountability and ongoing development through regular feedback and support.

In FY25, we enhanced our digital performance tracking capabilities using the HRIS platform and sharpened our focus on continuous check-ins. Recognition is an integral part of our culture, celebrated through appreciation forums and reward programmes that honour consistency, initiative and innovation.

**100%**

Employees covered under performance reviews

### Highlights

- Transparent and structured evaluation processes
- Continuous feedback mechanisms implemented across all functions
- Recognition events that celebrate both team and individual achievements
- HRIS-enabled performance insights and review efficiency.

## Leadership development and succession planning

FY25 was an important year in formalising our approach to talent identification and leadership development. Through the High-Potential (HIPO) framework, we identified and nurtured emerging leaders with structured learning paths and clear career roadmaps.

Our PAN India leadership programmes were supported by internal mentoring, campus engagement and defined succession plans for critical roles. This approach has helped build a prepared, confident and agile leadership pipeline, capable of meeting the evolving demands of our business as it grows in complexity and such programmes have improved leadership readiness, enhanced employee engagement and accelerated career growth of identified talent.

**2,06,001**

Hours of Training conducted

### Highlights

- HIPO programme to develop operational leaders
- Focused campus hiring for long-term succession planning
- Structured transitions through job rotation and internal mobility
- Increased leadership readiness across plants and functions.

**100%**

Internal Succession Rate

**25,750**

Man Days of Training


## Health, safety and workplace well-being

We have adopted global safety standards (ISO 45001:2018) across all our manufacturing sites, prioritising emergency preparedness, preventive health measures and on-site response capabilities.

In FY25, we reported zero workplace accidents and maintained a zero LTIFR, thanks to rigorous safety systems, regular training and vigilant teamwork. Our wellness initiatives also addressed mental health, first-aid readiness and lifestyle education, reinforcing our commitment to a workplace culture focused on both protection and prevention.

**Zero**

Number of Accidents

**Zero**

Loss Time Injury Frequency Rate (LTIFR)

### Highlights

- Achieved ISO 45001:2018 compliance across all units
- Conducted first aid, fire safety and chemical handling training across units
- Introduced mental wellness initiatives and work-life integration programmes





## Diversity, inclusion and human rights

We enforce strict non-discrimination policies, ensure structured POSH implementation and promote a workplace where every voice is heard and respected. Also, our human rights policies ensure that safety, respect and dignity are non-negotiable principles in our work culture.

In FY25, we reported two cases of discrimination and delivered POSH training across our workforce, which were duly resolved. We also extended maternity and paternity benefits to all employees, regardless of grade or tenure.

**100% new joiners**

Human rights awareness during onboarding

**5.80%**

Gender diversity ratio (On Role)

**21.09%**

Gender diversity ratio (Off Role)

### Highlights

- Achieved 100% coverage of POSH awareness via e-learning
- Equal leaves such as Paternal, maternal, Sick, EL, Casual Leave, Bereavement extended to all employees
- Human rights principles integrated into employee induction and policy compliance


# Environment

In FY25, we amplified our environmental efforts to minimise our operational impact and improve resource efficiency. We continued the use of renewable energy, implemented smarter energy management systems and scaled water recycling initiatives to reduce consumption.

Sustainable practices such as waste segregation, resource optimisation and employee participation, were integrated into daily operations. These initiatives reflect our commitment to reducing our environmental impact through practical solutions.

### Key FY 25 Highlights

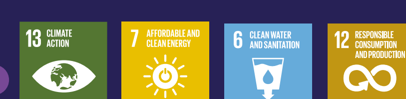
**10 %**

Renewable energy in total energy consumption

**17.05 TJ**

Renewable energy consumption
(On Standalone basis)

### Material Issues addressed




## Adopting renewable energy resources

We continued to accelerate our transition to renewable energy by significantly expanding the use of solar power across our manufacturing facilities and corporate offices. Our strategy combines both rooftop and open-access solar panel installations, reducing dependence on diesel and petrol-based systems. This will eventually lead to substantial reductions in greenhouse gas emissions and operational energy costs.

### Key initiatives

Deployed solar energy across multiple manufacturing facilities

Adopted a combination of rooftop and open-access solar models

Reduced dependency on diesel and petrol-based energy sources

## Emissions and energy management

Throughout FY25, we adopted innovative solutions to monitor and manage emissions and power consumption across our facilities. Key measures included transformer load shifting, interconnectivity of air compressor and air leakage detection systems to optimise resource use. Additional energy-saving initiatives included:

Installation of motion sensors in office areas for automated lighting control

Auto-stop mechanisms for diesel generator sets to prevent unnecessary fuel use

Timed shutdown of shop-floor fluorescent lighting during non-operational hours

Mandatory Pollution under control (PUC) checks and providing transportation facilities that encourage carpooling.

Enhancing our solar panel capacities to reduce dependence on conventional energy sources.

### Enhancing energy efficiency through dual-fuel systems and employee engagement

**Context**

In line with our commitment to reducing operational emissions and improving energy efficiency, Dixon initiated a two-pronged approach at its Noida manufacturing units, upgrading equipment infrastructure and fostering employee awareness.

**Action taken**

- **Fuel transition:** Diesel Generators (DGs) were retrofitted to operate in dual-fuel mode, utilising both High-Speed Diesel (HSD) and cleaner Pipeline Natural Gas (PNG).
- **Technology upgrade:** Variable Frequency Drives (VFDs) were installed across critical machinery to optimise power consumption and enhance process efficiency. In the years ahead, we are looking forward to installing Building Management Systems and Hybrid Thermal Systems across our units. The same is likely to achieve 30% reduction in energy consumption for our air conditioning systems.
- **Employee engagement:** A series of employee awareness sessions were conducted to educate employees on energy conservation practices. These sessions offered practical guidance on reducing energy usage during routine operations on the shop floor.

**Impact**

- Improved energy flexibility and reduced reliance on fossil fuels
- Reduction in operational emissions
- Measurable improvements in equipment performance and efficiency
- A stronger culture of sustainability

## Water management

Although none of our manufacturing units are situated in water-stressed areas, we proactively implement water-saving methods and water management practices. Thus, we build resilience against potential water scarcity while minimising our environmental footprint.


### Monitoring water consumption

To monitor usage and identify inefficiencies, we have installed digital water flow meters at multiple locations across our facilities. These meters provide real-time insights into water consumption patterns, enabling our teams to make informed decisions and respond timely to optimise water use.

### Water consumption

(in KL) (On standalone basis)


### Recycling and repurposing wastewater

We have implemented several initiatives to repurpose wastewater for non-potable uses such as gardening, floor cleaning and utility washing. Advanced treatment systems ensure that reused water meets strict hygiene and safety standards. This approach reduces our dependence on freshwater as well as supports our landscaping and facility maintenance with minimal environmental impact.

- RO-rejected water is utilised for pre-washing of utensils and cleaning purposes
- Treated water from sewage treatment plants (STPs) is used in green belt maintenance
- Tap pressure regulators and zero liquid discharge (ZLD) systems are implemented to minimise water wastage.

### Rainwater harvesting for long-term resilience

Rainwater harvesting systems, such as sumps and collection pits have been deployed across several facilities. These systems are part of our broader effort of making our operations more water-efficient and self-reliant.

Such initiatives have resulted in the following:

- Recharging groundwater levels
- Reducing surface water runoff
- Ensuring water availability during dry seasons

### Towards eco-efficient infrastructure

All our water-related interventions are guided by the goal of long-term ecological balance. From sensor-based plumbing systems to water-efficient landscaping, we continue to explore and adopt innovative solutions that minimise freshwater dependency and enhance water reuse across our operations.





## Waste management

Being a manufacturing company, proper waste handling and disposal, is crucial to protecting the environment, ensuring environment safety, and avoiding penalties, is a priority at Dixon. Inappropriate waste management practices can result in fines, litigation risks, and operational disruptions due to non-compliance. In view of this, Dixon has established appropriate waste management processes for proper collection, segregation, and safe disposal of waste.

To ensure safe disposal of hazardous waste, we collaborate with vendors who are approved and authorised by the Central Pollution Control Board **("CPCB")** and State Pollution Control Boards **("SPCB")** Embracing the Reduce, Reuse and Recycle (3R) approach, a series of initiatives have been implemented by the Company to minimise waste generation, ensure environmentally responsible disposal and promote a circular economy.

## Climate change

In response to the climate change, we aligned our climate action initiatives with the Greenhouse Gas Protocols, a globally recognized framework. In view of the same, the Company conducted a comprehensive climate risk assessment, taking into account both physical and transition risks and their impact on the operations of the Company across various locations. Physical risks considered include the potential impacts of extreme weather events and long-term climate shifts on our operations, assets, and supply chains. Transition risks were evaluated in the context of evolving regulatory landscapes, market dynamics, and stakeholder expectations as the global economy moves towards a low-carbon future. This assessment supports our strategic planning and risk management processes, ensuring resilience and alignment with sustainability goals.

# Digital and Technology Transformation

In FY25, we accelerated our transition to a tech-enabled, data-driven enterprise. By integrating digital systems across all levels, from the shop floor to corporate offices, we enhanced visibility, efficiency and responsiveness. Key initiatives included ERP upgrades, smart factory technologies, AI-driven analytics and connected digital platforms. These efforts have laid a strong foundation for a scalable, intelligent and future-ready Dixon.


## Three Strategic Pillars

### Business-as-Usual Excellence

Strengthened IT services, productivity tools, and asset management with enhanced incident response capabilities across functions.

### Growth Enablement

Rapid onboarding of new customers/ factories (e.g., Xiaomi, Lenovo, ASUS, HP) on core IT infrastructure, SAP and MES paired with real-time analytics and customer-specific automation.

### Innovation and Transformation

Next-gen digital pilots including AI-led platforms, digital twins, and smart factory enablers rolled out to improve speed, predictability, and resilience.





## Key Digital Initiatives

### ERP Modernisation and Cloud-First Evolution

- Extended SAP on Google Cloud to 4 new companies and 26 inter-plant locations
- Initiated transition to RISE with SAP, enhancing AI capabilities, faster analytics and scalable governance
- Integrated SAP Business Technology Platform (BTP) to enable seamless automation and cross functional visibility.

**26**

Plants migrated to cloud ERP

**4**

Business entities onboarded

### MES Rollout and Industry 4.0 Integration

- Expanded Manufacturing Execution Systems (MES) across key verticals such as TV, WM, SMT in partnership with Siemens, Panacim and Kongyong
- Initiated Digital Twin blueprint and PDM-PCN flows to enhance traceability and provide virtual plant visibility
- Introduced analytics modules introduced for downtime monitoring, root-cause analysis of defects and predictive maintenance.

**8** (One unit under process)

MES Projects Rolled Out

**1**

Units Enabled with Mini MES

### Cybersecurity and Compliance Strengthening

- Launched a 24x7 Security Operations Centre (SOC) in Chennai, in collaboration with EY and IBM QRadar
- Achieved advanced ISO 27001:2022 certification across multiple facilities
- Introduced real-time threat intelligence dashboards and forensic audit tools.

**Zero**

Cyber incidents proactively responded

### Dixon Drishti 2.0

- Launched over 30 real-time dashboards providing insights across finance, quality, inventory and sales
- Implemented WhatsApp-based alerts, automated escalations and AI-driven prediction models to enable proactive decision-making
- Centralised non-SAP data into Qlik-based insight hubs, ensuring data-driven clarity across the enterprise.

**30+**

Real-time Dashboards
**Finance, Quality, Inventory, Sales**
Functions covered

### Workplace Digitisation and Collaboration Tools

- Initiated the transition to Microsoft 365, integrating cloud-native tools to enable seamless collaboration, secure file sharing and mobile-first usage
- Enhanced digital mobility with enhanced remote access and real-time communication capabilities.

### Digitising Supply Chain Planning and Control Tower

- Integrated Blue Yonder for digital planning and AI-led demand forecasting.
- Rolled out Planning Control Towers, material traceability systems and smart scheduling solutions for MOTO and HP operations.

**2**

Plants with digital supply chain modules (3 plants under implementation stage)

**MOTO, HP and others**

Products covered

## New Digital Platforms Rolled Out

### 01 Dixon Intranet

**Purpose**

Centralised Single Sign-On (SSO) dashboard connecting internal apps and alerts

**Outcome**

Reduced support costs, streamlined access, improved productivity

### 02 ENFA – Smart Approvals

**Purpose**

Electronic approval engine for indents and service requests

**Outcome**

Automated workflows, audit-ready documentation, reduced turnaround time (TAT)

### 03 Transport Management

**Purpose**

Digital LRs, PODs, end-to-end fleet tracking, predictive route optimisation

**Outcome**

Lower logistics costs, improved delivery traceability

### 04 EXIM Plato

**Purpose**

Real-time export-import tracking and compliance automation

**Outcome**

Enhanced compliance visibility, cost efficiencies in customs operations

### 05 Master Data Management

**Purpose**

Standardised lifecycle tracking of BOMs and non-BOMs across entities

**Outcome**

Enterprise-wide data consistency, improved planning accuracy

### 06 New Global Website

**Purpose**

Digital platform to engage global partners, showcase innovation and business capability

**Outcome**

Stronger digital brand presence, improved customer and stakeholder engagement





## Future Radar: FY26–27

### Digital Twin Expansion

We plan to deploy digital twin technology across both brownfield and greenfield manufacturing sites. This will enable real-time simulation, remote monitoring and predictive planning, driving greater efficiency.

### AI-enabled Quality Management System (QMS)

A new AI-powered QMS will be introduced to automate defect detection, strengthen analytics-led quality assurance and generate real-time alerts for faster issue resolution on the shop floor.

### Generative AI-Powered Automations

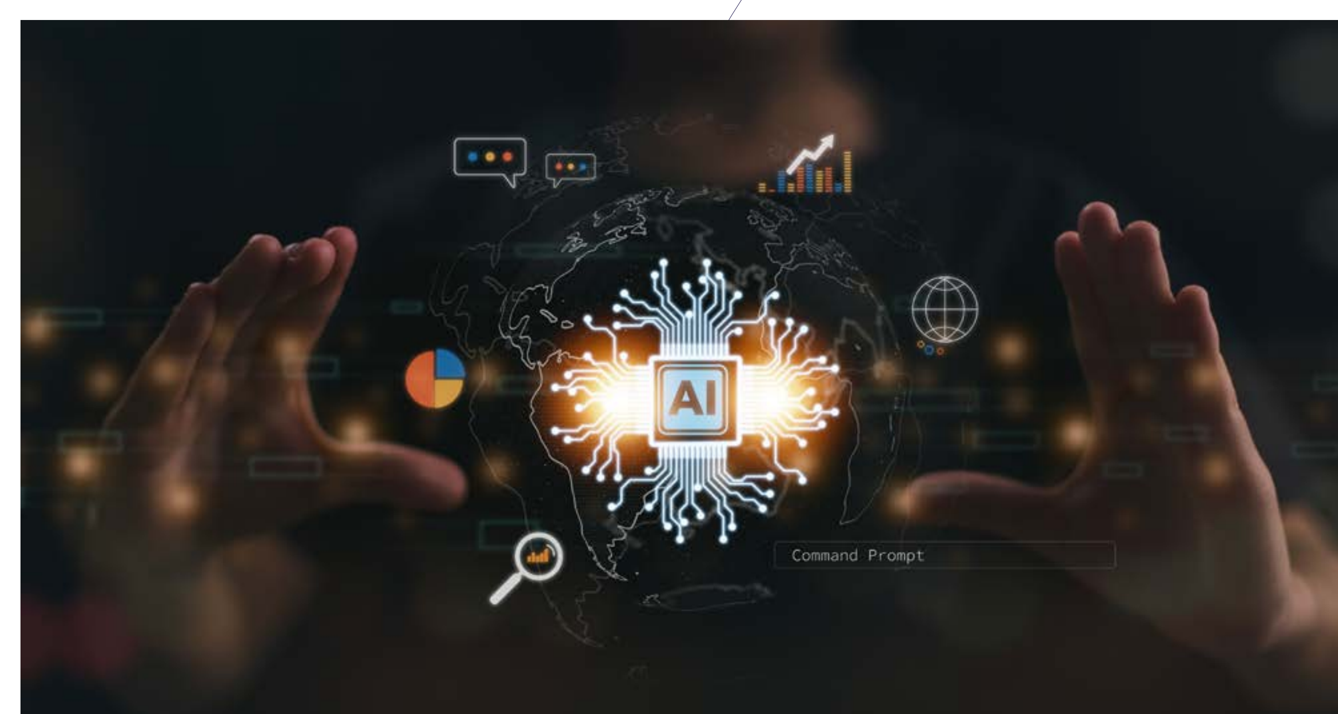
We aim to embed Generative AI across key functions with practical applications such as automated invoice processing, virtual factory simulations and customised workflow automation, boosting productivity and speed.

### DMS 2.0 and IoT Smart Product Platforms

The launch of DMS 2.0 and next-generation IoT-enabled product platforms will strengthen digital product lifecycle tracking and enable seamless integration of connected appliance data, strengthening our product intelligence ecosystem

### Vision: Digital Dixon – A Unified, Intelligent, Scalable Enterprise

As we move toward FY26 and beyond, our goal is to embed intelligence, resilience, and scalability in everything we build—from our ERP backbone to the edge IoT sensors on the shop floor. This isn't just about automation; it's about reimagining how we make, move, measure, and manage.



**Sustainability, for us at Dixon, is simply how we choose to work, think, and grow. It shapes every decision, big or small. Whether it is the way we design a product, power a facility or support our people, we stay mindful of the footprint we leave behind.**

We believe in building things that last for our clients, our communities, and the planet. So when we talk about progress, we mean progress that is clean, inclusive and responsible. That is the kind of future we want to be part of and the kind we are working hard to create.

Becoming **carbon neutral** by 2035

**Recycling 100%** E-waste by 2032

**Solar energy** consumption 10% of total energy consumption (on Standalone basis)

**Data security** complaints – Nil

**Ethics** and **integrity** Zero Complaints

Total waste recycled **100%** (through authorized third party recyclers)

# Crafting a Sustainable future

CSR expenditure **₹ 103 Million** (On Consolidated Basis)

**Reducing water intensity** by 5% by 2032

**Anti-corruption** and **anti-bribery** complaints – Nil

**Instances of sexual harassment** Two (duly Resolved)

**ESG Ratings**

Dow Jones Sustainability Index- 68

Stakeholders Empowerment Services- 65.1

NSE Sustainability- 70

# A sustainable pathway to progress

Our Sustainability Plan aligns with the United Nations Sustainable Development Goals (SDGs). This helps us strengthen our initiatives and investments to meet our Environmental, Social, and Governance (ESG) priorities. We embed sustainability in our business strategy and daily operations. We take a balanced approach that includes environmental care, social responsibility and economic well-being.

These values are built into our long-term plans and decisions. Our production process embraces circularity by maximising the use of by-products, ensuring that waste is minimised. This reflects our steady commitment to responsible and sustainable growth. Our internal audit team regularly checks our environmental safety processes to keep us on track.

## Sustainability framework

Our sustainability journey is guided by the ABSTRACT framework, a comprehensive approach that positions sustainability as a key pillar of our business. This framework allows us to assess the impact of our actions across all stakeholder groups, including communities, the environment, customers, partners, investors and employees.

By engaging with ESG challenges and encouraging responsible practices, we aim to drive meaningful and lasting change. The ABSTRACT model also emphasises long-term resilience, empowering both our workforce and the business to grow sustainably. We strive to build a culture of trust, autonomy and continuous development. Our commitment to ESG helps us create long-term value while making a positive difference across our value chain and for the communities we serve.


## ABSTRACT framework

### Advancing Sustainable Technological Innovation

We use strategic philanthropy to make investments in education, healthcare, and social well-being to effect long-term change in the areas we serve.

**Capital in focus**

Intellectual

Manufactured

### Building Trust through Quality

Our emphasis on product value and dependability fosters great customer and stakeholder confidence.

**Capital in focus**

Manufactured

### Strengthening Employee Health and Safety

We put employee welfare and safety first by creating a happy work atmosphere and adopting strong health and safety measures.

**Capital in focus**

Human

Social & Relationship

### Transforming Communities through Philanthropy

We use strategic philanthropy to make investments in education, healthcare, and social well-being to effect long-term change in the areas we serve.

**Capital in focus**

Social & Relationship

### Responsible Production Practices

Our sustainable manufacturing methods reduce waste, pollution and resource consumption, resulting in a healthier Earth.

**Capital in focus**

Natural

### Advancing to Responsible Supply Chain

We adhere to responsible procedures throughout our supply network, including ethical procurement, fair labour standards and a sustainable environment.

**Capital in focus**

Manufactured

Social & Relationship

### Combating Climate Change and Emissions

We are dedicated to decreasing greenhouse gas emissions, encouraging renewable energy use, and combating the effects of climate change through strong action

**Capital in focus**

Natural

### Timely and Effective Customer Support

We prioritise a great customer experience by providing timely and efficient responses to requests and complaints

**Capital in focus**

Social & Relationship

**We prioritise honesty and responsibility in all aspects of the work we do. For us, good governance entails creating an environment in which people feel heard, respected, and empowered to contribute to something meaningful.**

By listening to the voices of our stakeholders, we have identified what truly matters and have built a governance framework that reflects those insights. For us, this commitment is about transparency, accountability and trust.

# Corporate Governance

## Growing with ethics at our core

Through corporate governance we safeguard all our stakeholder interests, build trust and maintain long-term relationships. We follow global standards in our governance practices to maintain transparency, accountability and we abide by the rules and regulations that are applicable to our business practices. At Dixon Technologies, we build our governance on a strong foundation of ethics, values and professionalism. We stay active in ensuring compliance, managing risks and guiding future strategies to keep our growth responsible and steady.

### List of Policies adopted by the Company

**Steering with integrity**

To know more information about the policies followed by Dixon Technologies, please visit https://www.dixoninfo.com/corporate-governance

### Code of conduct

We are committed to doing business the right way with honesty and strong ethics. Our Code of Conduct shares the basic rules that guide how we work and interact with others. We believe that following the law and treating everyone with respect is key to our success. This Code applies to all our employees, business partners and even our Board of Directors. It helps everyone understand how to act when representing the company. We stay honest, reliable and true to our values.

### Anti-bribery and anti-corruption policy

We, at Dixon, continue to preserve our ethical practices by implementing strict anti-bribery and anti-corruption policies. This policy aligns with the Prevention of Corruption Act, 1988 and other applicable legislations. We are committed to prevent any fraudulent and corrupt actions and we provide clear guidelines to all our stakeholders in situations. Through this we make sure we are ethical in all our business transactions.

### Terms of the appointment of Independent Directors of Dixon Technologies (India) Limited

At Dixon, we appoint Independent Directors for a term of five consecutive years. They are not required to retire by rotation at each Annual General Meeting. Independent Directors are expected to participate in Board and Committee meetings and follow directions from the Board. They play an important role in supporting the company and protecting the interests of our investors. They must follow strict rules regarding dealings in company shares after listing. We expect them to come prepared for meetings, understand our operations, and carry out their duties with care and integrity. By accepting the appointment, Independent Directors confirm that they can give sufficient time to their role. They also commit to complying with the Companies Act, 2013, SEBI Listing Regulations, and other relevant laws.

### Whistle blower policy

We maintain trustworthiness and high levels of competence in all our transactions. The whistle blower policy allows all our stakeholders including board members and employees to disclose any suspected misbehaviour or any violations of our Code of Conduct and laws anonymously. We promote honest disclosure without any fear of threat and we make sure to conduct a quick and proper investigation on all reported concerns. No incidents of whistle blower have been reported by the company during the year 2024-2025.

### Policy on succession planning

At Dixon Technologies, we understand the importance of growing our leadership team. We have a clear succession plan in place to ensure the smooth and sustainable operation of the Company for years to come. To align with SEBI Listing Regulations, we have developed a comprehensive Succession Planning Policy. This Policy outlines a thorough process for identifying, training and preparing future leaders for key positions on the Board, in senior management and other critical roles.

### Group wide tax policy

We follow all the rules and regulations, policies, guidelines, provisions applicable under various tax laws applicable. We follow tax governance principles like Compliance, transparency, transfer pricing, tax haven to ensure we follow ethics and transparency in all the activities we do.

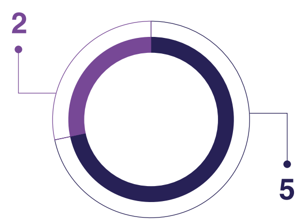
### Board Performance evaluation and election process

We carry out a thorough evaluation of our Board's performance every year. This includes assessing the effectiveness of the Board as a whole, its committees, the Chairman and Independent Directors. To keep the process fair and open, we use anonymous questionnaires to gather honest feedback from all Board and Committee Members. After collecting the responses, the Board carefully reviews and analyses the results to identify areas for improvement.

When it comes to selecting new Directors, our Nomination and Remuneration Committee leads the process. They focus on finding individuals with the right qualifications, experience, values and independence. This selection process follows our well-defined Nomination and Remuneration Policy to helps us ensure transparency and consistency every step of the way.

## Composition of directors

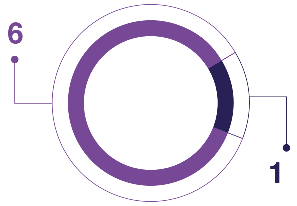
### Number of Directors




- Executive Directors
- Non-Executive - Independent Directors

### Diversity by

**Gender**




- Male
- Female

### Tenure of Directors in Dixon

**Number of Directors**

**Nil**
<2 years

**3**
2-5 years

**4**
>5 years

**12** years
Average tenure of the Board

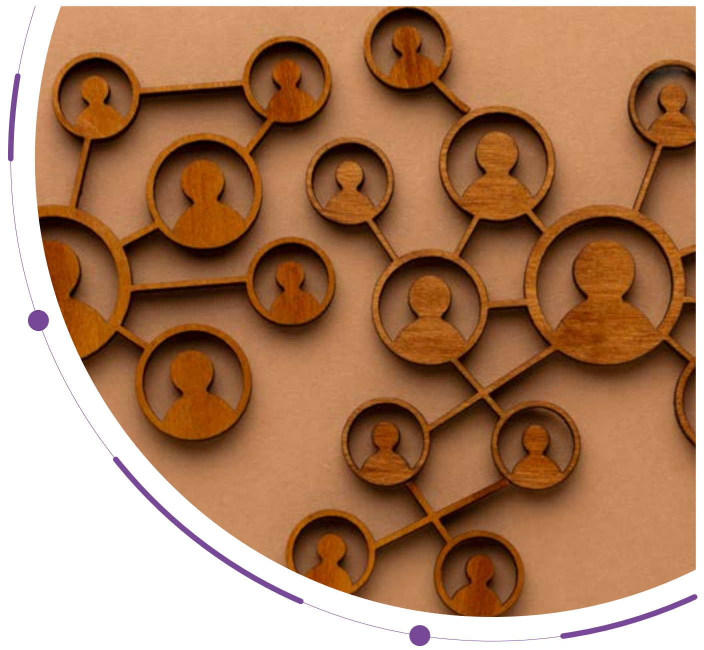
**100%**
Number of Directors attended the Board Meeting

**32.27%**
Share capital holding by the Promoter of the Company along with promoter group (as on 31st March, 2025)

**71.43%**
Independent Board of Directors

**100%**
Meetings attended by the Company Directors

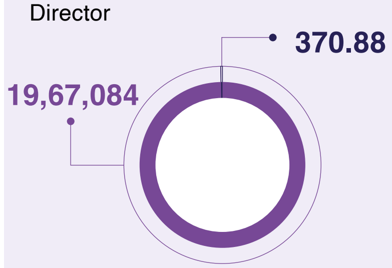
**₹4,67,595**
Median annual remuneration of all other employees of the Company



**₹699 Lakhs**
The annual compensation for the MD/CEO (including Commission) (on Standalone basis)

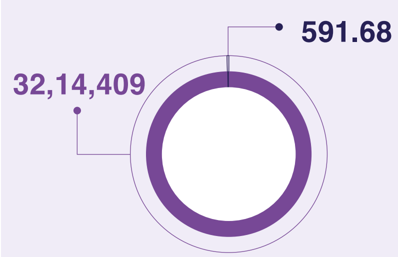
**149.67**
Ratio of MD/CEO compensation to Median annual compensation of employees

**Mr. Atul B. Lall**
Vice Chairman & Managing Director




- Number of Equity Shares
- Multiple of base salary

**Mr. Sunil Vachani**
Executive Chairman




- Number of Equity Shares
- Multiple of base salary

## Leadership that inspires

**Mr. Sunil Vachani**
Executive Chairman

Mr Sunil Vachani is currently the Executive Chairman of our Company. He holds a degree of Associate of Applied Arts in business administration from the American College in London. He is also the Promoter of our Company and has been associated with us since inception. He is responsible for our Company's growth and business development. He has over 30 years of experience in the EMS industry.

He has been awarded the 'Man of Electronics Award' by CEAMA in 2015, the 'Outstanding Citizen Award 2012' by the Sindhi Chamber of Commerce and one of the 'Top 100 people influencing EMS' in 2012. He has held multiple positions, some of which are Chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee. He has also been elected as President (South) of Consumer Electronics and Appliances Manufacturers Association ('CEAMA'), for the term 2021-23. He has recently been conferred with the Champion Award for Aatma Nirbhar Bharat. He has been conferred with 'Entrepreneur of the Year' award by Forbes India under Forbes Leadership Awards 2024. He has also been bestowed with the prestigious 'EY Entrepreneur of the Year™ 2021' award. Mr. Vachani has also been bestowed with the 'Telecom Person of the year' award by Voice & Data.

**Mr Atul B Lall**
Vice Chairman & Managing Director

Mr Atul B Lall is the Managing Director and Vice Chairman of Dixon Technologies (India) Limited. He holds a Master's Degree in Management Studies from the Birla Institute of Technology and Science, Pilani. He has been leading Dixon Technologies since foundation and built it to its current leadership position in the EMS Industry. He is responsible for Dixon's overall strategy and business operations.

Apart from serving as board members on other group companies of Dixon Technologies, he is also serving as an Independent Director on the Board of Happy Forgings Limited and Max Estates Limited. With over 30 years of experience in the EMS industry, his forte is in introduction of new segment lines and rolling out expansion strategies. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS.

He is an avid reader and has also authored the book, 'Gita and India Inc.'. He has also been elected as President of the Electronic Industries Association Of India ('ELCINA'). Mr Lall has been conferred with the MAN OF ELECTRONICS BY CEAMA (Leading Industry Body Association) for 2022. He is also on the governing board of Plaksha University. Mr. Lall has also featured in the list of India's best CEOs by Fortune India.

**Mr Manoj Maheshwari**
Non-Executive and Independent Director (until 2nd May, 2025) and Additional Director in the capacity of Non-Executive and Non-Independent Director (as on 20th May, 2025)

Mr Manoj Maheshwari is a Non-Executive and Non-Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Company Secretaries of India.

He also holds a Post Graduate Diploma in Business Administration from Symbiosis Centre for Distance Learning.

The director has close to more than three decades of experience in finance functions encompassing various aspects of finance and corporate functions including M&A, capital expenditure and fund raising as debt and equity.

Mr Keng Tsung Kuo is a Non-Executive and Independent Director of our Company. He has over 30 years of rich and extensive experience in Business & Selling Strategy, Human Resource & Globalisation Strategy, Change Management and Leadership & Management.

Mr Kuo holds Master of Electrical Engineering from National Taiwan University and has also done his Executive MBA from National Taiwan University. Earlier he had been associated with Global conglomerates such as Hewlett Packard Taiwan LTD and has also served in key positions in elite corporations such as United Microelectronics Corp, Lam Research Co., Ltd. and MediaTek Inc. He has also served as an Adjunct Professor in National Taiwan University.

**Mr Keng Tsung Kuo**

Independent Director

Dr Rakesh Mohan is a Non-Executive and Independent Director of Dixon Technologies (India) Limited. He is President and Distinguished Fellow of the Centre for Social and Economic Progress (CSEP), New Delhi, India, formerly Brookings India. He was most recently Senior Fellow in the Jackson Institute for Global Affairs, Yale University and was earlier Professor in the Practice of International Economics and Finance at the School of Management at Yale University, 2010-12. He has also served as Distinguished Consulting Professor at Stanford University in 2009. He was closely associated with the Indian economic reforms process from the late 1980s onwards.

He was Executive Director on the Board of the International Monetary Fund, Deputy Governor of the Reserve Bank of India, Secretary, Economic Affairs, Chief Economic Adviser of the Indian Ministry of Finance, and Economic Adviser in the Ministry of Industry. He was also Chairman of Government committees that produced influential reports on infrastructure: The India Infrastructure Report (1996), The Indian Railways Report (2001) and The India Transport Report (2014).

He has authored three books on urban economics and urban development; and two on monetary policy. His most recent book (edited) is 'India Transformed: 25 Years of Economic Reforms'. He has a BSc (Eng) from Imperial College of Science and Technology, University of London (1969), a BA from Yale University (1971) and an MA and Ph.D in Economics from Princeton University.

**Dr. Rakesh Mohan**

Independent Director

Mr Arun Seth is a Non-Executive and Independent Director of Dixon Technologies (India) Limited. He is an alumnus of IIT Kanpur and IIM Calcutta. He has more than 45 years of experience in senior commercial positions in BT, Alcatel, HCL. Mr Seth started as the founding MD of British Telecom in India in 1995 and built it to its current leadership position in managed telecom services and outsourced IT and back-office operations.

He has also helped incubate both Airtel and Mahindra BT in mid-90's into what now is the global Airtel and Tech Mahindra. He had been very active with Government and Regulators on shaping Telecoms Policy and IT policy by being an elected member of NASSCOM for more than a decade. He is currently serving as an independent director on the board of companies like, Jubilant Pharmova Ltd, Jubilant Ingrevia Ltd. Also, he is in the Board of Kent RO Ltd., Usha Breco Ltd., Sify Technologies Ltd., Tonetag and Ixigo and has served Narayana Health board for 8 years.

An active investor and advisor, Mr. Seth supports disruptive tech companies to help them scale up in the Indian market, many of whom, like Nutanix etc, have become multibillion dollar global companies.

He is extremely active on NGO and Education boards and is a co-founder of India's leading NGO in livelihoods The Nudge Institute , an advisor to Give India. He is also a Governing Member of HelpAge India Board, SPIC-MACAY, NCPEDP (Employment for Disabled people). He was chairing NASSCOM Foundation till 2019 which drives CSR initiatives across the IT Industry using tech for scaling good.

**Mr Arun Seth**

Independent Director





Ms. Geeta Mathur is the Non-Executive and Independent Director of the Company. Ms. Geeta Mathur is a member of the Institute of Chartered Accountants of India and a B. Com (hons) graduate from Shri Ram College of Commerce, Delhi University. Since 2014, Ms. Geeta has served as a Director on boards of many renowned companies such as Motherson Sumi Wiring India Limited, Infoedge Limited, NIIT Limited, Hero Housing Finance Limited, Canara HSBC OBC Life Insurance Company etc. contributing towards their growth and governance. Apart from being a Director she has also worked as Chief Financial Officer in Helpage India, Vice President-Finance in Emaar MGF Land Limited, Regional Head- North & East IBM Global Finance (IBM Ltd.) and Sr. Vice President in ICICI Limited. She has a vast experience in the domain of understanding of strategies for growth with risk management, investor perspective, customer management and market leadership, organization structures and dynamics, compliances and reporting. She has also been awarded the Women Independent Director of the year award by Mentor by Board.

**Ms. Geeta Mathur**

Independent Director

Dr Manuji Zarabi, was a Non- Executive and Independent Director of our Company. He holds a degree of Doctor of Philosophy from the Indian Institute of Science, Bangalore. He was associated with Semiconductor Complex Limited, a Government of India Enterprise for over 25 years and retired as its Chairman cum Managing Director in August 2005. He was also a member of the working group on development of R&D and IP in electronics formed at DeitY.

**Late Dr. Manuji Zarabi**

Independent Director

*until 22nd February, 2025

Ms. Poornima Shenoy is a Non-Executive and Independent Director of our Company. She brings over three decades of senior leadership experience as an entrepreneur and a prominent industry figure. She is, the CEO of Hummingbird Advisors that works with young technology companies. She has been the founding President of the India Electronics & Semiconductor Association IESA and has conceptualised the formation of the Electronic Sector Skills Council of India ESSCI. She is a British Chevening scholar for Women in Leadership and Management from the University of Bradford and has done a Management Development Programme at the University of Michigan at Ann Arbor. She is passionate about building high performance teams and is a recognised mentor. She has done her BA from Bangalore University and MBA from TAPMI, Manipal. She has been certified as an Independent Director by the Indian Institute of Corporate Affairs IICA.

**Ms Poornima Shenoy**

Independent Director

*until 22nd February, 2025

# Board of Directors Committees

## Mandatory committees

### Audit Committee

The Audit Committee plays a vital role in safeguarding the integrity of our financial reporting. It accomplishes this by overseeing Financial Statements and Internal Audits and informing the Board of Directors.

**Chairman**
Mr. Arun Seth (Chairman effective 2nd May, 2025)

**Members**
- Mr. Manoj Maheshwari
- Ms. Geeta Mathur

66.66%
Independent directors (as on 20th May, 2025)

5
Meetings in FY25

80%
Average attendance of Directors

### Nomination & Remuneration Committee

We are focused on promoting effective corporate governance practices. Their responsibility is to identify and recommend qualified individuals to the Board for roles as Directors or Senior Management.

**Chairman**
Mr. Arun Seth

**Members**
- Mr. Manoj Maheshwari
- Ms. Geeta Mathur

66.66%
Independent directors (as on 20th May, 2025)

5
Meetings in FY25

88.33%
Average attendance of Directors

### Corporate Social Responsibility Committee

We include social responsibility in all our operations. Their responsibility includes drafting the CSR policy in accordance with the Act and Rules, recommending, estimating the budget for CSR. They monitor the development and effectiveness of these efforts.

**Chairman**
Mr. Sunil Vachani

**Members**
- Mr. Atul B Lall
- Dr. Rakesh Mohan

33%
Independent directors (as on 20th may, 2025)

4
Meetings in FY25

100%
Average attendance of Directors

### Stakeholder Relationship Committee

This Committee promotes transparent communication with stakeholders across various groups. The Committee strives to addressing stakeholder grievances and incorporating stakeholders' perspectives in our strategy

**Chairman**
Dr. Rakesh Mohan

**Members**
- Mr. Atul B Lall
- Mr. Sunil Vachani

33%
Independent directors (as on 20th May, 2025)

4
Meetings in FY25

100%
Average attendance of Directors

### Risk Management Committee

We are committed to proactive risk management practices. We have established a Risk Management Committee in accordance with the SEBI Listing Regulations. Key responsibility of this committee is to strengthen its strategies to mitigate risks.

**Chairman**
**Mr. Atul B Lall**

**Members**
- **Mr. Manoj Maheshwari**
- **Mr. Keng Tsung Kuo**
- **Mr. Arun Seth**

75%
Non-Executive Directors

2
Meetings in FY25

100%
Average attendance of Directors

## Non-mandatory committees

- ESG Committee
- Share Allotment Committee
- Executive Committee
- Research & Development Committee

## Management team

**Mr. Sunil Vachani**

Executive Chairman

**Mr. Atul B Lall**

Vice Chairman & Managing Director

**Mr. Pankaj Sharma**

President & COO (Wearables & Hearables)

**Mr. Kamlesh Kumar Mishra**

President- Mobile

**Mr. Saurabh Gupta**

Chief Financial Officer (CFO)

**Mr. Ashish Kumar**

Chief Legal Counsel & Group Company Secretary

**Mr. Sukhvinder Kumar**

Chief Executive Officer Telecommunications

**Mr. Amit Mittal**

Sr. Vice President (Lighting Business)

**Mr. Abhijit Kotnis**

President & COO (Consumer Electronics)

**Mr. Rajeev Lonial**

President & COO (Home Appliances)

# Balancing Risks and Opportunities

We actively manage risks to protect our business and create value for our shareholders. Our risk management approach helps us to identify, assess and reduce potential risks across all areas of our operations. We focus on staying flexible and proactive so that we can respond quickly to changing situations. By managing risks in a structured and dynamic way, we aim to minimise adverse impacts, keep our operations running smoothly and build long-term value for everyone connected to our business.

**Risk Management Process**

| Identification of risk & Threats | Risk Prioritisation | Risk Mitigation | Monitoring & Reporting |
|---|---|---|---|
| Identify potential risks across key categories (Strategic, Operational, Compliance, Financial, Sustainability, Cybersecurity). | Analysing likelihood, impact and severity to prioritise risks. | Mitigate, transfer, tolerate or terminate identified risks. | monitor and report risks and their treatment strategies. |




# Risk Mitigation Framework

A risk mitigation framework is an essential component of our organization's governance and strategic planning, and it plays a key role in safeguarding operations and achieving long-term objectives. This framework identifies, assesses, and prioritizes potential risks across all business functions, including financial, operational, compliance, and reputational domains. Once risks are identified, targeted mitigation strategies—such as policy enhancements, process improvements, insurance coverage, and crisis response planning—are implemented to minimize their impact or likelihood. Regular monitoring, internal audits, and scenario analyses ensure that risk controls remain effective and adaptive to changing conditions. This structured approach enables proactive risk management, supports informed decision-making, and strengthens overall organizational resilience.

## Risk Management strategy

**Strategic Risk (A)**

**Priority** — High

| Risk Description | Captials Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| Geopolitical and Social (Risks emerging from Political and social situations, leading to disturbances within the business environment. | • Financial Capital<br>• Social & Relationship Capital | • Diversify supplier and distributor network to reduce dependence on a single entity<br>• Dedicated teams focusing on specific markets and product segments.<br>• A 'Different Models for Different Channels (DMDC)' approach to suit various markets.<br>• Investment in R&D to stay on top of the latest technologies.<br>• Insurances | Shareholders and investors<br>suppliersValue Chain partners<br>customers |

## Strategic Risk (B)

**Priority** — High

| Risk Description | Captials Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| Inadequacy in succession planning can adversely impact the business model | • Financial Capital<br>• People | • Well defined policy and plans for all key personnel.<br>• Training of Middle & senior management. | Shareholders and investors<br>People |

## Strategic Risk (C)

**Priority** — High

| Risk Description | Captials Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| • Threats from Competition | • Financial Capital<br>• Social & Relationship Capital | • Invest in research and development to improve products, services, or processes, ensuring offerings remain differentiated and aligned with evolving customer needs.<br>• Form alliances, joint ventures, or collaborations to enhance capabilities, expand market reach, or share resources in a cost-effective way.<br>• Attract and retain top talent to maintain a competitive edge through innovation, customer engagement, and efficient operations. | Shareholders and investors<br>Customers |

## Operational/Sectoral Risks

**Priority** — High

| Risk Description | Captials Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| Lack of trained employees and inefficient processes can affect the operational efficiencies leading to delays in production, product and quality issues thereby causing stakeholder and customer dissatisfaction. | • Financial Capital<br>• Manufactured Capital<br>• Intellectual Capital | • Investing in effective customer engagement training and efficient recruitment to ensure skilled staff<br>• Provide training and development facility to employees to boost their skills and proficiency<br>• Focus on continuous improvement through R&D to enhance product quality and efficiency | Employees<br>Shareholders and investors |

## Compliance Risk (A)

**Priority** — High

| Risk Description | Captials Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| Changes in regulatory requirements, lack of awareness or weak internal controls can cause compliance issues leading to face penalties and fines. | • Financial Capital | • Ensure strict adherence to all national and international rules and regulations<br>• Implement and train employees with governance and ethical practices in operations<br>• Update our policies to stay aligned with industry and government standards and regulations<br>• Compliance tool and tracker implemented | investors |

### Compliance Risk (B)

**Priority** — High

| Risk Description | Captials Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| Risk of non-fulfilment of contractual obligations | • Financial Capital<br>• Manufactured Capital<br>• People Capitals<br>• Social and relationship Capital | • All contractual obligations closely monitored and fulfilled. | Shareholders and investors<br>Customers<br>People<br>Value Chain Partners |

### Financial and reporting Risk

**Priority** — High

| Risk Description | Capital Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| • Foreign exchange risks and commodity price fluctuations | • Financial Captial<br>• Manufactured Capital<br>• Natural Capital | • Maintain strong internal controls to ensure data integrity and efficient processes.<br>• Ensure timely and accurate disclosure of both financial and non-financial information meeting all regulatory and accounting standards.<br>• Prioritise meeting all financial obligations on time to avoid liquidity and credit risks. | Shareholders and investors<br>Customers<br>Value Chain Partners |





### Sustainability Risk

**Priority** — Medium

| Cause | Captial Impacted | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| This risk is caused due to changes in climate, resource scarcity, regulatory changes related and even social unrest. This risk could cause potential negative impact on the operations and reputation. | • Financial Capital<br>• Manufactured Capital<br>• Natural Capital<br>• Social Capital<br>• Human Capital | • Ensure the safe handling and proper disposal of all waste, including e-waste.<br>• Focus on responsible water use and make sure no untreated wastewater is discharged.<br>• Invest in meaningful CSR initiatives that support environmental and social well-being. | Shareholders and investors<br>Communities<br>Regulatory Bodies and Government |

### Cybersecurity Risk

**Priority** — Medium

| Cause | Impact | Mitigation plans | Stakeholders impacted |
|---|---|---|---|
| The threat of financial loss, operational disruption or reputational damage caused by cyber-attacks, data breaches and system failures. These threats that could compromise the confidentiality, integrity, availability of our data and digital assets. | • Financial Capital<br>• Manufactured Capital<br>• Intellectual Capital | • We maintain a strong data security governance framework and ISO 27001:2013 certification, with regular policy updates.<br>• We implement a 'Zero Trust' structure and Data Loss Protection (DLP) to enhance security.<br>• We use Intrusion Prevention Systems, web filtering, antivirus software, and provide daily security awareness training<br>• We leverage SIEM & SOAR solutions for real-time analysis and proactive monitoring to prevent production disruptions. | Shareholders and investors<br>Business Partners and Suppliers<br>Customers |

# Awards & Accreditations

Dixon Technologies has been honoured with the 'Corporate Excellence Award in Manufacturing and Innovation' by Amity University at the 25th International Business Horizon.


Mr. Sunil Vachani has been conferred with **"Telecom Person of the Year"** by Voice & Data for his transformative impact on India's electronics manufacturing landscape.

Mr. Atul B. Lall Vice Chairman & Managing Director of Dixon Technologies (India) Limited has featured in the list of India's Best CEOs by Fortune India - October, 2024

Dixon Technologies (India) Limited awarded the prestigious "Golden Peacock Award on Excellence in Corporate Governance" at IOD's Annual London Global Convention.


"Mr. Ashish Kumar, Chief Legal Counsel & Group CS of Dixon Technologies (India) Limited has been declared as Winner of India Business Law Journal's 2024-25 In-house Counsel Awards in Manufacturing / Engineering (Individual) Category "


Dixon Technologies (India) Limited has received 2024 DET Hurun Champion of Make in India & Electronics Manufacturing Award at the India Manufacturing Excellence Awards, 2025 organised by run India in collaboration with Dubai Department of Economy and Tourism.





# Certifications

## Global Certifications in Existing Plants

| Locations | ISO 9001:2015 | ISO 14001:2015 | ISO 45001:2018 | ESD S20:20 | ISO 27001:2018 | ISO 50001 | IMS | RBA VAP | SA 8000 |
|---|---|---|---|---|---|---|---|---|---|
| Washing Machine (Dehradun) | ✓ | ✓ | | | | | | | |
| Washing Machine (Tirupati) | ✓ | ✓ | ✓ | | | | | | |
| Sector-63 (Mobile & STB) | ✓ | ✓ | ✓ | ✓ | | | | | |
| Sector-63 (Mobile & STB) | ✓ | | | | | | | | |
| Sector-60 (Mobile) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | |
| Sector-85 (Router) | ✓ | ✓ | ✓ | | | | | | |
| DEAPL Ludhiana | ✓ | ✓ | | | | | | | |
| TV Monitor | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | |
| Dixon Noida | ✓ | | | | | | | | |
| Dixon Dehradun | ✓ | ✓ | | | | | | | |
| Dixon Noida C-33 | ✓ | ✓ | | | | | | | ✓ |
| Sector-90 Mobile | ✓ | ✓ | ✓ | | | | | | |
| Sector-90 Laptop | ✓ | ✓ | ✓ | ✓ | | | | | |
| DTSPL | ✓ | | | | | | | | |
| CTMPL | ✓ | ✓ | | | | | | | |
| DEMPL | ✓ | | | | | | | | |
| RDEPL | ✓ | | | | | | | | |

# Corporate Information

## Board of Directors

**Mr. Sunil Vachani**
Executive Chairman

**Mr. Atul B. Lall**
Vice Chairman & Managing Director

**Mr. Manoj Maheshwari**
Additional Director (In the capacity of Non-Executive and Non-Independent Director as on 20th May, 2025)

**Mr. Keng Tsung Kuo**
Independent Director

**Dr. Rakesh Mohan**
Independent Director

**Ms. Geeta Mathur**
Independent Director

**Mr. Arun Seth**
Independent Director

**Dr. Manuji Zarabi**
Independent Director
(Ceased to be Independent Director w.e.f 23rd Feb, 2025)

**Ms. Poornima Shenoy**
Independent Director
(Ceased to be Independent Director w.e.f 23rd Feb, 2025)

## Key Managerial Personnel

**Mr. Sunil Vachani**
Executive Chairman

**Mr. Atul B. Lall**
Vice Chairman & Managing Director

**Mr. Saurabh Gupta**
Chief Financial Officer

**Mr. Ashish Kumar**
Chief Legal Counsel & Group Company Secretary

## Statutory Auditor

**M/s S.N. Dhawan & Co. LLP**
2nd Floor, 51-52, Sector-18,
Phase-IV, Udyog Vihar,
Gurugram, Haryana-122016, India
Ph: +91 124 4814444
Email ID: contact@mazars.co.in

## Internal Auditor(s)

**Ernst & Young LLP**
4th & 5th Floor, Plot No 2B,
Tower 2 Sector 126,
Noida - 201304, Gautam Budh Nagar, U.P. India,

**Deloitte Touché Tohmatsu India LLP**
7th Floor, Building No. 10, Tower-B
DLF Cyber City Complex , Phase-II,
Gurugram-122002

## Key Bankers to Our Company

ICICI Bank Limited

Hong Kong Shanghai Banking Corporation

HDFC Bank Limited

Citi Bank N.A.

Standard Chartered Bank Limited

Axis Bank Limited

Bank of Baroda

## Annual General Meeting

Date: 23rd September, 2025
Time: 11:00 A.M. (IST)
Day: Tuesday

## Registrar & Share Transfer Agent

**KFin Technologies Limited**
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad - 500 032, Telangana,
Toll free number: 1- 800-309-4001
Website: www.kfintech.com

## Registered Office

B-14 & 15, Phase-II, District Gautam Buddha Nagar, Noida-201305, U.P.
Ph.: (0120) 4737200
Fax: (0120) 4737273
Website: www.dixoninfo.com
E-mail-ID:
investorrelations@dixoninfo.com

# Director's Report

Dear Member(s),

Your Directors take immense pleasure in presenting the 32nd Annual Report on the business and operations of Dixon Technologies (India) Limited (**"Company/Dixon"**) along with the Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2025. The consolidated performance of the Company, its Subsidiaries and Joint Ventures have been referred to wherever required.

## OVERVIEW OF FINANCIAL RESULTS / PERFORMANCE OF THE COMPANY (STANDALONE & CONSOLIDATED)

Key highlights of the Company's financial performance (standalone & consolidated) for the year ended 31st March, 2025 are as under:

(₹ in Lakhs)

| Particulars | Standalone For the financial year ended | | Consolidated For the financial year ended | |
|---|---|---|---|---|
| | 31st March, 2025 | 31st March, 2024 | 31st March, 2025 | 31st March, 2024 |
| Revenue from Operations | 5,40,090 | 6,41,140 | 38,86,010 | 17,69,090 |
| Other Income | 6,647 | 3,729 | 2,023 | 2,256 |
| Total Income | 5,46,737 | 6,44,869 | 38,88,033 | 17,71,346 |
| Profit/ (Loss) before depreciation, finance costs, Exceptional items and tax expenses | 31,306 | 35,244 | 1,52,781 | 72,019 |
| Less: Depreciation/ Amortization/ Impairment | 7,065 | 6,398 | 28,102 | 16,188 |
| Profit/ (Loss) before Finance costs, exceptional items and tax expenses | 24,241 | 28,846 | 1,24,679 | 55,831 |
| Less: Finance costs | 5,303 | 4,148 | 15,435 | 7,472 |
| Profit/ (Loss) before exceptional items and tax expenses | 18,938 | 24,698 | 1,09,244 | 48,359 |
| Profit/ (Loss) of Joint Venture Companies | - | - | 1,738 | 1,024 |
| Add/ (Less): Exceptional items | 48,950 | - | 45,998 | - |
| **Profit/ (Loss) Before tax** | **67,888** | **24,698** | **1,56,980** | **49,383** |
| Less: Taxes (current & deferred) | 11,298 | 6,132 | 33,722 | 11,891 |
| **Profit/ (Loss) for the year** | **56,590** | **18,566** | **1,23,258** | **37,492** |
| **Total comprehensive income/ (loss)** | **56,544** | **18,667** | **1,23,290** | **37,578** |
| Balance of profit/ (Loss) for earlier years | 1,01,066 | 84,287 | 1,31,136 | 96,148 |
| Add: Profit during the year | 56,590 | 18,566 | 1,09,554 | 36,775 |
| Less: Dividend paid on equity shares | 2,991 | 1,787 | 3,291 | 1,787 |
| **Balance carried forward** | **1,54,665** | **1,01,066** | **2,37,399** | **1,31,136** |

## OVERVIEW AND STATE OF COMPANY'S AFFAIRS

India as an economy is all set to reach $ 300 Billion in electronics production by 2026, driven by 'Make in India' and the Production-Linked-Incentive (PLI) Scheme* with a vision to grow to US$ 500 billion in electronics production by 2030 with US$ 200-225 billion in exports#. The Indian electronics manufacturing sector is poised for substantial growth, driven by strategic policy initiatives, increased investments, and a burgeoning export market. The growth in the Internet of Things (IoT), the rollout of 5G, and increased complexity in semiconductor and electronics components are inducing organizations to have their manufacturing work done by experienced EMS providers adept at managing sophisticated assembly and testing needs. To give a big push for local manufacturing, Government of India (GOI) has recently launched Production Linked Incentive (PLI) scheme for electronics components which aims at reducing imports and thereby boosting local production, which will be of great push for Dixon.

Dixon Technologies (India) Limited as a leading Indian Electronic Manufacturing Services (EMS) Company, delivered an outstanding performance during the year under review, driven by its strategic focus on mobile manufacturing and electronics manufacturing services. Dixon is also well positioned to capitalize on India's growing electronics manufacturing sector, supported by government incentives and increasing demand from global brands. The improvement in profitability is attributed to the Company's focus on operational efficiency and effective strategies of the Company. The liquidity position of the Company also remained strong during the year.

The Mobile division remained as the largest growth driver, contributing to almost 85% of the Company's consolidated total revenue. On the operational front, your Company has achieved several milestones across its business verticals, including Consumer Electronics, Lighting Solutions, Home Appliances, Mobile Phones, IT Hardware and Telecom products such as Dixon has successfully onboarded multiple multinational brands and deepened technology partnerships with Amazon (Fire Tv) and LG (Web OS) in the Consumer Electronics Business Vertical. Dixon is also planning to venture into new product categories like robotic vacuum cleaners, water purifiers, chimneys and large kitchen appliances in Home Appliances business vertical. Your Company as part of its innovation roadmap, is preparing to launch industry-first SAWM models in 16Kg and 18 Kg capacities.

*Source: Economic Times (ET Manufacturing)

#Source: Annual Report of Niti Aayog for FY 2024-25

Dixon is also making significant strides in the fast growing IT hardware segment. The manufacturing facility in Chennai is catering mass orders from HP and Asus with strong order pipeline from Lenovo and Asus.

In summary, your Company has a promising future ahead with its large capacities in India, which are having a high revenue potential.

During the year under review, the following major events have occurred for your Company and its Group Companies:

- Padget Electronics Private Limited, Wholly Owned Subsidiary of your Company entered into an Agreement with Longcheer Mobile India Private Limited (**"Longcheer"**) for manufacturing and sale of smart phones for Large Global brands with Longcheer's design and technology;
- Dixon Electro Appliances Private Limited, Subsidiary of your Company entered into an Agreement with Nokia Solutions and Networks OY for development and manufacturing of Telecom products;
- Dixon signed a Memorandum of Understanding ("**MOU**") with Acerpure India CE Private Limited for manufacturing of consumer appliance products, subject to signing of definitive agreements;
- Dixon entered into a Term Sheet with HKC Corporation Limited to form a Joint Venture for manufacturing of Liquid Crystal Modules, thin film transistor liquid crystal display modules, assembly of end products like, smartphones, TVs, monitors and auto displays and selling HKC branded End products in India, subject to receipt of necessary statutory approvals and signing of definitive agreements;
- Dixon acquired 73,05,805 equity shares of Aditya Infotech Limited (AIL) having face value of ₹ 1 each constituting 6.50% of the post issue equity share capital of AIL on a fully diluted basis;
- Dixon acquired 50.10% stake in IsmartU India Private Limited ("**IIPL**"), thereby making IIPL a Subsidiary of Dixon;
- Padget Electronics Private Limited entered into an MOU with HP for Manufacturing of Notebooks, Desktops and All-In-One PCs;
- Padget Electronics Private Limited entered into an MOU with Asus for manufacturing of Notebooks;
- Dixon entered into an MOU with Cellecor Gadgets Limited ("**Cellecor**") for manufacturing of Washing Machines and its related components for Cellecor;
- Dixon and Vivo Mobile India Private Limited signed a binding Term Sheet for prospective Joint Venture for OEM Business of Electronic Devices, including smartphones.
- IIPL entered into an Asset Purchase Agreement with KHY Electronics India Private Limited **("KHY")** to acquire land & building, machinery & other tangible assets from KHY for an amount of INR 121 Crores.
- Dixon & Signify Innovations India Limited partnered to form a Joint Venture for OEM business of lighting products & accessories.
- Dixon has entered into a joint venture agreement with Inventec Corporation and Dixon IT Devices Private Limited, wholly owned subsidiary of Dixon, for carrying on business of manufacturing of notebook PC products, desktop PC products including components and servers in India.
- Padget Electronics Private Limited entered into a contract manufacturing agreement with NXTcell India to manufacture smartphones for iconic french tech brand "Alcatel".

Your Company's ranking in terms of market capitalization as on 31st December, 2024 was 124 at BSE Limited and 123 at National Stock Exchange of India Limited.

## AWARDS AND ACCOLADES

**Great Place to work-**

Certified for fourth year in a row. This certification is a recognition of our people centric practices, enhanced employee engagement, pursuit of excellence and commitment to nurturing a high performance culture.

**Excellence in POSH-**

Dixon has been conferred with an award for excellence in POSH Policy implementation at the POSH Enclave Excellence Awards.

**Golden Peacock Award for Excellence in Corporate Governance 2024-**

The Company has been conferred with the prestigious award twice, which reflects Company's commitment to corporate governance.

**WOW Workplace-**

Dixon has also been recognized as one of the WOW Workplace of 2025 by Jombay's WOW Workplace Awards.

**2024 Hurun Industrialist of the year-**

Mr. Sunil Vachani, Executive Chairman of Dixon Technologies has been conferred with 2024 Hurun Industrialist of the year.


### Appropriations

The Directors are pleased to recommend a dividend of 8/- per equity share of face value of ₹ 2/- each (@ 400%), payable to those shareholders whose name appears in the Register of members of your Company as on Tuesday, 16th September 2025. The payment of dividend shall be subject to approval of shareholders at the ensuing Annual General Meeting ("**AGM**") to be held on Tuesday, 23rd September, 2025. The total cash outflow on account of the payment of dividend would be ₹ 48 Crores (approx).

The Board of Directors of your Company had approved and adopted the Dividend Distribution Policy containing all the necessary details as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**SEBI Listing Regulations**"). The dividend, if approved by the Members will be paid on or before 30 days from the date of Annual General Meeting and in accordance with the Dividend Distribution Policy, which is available on the website of your Company at https://www.dixoninfo.com/corporate-governance. There has been no change in the said policy during the period under review.

Also, pursuant to the provisions of the Income Tax Act, 1961 as amended by the Finance Act, 2020, dividend paid or distributed by the Company on or after 1st April, 2020 shall be taxable in the hands of the Members. The Company shall therefore, deduct tax at source (TDS) at the time of making the payment of dividend to the shareholders.

The Register of Members and Share Transfer Books of your Company shall remain closed from **Wednesday, 17th September, 2025 to Tuesday, 23rd September, 2025 (both days inclusive)** for the purpose of payment of dividend for the financial year ended 31st March, 2025 at the ensuing Annual General Meeting.

## TRANSFER TO RESERVES

Details with regard to amount transferred to reserves are provided in the Notes to Financial Statements forming part of this Annual Report.

## SHARE CAPITAL STRUCTURE

The changes in the share capital structure of the Company during FY 2024-25 is as under:

| Particulars | No. of Equity Shares | Face Value (₹) | Paid up Share Capital (₹) |
|---|---|---|---|
| Paid up share Capital as on 1st April, 2024 | 5,98,21,595 | 2/- | 11,96,43,190 |
| Equity Shares allotted under ESOP schemes during the year under review | 4,15,093 | 2/- | 8,30,186 |
| Paid up share capital as on 31st March, 2025 | 6,02,36,688 | 2/- | 12,04,73,376 |

During the year under review, there was no change in the Authorised Share capital of the Company.

Further, during the period under review, your Company has not bought back any of its securities / has not issued any Sweat Equity Shares / has not issued any Bonus Shares/ has not issued shares with Differential Voting rights and there has been no change in the voting rights of the shareholders of the Company.

## EMPLOYEES STOCK OPTIONS PLANS (ESOPs)

Your Company has, from time to time, introduced employee recognition schemes in the form of ESOPs and such tools have been constructive in acknowledging employee's contribution to the organization. The objective of the said ESOPs is to enhance employee motivation, enable employees to participate, directly or indirectly, in the long-term growth and success of your Company. Also, such tools act as a retention mechanism by enabling employee participation in the business as its active member.

## DIXON TECHNOLOGIES (INDIA) LIMITED-EMPLOYEE STOCK OPTION PLAN, 2018 ("DIXON ESOP 2018")

At the 25th Annual General Meeting of your Company held on 25th July, 2018, the Members had approved DIXON TECHNOLOGIES (INDIA) LIMITED-EMPLOYEE STOCK OPTION PLAN, 2018 (**"DIXON ESOP 2018"**). The Board had approved the constitution of 'share allotment committee' to allot shares, in one or more tranches to the employees of your Company and its subsidiaries pursuant to exercise of stock options vested with them in accordance with DIXON ESOP 2018.

During the year under review, the share allotment committee allotted **12,300** equity shares of ₹ 2/- each pursuant to exercise of employee stock options by eligible employees under DIXON ESOP 2018.

Moreover, the shareholders of the Company at the 29th AGM of the Company held on 23rd August, 2022 approved the grant of stock options to the present and future permanent employees of Associate Companies, including Joint Venture Companies, under DIXON ESOP 2018 and Dixon Technologies (India) Limited-Employee Stock Option Plan, 2020.

## DIXON TECHNOLOGIES (INDIA) LIMITED-EMPLOYEE STOCK OPTION PLAN, 2020 ("DIXON ESOP 2020")

The members of your Company at 27th Annual General Meeting held on 29th September, 2020 approved DIXON TECHNOLOGIES (INDIA) LIMITED- EMPLOYEE STOCK OPTION PLAN- 2020 (**"DIXON ESOP 2020"**) for the present and/or future permanent employees of your Company and its present and future subsidiary Company(ies) (**"Employees"**). The Board had delegated the allotment of shares, in one or more tranches to the employees of your Company and its subsidiaries pursuant to exercise of stock options vested with them in accordance with DIXON ESOP 2020 to the Share Allotment Committee.

During the year under review, the share allotment committee allotted **2,45,330** equity shares of ₹ 2/- each pursuant to exercise of employee stock options by eligible employees under DIXON ESOP 2020.

## DIXON TECHNOLOGIES (INDIA) LIMITED- EMPLOYEE STOCK OPTION PLAN- 2023 ("DIXON ESOP 2023")

The members of your Company vide postal ballot dated 3rd December, 2023 approved DIXON TECHNOLOGIES (INDIA) LIMITED- EMPLOYEE STOCK OPTION PLAN- 2023 (**"DIXON ESOP 2023"**) for the present and/or future permanent employees of your Company and its present and future subsidiary Company(ies), Associate Company(ies) including its Joint Venture Company(ies) (**"Employees"**). The Board had delegated allotment of shares, in one or more tranches to the employees of your Company and its subsidiaries pursuant to exercise of stock options vested with them in accordance with DIXON ESOP 2023 to Share Allotment Committee.

During the year under review, the share allotment committee allotted **1,57,463** equity shares of ₹ 2/- each pursuant to exercise of employee stock options by eligible employees under DIXON ESOP 2023.

Disclosures on details of options granted, shares allotted upon exercise, etc. under DIXON ESOP Plans as required under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are set out in **Annexure I** to this Report.

Further, details of options granted and exercised are included in the notes to accounts forming part of Standalone financial statements.

## CREDIT RATINGS

During the year under review, the following credit ratings have been revised/ reaffirmed by ICRA Limited:

| Instrument(s) | Rating Action |
|---|---|
| Short Term- Non Fund Based- Others | ICRA A1+; Reaffirmed |
| Short Term- Fund Based- Cash Credit | ICRA A1+; Reaffirmed |
| Long Term- Fund Based- Term Loan | ICRA AA (Stable); Upgraded from ICRA AA- and Outlook revised to Stable from Positive |
| Long Term/ Short Term- Unallocated | ICRA AA (Stable)/ ICRA A1+; Long Term rating upgraded from ICRA AA- and Outlook revised to Stable from Positive Short Term rating reaffirmed. |

## INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, there was no amount which is required to be transferred to the Investor Education and Protection Fund ("**IEPF**") as per the provisions of Section 125(2) of the Companies Act, 2013 ("**Act**"). Also, no shares have been transferred by the Company to Investor Protection and Protection Fund.

## DEPOSITS

During the year under review, your Company has not accepted any deposits from the public under Section 73 and 76 of the Act and rules made thereunder and no amount of principal or interest was outstanding as at the end of Financial Year 2024-25. There were no unclaimed or unpaid deposits lying with your Company.

Hence reporting of any non- compliance with the requirement of Chapter-V of Act "**Acceptance of Deposits by Companies**" is not applicable on your Company.

## CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business operations carried on by your Company or its group companies during the year under review.

## CONSOLIDATION OF FINANCIALS

In compliance with provisions of Section 129 (3) of the Act read with Companies (Accounts) Rules, 2014, your Company has prepared Consolidated Financial Statements as per the Indian Accounting Standards on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements along with the Auditors' Report thereon forms part of this Annual Report.

## SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES AND THEIR FINANCIAL PERFORMANCES

### SUBSIDIARIES

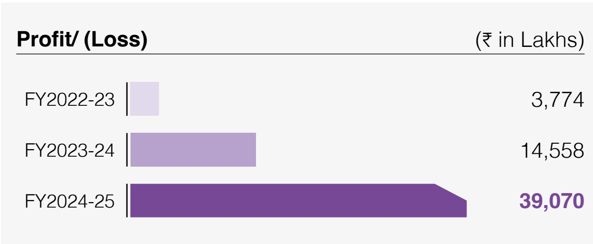
1. Padget Electronics Private Limited

   Padget Electronics Private Limited (**"PEPL"**) is a 100% Subsidiary of your Company.

   PEPL is engaged in the business of manufacturing, selling, exporting, repairing or dealing in mobile phones of all kinds and related components, parts, spares, devices and accessories and manufacturing of IT Hardware products such as Laptops as well.

During the year under review, PEPL had launched mass production of Google Pixel (smartphones) for Compal Smart Device India Private Limited's designated customer "Google Information Services India Private Limited".

PEPL reported a profit of ₹ 39,070 Lakhs in F.Y. 2024-25 (previous year profit: ₹ 14,558 Lakhs).

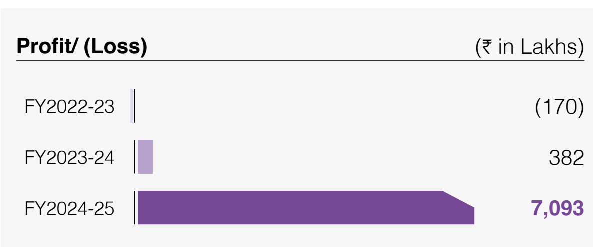



2. Dixon Electro Appliances Private Limited

Dixon Electro Appliances Private Limited ("**DEAPL**") is a joint venture of your Company wherein 51% of the shareholding in DEAPL is held by your Company and remaining 49% of the shareholding is held by Beetel Teletech Limited, thus making DEAPL a subsidiary of your Company.

DEAPL is principally engaged in the business of manufacturing of telecom and networking products having an annual capacity of 15 Million units p.a.

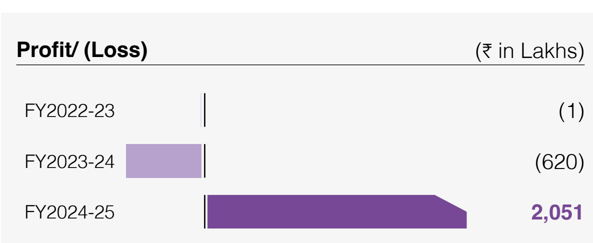
It has reported a Profit of ₹ 7,093 Lakhs in F.Y. 2024-25 (previous year Profit: ₹ 382 Lakhs)




3. Dixon Electro Manufacturing Private Limited

Dixon Electro Manufacturing Private Limited ("**DEMPL**") is a 100% Subsidiary of your Company. DEMPL is engaged in the business of manufacturing of consumer durables devices.

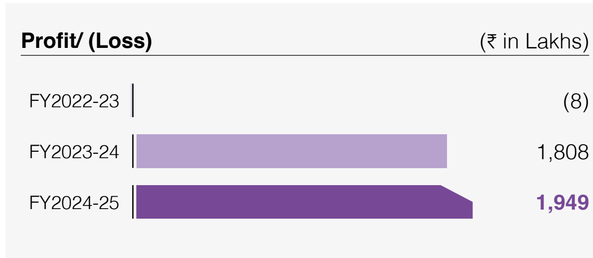
It has reported a loss of ₹ 2,051 Lakhs in F.Y. 2024-25 (previous year loss: ₹ (620) Lakhs)




4. Dixon Technologies Solutions Private Limited

Dixon Technologies Solutions Private Limited ("**DTSPL**") is a 100% Subsidiary of your Company. DTSPL is engaged in the business of manufacturing and deal in, inter-alia, consumer durables devices and electronics appliances.

It has reported a Profit of ₹ 1,949 Lakhs in F.Y. 2024-25 (previous year Profit: ₹ 1,808 Lakhs)

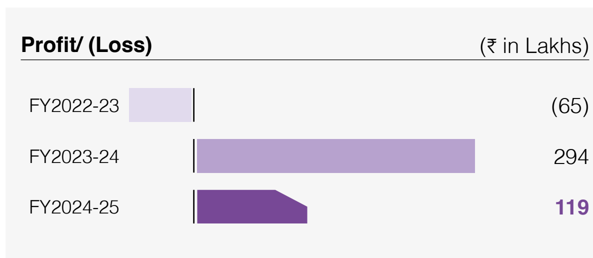



5. Dixon Global Private Limited

Dixon Global Private Limited ("**DGPL**") is a 100% subsidiary of your Company.

DGPL is authorised to carry on agency business in all its branches and to act as agents for Indian and Foreign principals to, inter-alia, sale, purchase, import and export of electrical appliances and gadgets of all kinds.

DGPL reported a Profit of ₹ 119 Lakhs in F.Y. 2024-25 (previous year Profit: ₹ 294 Lakhs).




6. Dixtel Communications Private Limited

Dixtel Communications Private Limited ("**Dixtel**") is a 100% Subsidiary of your Company.

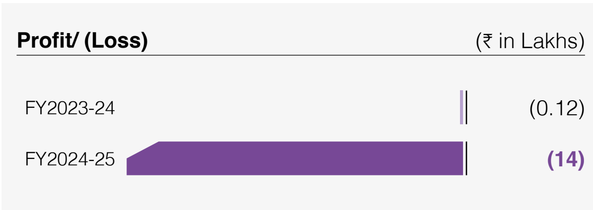
During the year, it has reported a loss of ₹ (10) Lakhs in FY 2024-25 (previous year loss of ₹ (0.25) lakhs). It is also informed that pursuant to voluntary application made by Dixtel with the jurisdictional Registrar of Companies ("**ROC**"), to strike-off its name from the register of companies, the name of Dixtel has been struck off from the register of companies by ROC vide its order dated 21st September, 2024. Consequently, Dixtel ceased to be Wholly owned subsidiary of the Company effective 21st September, 2024.

7. Dixon Display Technologies Private Limited

Dixon Display Technologies Private Limited ("**Dixon Display**") is a 100% Subsidiary of your Company. The

Company is yet to commence its business operations. The name of the Company was changed from Dixon Infotech Private Limited to Dixon Display Technologies Private Limited by way of Special resolution passed by Shareholders on 2nd August, 2024.

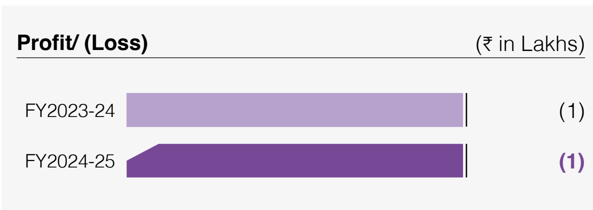
During the year, it has reported a loss of ₹ (14) Lakhs in FY 2024-25 (previous year loss of ₹ (0.12) lakhs).




8. Dixtel Infocom Private Limited

Dixtel Infocom Private Limited ("**Dixtel Infocom**") is a 100% Subsidiary of your Company. The Company is yet to commence its business operations.

During the year, it has reported a loss of ₹ (1) Lakhs in FY 2024-25 (previous year loss of ₹ (1) lakhs).




9. Dixon Electroconnect Private Limited

Dixon Electroconnect Private Limited ("**Dixon Electroconnect**") is a 100% Subsidiary of your Company.

During the year, it has reported a loss of ₹ (1) Lakhs in FY 2024-25. The Company is yet to commence its business operations.

10. Dixon IT Devices Private Limited

Dixon IT Devices Private Limited ("**Dixon IT Devices**") is a 100% Subsidiary of your Company.

During the year, it has reported a loss of ₹ (1) Lakhs in FY 2024-25. The Company is yet to commence its business operations.

11. Dixon Teletech Private Limited

Dixon Teletech Private Limited ("**Dixon Teletech**") is a 100% Subsidiary of your Company.

During the year, it has reported a loss of ₹ (1) Lakhs in FY 2024-25. The Company is yet to commence its business operations.

12. IsmartU India Private Limited

During the year ended 31st March, 2025, your Company has completed the acquisition of 50.10% stake in Ismartu India Private Limited ("**IIPL**") on 13th August 2024, thereby making IIPL a Subsidiary of your Company. IIPL is engaged in the business of manufacturing and assembly, sale, distribution, import and export of mobile phones, tablets, electronic devices, and other components of mobile and/or electronic devices.

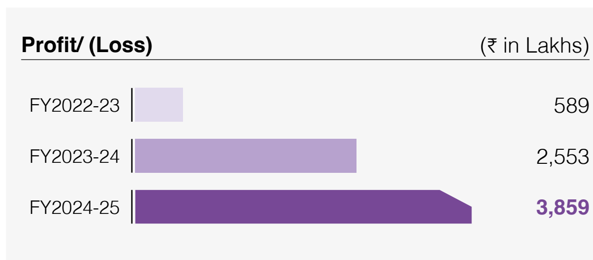
During the year, IIPL has reported a profit of ₹ 24,538 Lakhs.

## JOINT VENTURE/ ASSOCIATE COMPANIES

1. Rexxam Dixon Electronics Private Limited

Rexxam Dixon Electronics Private Limited ("**Rexxam Dixon**") is the Joint venture of your Company wherein 40% of the shareholding is held by your Company and remaining 60% of the shareholding is held by Rexxam Co. Ltd. Rexxam Dixon is engaged in the business of manufacturing PCBs for air conditioners.

It has reported a profit of ₹ 3,859 Lakhs in F.Y. 2024-25 (previous year profit: ₹ 2553 Lakhs)

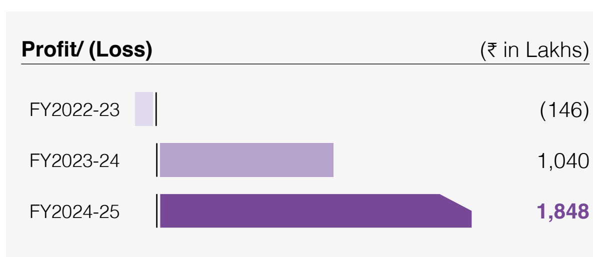



2. Califonix Tech and Manufacturing Private Limited

Califonix Tech and Manufacturing Private Limited ("**Califonix**") is a Joint venture of your Company wherein 50% of the shareholding is held by your Company and remaining 50% of the shareholding is held by Imagine Marketing Limited. Califonix is engaged in the business of manufacturing of Bluetooth enabled audio devices for Imagine for its flagship brand boAt.

In the past year, Califonix had embarked on a significant venture by commencing the manufacturing of TWS Earbuds for boAt. The manufacturing unit, situated in Noida, Uttar Pradesh, boasts an impressive annual production capacity of 36 million units of TWS Earbuds.

It has reported a profit of ₹ 1,848 Lakhs in F.Y. 2024-25 (previous year Profit: ₹ 1040 Lakhs)



3. AIL Dixon Technologies Private Limited

AIL Dixon Technologies Private Limited **("ADTPL")** was a Joint Venture Company of your Company wherein 50% of the shareholding was held by your Company until 18th September, 2024. Therefore, ADTPL ceased to be the Joint Venture of the Company effective 18th September, 2024. ADTPL is primarily engaged in the business of assembling, manufacturing and selling CCTV security cameras, DVRs, IP Cameras, power supply, video door phones, bio metrics and allied products.

A separate statement containing the salient features of the Financial Statement of the Subsidiaries and Joint Venture Companies in the prescribed format AOC-1 forms part of the Consolidated Financial Statements of your Company in compliance with Section 129(3) and other applicable provisions, if any of the Act read with rules made thereunder.

In accordance with Section 136 of the Act, the Audited Financial Statements including the Consolidated Financial Statements and related information of your Company and audited accounts of Subsidiaries are available on the website of your Company at www.dixoninfo.com .

During the year under review, Califonix Tech and Manufacturing Private Limited, Joint Venture of your Company declared an interim dividend @13.92% per share amounting to ₹ 6 Crores to its shareholders. Dixon Electro Appliances Private Limited, Subsidiary of your Company declared dividend to Unsecured, Non-Convertible, Non-Cumulative and Redeemable Preference Shares with a Coupon Rate of 0.01% per annum and Unsecured, Non-Convertible, Non-Cumulative and Compulsory Redeemable Preference Shares having a Coupon Rate of 6% Per Annum. Also, Dixon Technologies Solutions Private Limited, Subsidiary of your Company declared a dividend of INR 26,000 per equity share aggregating to INR 26 Crores.

During the year, Padget Electronics Private Limited, wholly owned subsidiary of your Company, was a material subsidiary, as per SEBI Listing Regulations. In terms of the provisions of Regulation 24(1) of the SEBI Listing Regulations, appointment of one of the Independent Directors of your Company on the Board of material subsidiaries was applicable only to said wholly owned subsidiary.

Independent Audit Report of the material subsidiary is available on the website of your Company. The Secretarial Audit report of the material subsidiary does not contain any qualification, reservation or adverse remark or disclaimer. The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements, in particular investments made by subsidiary companies, are reviewed quarterly by your Company's Audit Committee;
- Minutes of Board meetings and Committee(s) of subsidiary companies are placed before the Company's Board regularly;
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board;

The Company's Policy for determining Material Subsidiaries is available on the website of the Company and can be accessed at https://www.dixoninfo.com/corporate-governance

Furthermore, pursuant to Regulation 24A of SEBI Listing Regulations, the Secretarial Audit report (MR-3) of Material Subsidiary i.e. Padget Electronics Private Limited forms part of the Annual Report.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE ACT

Particulars of loans, guarantees given and investments made during the year in accordance with Section 186 of the Act forms part of the notes to the Financial Statements provided in this Annual Report. All the loans, guarantees & securities are given and investments are made for the business purpose.

## RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and SEBI Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at https://www.dixoninfo.com/corporate-governance. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between your Company and Related Parties. The said policy was last amended on 23rd May, 2023.

All the related party transactions are placed and approved before the Audit Committee for approval, as per applicable provisions of law. Further, prior omnibus approval of the Audit Committee is obtained as per SEBI Listing Regulations and the Act for the transactions which are foreseen and are repetitive in nature.

Further, during FY 2024-25, at the 31st Annual General Meeting of Dixon, Dixon obtained Shareholder's approval by way of Ordinary resolution(s), for the material related party transactions to be entered into by the Subsidiaries of Dixon with their related parties. However, your Company has not entered into contract(s) or arrangement(s) or transaction(s) with the Related Parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions and as per the SEBI Listing Regulations. These transactions are in the ordinary course of business and are on arm's length basis. In view of the above, disclosure in Form AOC-2 is not applicable.

For details on Related Party Transactions, you may refer Notes to financial statements forming part of the Annual Report.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF YOUR COMPANY AND MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF THE FINANCIAL YEAR

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of your Company to which the Financial Statements relate and the date of Board Report.

## FUTURE OUTLOOK

Despite a dynamic and challenging macroeconomic environment, the Company has delivered yet another steady performance during FY 2024-25. The Company is remaining focused on driving sustainable growth and expanding its footprint in the electronics manufacturing services (EMS Industry). The Company is taking strides towards being an Engineering powerhouse. India in the electronics manufacturing domain is on the brink of generating tremendous opportunities, which the Company is focused to seize on, such as the Company is trying to be much more efficient, much more cost effective, have factories which are world class, more frugal, more automated and robotized. Also along with this, the whole endeavour is to build a very large scale to generate an operating leverage because electronic manufacturing service industry is a low-margin industry and it requires a large operating leverage. Dixon is also looking to further deepen the level of manufacturing and looking into partnerships for precision components, mechanicals, camera modules, and also battery packs. For strengthening our backward integration capabilities and also servicing the large requirement in the industry and also creating a huge moat for Dixon, Dixon is aiming to set up a world class display fab i.e. critical components.

Moreover, the Company plans to leverage its strong financial position and operational capabilities to capitalise on emerging opportunities and cater to the evolving needs of the Customers.

In the Consumer Electronics vertical, the Company is planning to invest in CKD and planning to set up a robotic panel assembly line for its products and we are also in discussion for partnerships for manufacturing industrial, institution and automotive displays in this vertical.

In Home Appliances vertical, we are exploring addition of new product categories like robotic vacuum cleaners, water purifiers, chimneys and other large kitchen appliances in this particular business.

Further, pertaining to Mobile phone vertical, we are investing huge resources in automation, robotics and taking the efficiency level to the best in the world. Further, we are investing heavily into the component space, which, coupled with the PLI advantages is going to put us ahead of the competition.

Besides leveraging industry tailwinds, Dixon is scaling up across segments by taking higher share of wallet from our existing customers, our new customer additions and superior execution by managing the operations efficiently. Dixon intend to invest in capacities, backward integration and diverse into new product categories to support long-term growth opportunities with huge focus on quality, manufacturing excellence and consistently meeting the needs of our principal customers and strengthen our position as a key player in the industry. Dixon is looking forward to the opportunities ahead and confident in our ability to continue leading as India's premier electronics manufacturing services company and consistently achieve revenue and profitability growth.

## CORPORATE GOVERNANCE

The Company is committed to the highest level of corporate governance standards by applying the best management practices and adherence to ethical standards for efficient management and discharge of corporate social responsibility for sustainable development for all stakeholders. Dixon also intends to ensure that Dixon and its group Companies steadfastly operate within the framework of good corporate governance principles in pursuit of operational excellence, transparency, accountability and benefits to shareholders.

To ensure good corporate governance, your Company ensures that its governance framework incorporates the amendments introduced in the SEBI Listing Regulations from time to time and the same are complied with on or before the effective date.

Your Company always take constant efforts to set new benchmarks in corporate excellence. In terms of SEBI Listing Regulations, a separate section on "**Corporate Governance**" with a compliance report on corporate governance and a certificate from M/s. Shirin Bhatt & Associates, Company Secretaries, Secretarial Auditors of the Company regarding compliance of the conditions of Corporate Governance, has been provided in this Annual Report. A Certificate from the Managing Director and Chief Financial Officer of the Company in terms of SEBI Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## BOARD OF DIRECTORS, ITS COMMITTEES AND MEETINGS THEREOF

The Board of Directors (the "**Board**") are responsible for and committed to sound principles of Corporate Governance in your Company.

The Board's focus is on the formulation of business strategy, policy and control. Matters reserved for the Board are those affecting your Company's overall strategic policies, finances and shareholders. These include, but are not restricted to, deliberation of business plans, risk management, internal control, preliminary announcements of interim and final financial results, dividend policy, annual budgets, major corporate activities such as strategic decisions and connected transactions.

The Board has delegated part of its functions and duties to the Executive committee and day-to-day operational responsibilities are specifically delegated to the management.

Your Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of Executive, Non-Executive and Independent Directors including one Woman Director. The Board provides strategic guidance and direction to your Company in achieving its business objectives and protecting the interest of the stakeholders. Your Board is also supported by Nine Committees Viz. Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Executive Committee of the Board, Risk Management Committee, Share Allotment Committee, ESG Committee and Research & Development Committee.

Your Company holds minimum of 4 (four) Board meetings in each calendar year with a gap of not more than one hundred and twenty days between any two consecutive meetings. Additional meetings of the Board/ Committees are convened as may be necessary for proper management of the business operations of your Company.

The agenda and notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of your Company met 5 (Five) times during the Financial Year 2024-25 i.e. on 15th May, 2024, 23rd and 24th May, 2024, 30th July, 2024, 24th October, 2024 and 20th January, 2025.

Pursuant to the requirements of Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations, a separate Meeting of the Independent Directors of the Company was also held on 20th January, 2025 without the presence of Non- Independent Directors and members of the management, to inter alia review the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairperson of the Company, taking into account the views of Executive Directors, Non-Executive Non-Independent Directors and also to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The required quorum was present at all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Act.

A detailed update on the Board & its Committees, composition thereof, number of meetings held during Financial Year 2024-25 and attendance of the Directors at such meeting is provided in the section "**Board of Directors**" of "**Corporate Governance Report**".

## COMMITTEES OF THE BOARD

The Board had duly constituted following Committees, which are in line with the provisions of applicable laws:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Executive Committee
- Share Allotment Committee
- Research & Development Committee
- Environmental, Social and Governance Committee (ESG Committee)

A detailed update on the composition, number of meetings, attendance and terms of reference of aforesaid Committees are provided in the section "**Committees of the Board**" of "**Corporate Governance Report**". Also, there had been no instances where Board has not accepted any recommendations of any Committee.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI Listing Regulations in India is presented in a separate section forming part of this Annual Report.

## VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Act and rules made thereunder and Regulation 22 of the SEBI Listing Regulations, your Company has established a vigil mechanism through which directors, employees and business associates may report unethical behaviour, malpractices, wrongful conduct, fraud, violation of Company's code of conduct, leak or suspected leak of unpublished price sensitive information without fear of reprisal. The directors, employees and business associates have direct access to the Chairman of the Audit committee. The vigil mechanism has been explained in detail in the "**Corporate Governance Report**".

## RISK MANAGEMENT COMMITTEE/ POLICY

The Company has in place mechanisms to identify, assess, monitor and mitigate various risks faced or may be faced by the Company. Such risks are addressed on timely basis and adequate actions are taken accordingly. To ensure that the internal control systems are as per the best industry standards, the same are reviewed at regular intervals.

Your Company has also adopted risk management policy, which covers the following aspects: Strategic risks, Operational Risks, Compliance Risks, Financial & Reporting Risks, Sustainability Risks, Cyber Security Risks and Climate related risks. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The risk management policy is available on the website of the Company and can be accessed at: https://www.dixoninfo.com/corporate-governance.

In line with the SEBI Listing Regulations, your Company has formed a Risk Management Committee to monitor the risks and their mitigating actions. The details of Risk Management Committee are provided in the Corporate Governance Report.

Also, to address IT related concerns like cyber threats and data vulnerability, your Company has a robust IT system and firewalls to mitigate any threats and risks. The Company takes the below mentioned steps to ensure the privacy and data security of users:

a. Using firewalls on the network.

b. Antivirus is installed on each system to protect from viruses, anti-malware, adware, worms and Trojans.

c. Company has a Strong password policy.

d. Automatic backup is scheduled for critical users.

e. Educating users by sending Information like Security Policy of the Company and email awareness mail periodically.

f. External drives are blocked.

g. Data Leakage Protection (DLP) installed across all systems.

h. Conducting phishing email exercises

In the opinion of the Board, there are no risks that may threaten the existence of your Company.

## DETAILS WITH RESPECT TO ADEQUACY OF INTERNAL CONTROLS SYSTEMS AND COMPLIANCE WITH LAWS

Your Company has an adequate and effective system of internal controls commensurate with the nature of its business and the size and complexity of its operations and in line with the requirements of the Act, which is intended to increase transparency & accountability. These controls have been designed to provide a reasonable assurance over effectiveness and efficiency of operations, prevention and detection of frauds and errors, safeguarding assets from unauthorized use or losses, compliance with applicable laws and regulations, accuracy and completeness of the accounting records, timely preparation of reliable financial information. Your Company has a robust Internal Audit function. Audits are carried out across the organization, departments and sites. The Audit Committee approves the Internal Audit plan and scope of work. In addition, the Audit Committee receives a quarterly update of the key findings and the action taken report.

Also, the Corporate Affairs Department ensures that your Company conducts its businesses with high standards of compliance in legal, statutory and regulatory areas. Your Company has implemented an online Legal Compliance Management System in conformity with the best Industry standards which gives the compliance status on real time basis. The Company also has laid down Internal Financial Controls in compliance with the Act, which ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention of errors, accuracy and completeness of accounting records etc.

The Internal Auditors of your Company have direct access to the Audit Committee of the Board. Furthermore, the Internal Auditors are also responsible for following up the corrective actions to ensure that satisfactory controls are maintained.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there has been no such Significant and Material Orders passed by the Regulators or courts or tribunals impacting the going concern status and your Company's operations in future.

Also, there had been no application filed for Corporate insolvency resolution process under "**The Insolvency and Bankruptcy Code, 2016**", by a Financial or operational creditor or by your Company itself during the period under review.

There was no instance of one-time settlement with any Bank or Financial Institution.

## ANNUAL RETURN

The draft Annual Return of your Company for the FY 2024-25 in form MGT-7 in accordance with the Section 92 of the Act read with the Companies (Management and Administration) Rules, 2014 has been placed on the website at www.dixoninfo.com.

The link to access Annual Return for previous Financial year 2023-24 is https://www.dixoninfo.com/shareholder-information

## DIRECTORS AND KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED/RE-APPOINTED OR HAVE RESIGNED DURING THE YEAR

### DIRECTORS

Pursuant to the provisions of Section 152 of the Act, Mr. Sunil Vachani (DIN No. 00025431) is due to retire by rotation at the ensuing 32nd Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends his re-appointment to the Shareholders.

Further, the Board of Directors at their meeting held on 24th October, 2024, on the recommendation of the Nomination and Remuneration Committee appointed Ms. Geeta Mathur (DIN No. 02139552) as Additional Director in the capacity of Non-Executive and Independent Director for a period of 5 consecutive years. The Shareholders of the Company vide Postal Ballot dated 5th January, 2025 approved the appointment of Ms. Geeta Mathur as Non-Executive and Independent Director for a period of 5 consecutive years with effect from 24th October, 2024.

Also, Dr. Manuji Zarabi (DIN No. 00648928) and Ms. Poornima Shenoy (DIN No. 02270175), consequent to completion of their second term of 5 consecutive years ceased to be the Non-Executive and Independent Directors of your Company effective 23rd February, 2025 as per the provisions of the Act and rules made thereunder and SEBI Listing Regulations.

## KEY MANAGERIAL PERSONNEL (“KMPs”)

Pursuant to the provisions of Section 203 of the Act, as on 31st March, 2025 Mr. Sunil Vachani, Executive Chairman & Whole Time Director, Mr. Atul B Lall, Vice Chairman & Managing Director, Mr. Saurabh Gupta, Chief Financial Officer and Mr. Ashish Kumar, Chief Legal Counsel & Group Company Secretary of the Company are the KMPs of your Company.

Further, there was no change in the KMP of the Company during the year under review.

## DIRECTORS LIABLE TO RETIRE BY ROTATION

In accordance with the provisions of the Act, not less than 2/3rd (Two-third) of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, pursuant to the Act read with Articles of Association of your Company, Mr. Sunil Vachani (DIN: 00025431) is liable to retire by rotation and, being eligible, offers himself for re-appointment at the ensuing AGM.

## DECLARATION OF INDEPENDENT DIRECTORS OF THE COMPANY

As on date of this report, the Board comprises of 7 (Seven) Directors. The composition includes 4 (Four) Directors, 1 (One) Non-Executive Director and 2 (Two) Executive Directors.. All the Independent Directors are appointed on the Board of your Company in compliance with the applicable provisions of the Act and SEBI Listing Regulations.

All the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, to qualify themselves to be appointed as Independent Directors.

Also, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and have confirmed that they are in compliance with the Code of Conduct for Directors and Senior Management personnel formulated by the Company.

In the opinion of the Board, there has been no change in the circumstances, which may affect their status as Independent Director of the Company and the Board is satisfied with the integrity, expertise, experience including proficiency of all the Independent Directors on the Board.

## FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of the SEBI Listing Regulations, your Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibilities as Directors, working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in the Corporate Governance Report. The same is also available on the website of the Company and can be accessed at web link https://www.dixoninfo.com/corporate-governance.

## FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Act and Regulation 17(10) of the SEBI Listing Regulations, the Board of Directors carried out an annual evaluation for the financial year 2024-25, of its own performance, its Committees and Individual Directors. The evaluation was undertaken by way of internal assessments, based on a combination of detailed questionnaires.

To facilitate the evaluation process, Board and its Committee’s self-evaluation questionnaires were circulated to the Board members and respective Committee members and an online link was also provided to the Board members and respective Committee members wherein an option was provided to the Board and committee members to fill in the said questionnaires online.

Basis the results of the aforesaid questionnaire and feedback received from the Directors and respective Committee members, the performance evaluation of the Independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Executive Chairman, Vice Chairman and Managing Director was carried out by the Independent Directors. The directors have expressed their satisfaction with the evaluation process.

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to Schedule IV to the Act and SEBI Listing Regulations, one meeting of Independent Directors was held during the year i.e. on 20th January, 2025, without the attendance of non- independent Directors and members of Management.

In addition, the Executive Directors of the Company provide updates of Business plan and strategies to Independent Directors, in detail, on a regular basis.

## AUDITORS & AUDITORS' REPORT

**Statutory Auditors**

M/s S.N. Dhawan & Co. LLP

M/s S.N. Dhawan & Co LLP (Firm registration number: 000050N/N500045) were re-appointed as Statutory Auditors of your Company at the 30th Annual General Meeting held on 29th September, 2023, for a second term of five consecutive years from the conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company. Further they have also confirmed their eligibility under Section 141 of the Act and rules made thereunder. Also, as per the SEBI Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board.

The Independent Auditors Report given by the Auditors on the financial statement (Standalone and Consolidated) of your Company forms part of this Annual Report and are self-explanatory. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

**Secretarial Auditors**

M/s Shirin Bhatt & Associates, Practicing Company Secretaries

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of your Company at its meeting held on 27th May, 2021 had appointed M/s Shirin Bhatt & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the Financial Year 2021-22 and onwards.

The Secretarial Audit Report (MR-3) for the financial year ended 31st March, 2025 is annexed herewith as **Annexure – II**. The said Secretarial Audit report does not contain any qualification, reservation or adverse remark.

The Annual Secretarial Compliance Report for the financial year ended 31st March, 2025 on compliance of all applicable SEBI Regulations and circulars and guidelines issued thereunder, was obtained from M/s Shrin Bhatt & Associates, Secretarial Auditors of the Company.

**Cost Auditors**

M/s Satija & Associates, Cost Accountants

In terms of the Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost accounting records and get them audited every year from Cost Auditor and accordingly such accounts and records are maintained by your Company.

The Board of Directors, on the recommendation of the Audit Committee, appointed M/s Satija & Associates, Cost Accountants, as Cost Auditors to audit the cost accounts of your Company for the Financial Year 2025-26 at its meeting held on 20th May, 2025 The Cost Audit Report for the FY 2024-25 will be filed by the Company with the Ministry of Corporate Affairs, in due course.

As per the provisions of the Companies Act, 2013, the remuneration payable to the Cost Auditors is required to be placed before the members in the General Meeting for their ratification. Accordingly, a resolution seeking members' ratification forms part of the notice of 32nd Annual General Meeting of the Company.

The Company made and maintained the Cost records under Section 148 of the Act for the financial year 2024-25.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Dixon strongly believes in its Corporate Social Responsibility being an integral part of its business philosophy and our commitment to the well-being of communities and society through our various initiatives. Your Company has been constantly working towards promoting the welfare of the communities and aspire to add value to the communities in which we operate through our efforts. Your Company invests in the areas of education, healthcare, welfare of helpless old and other oppressed people of society, inclusion and livelihood through non-profits and social enterprises. Your Company's constant endeavour has been to support initiatives in the chosen focus areas of CSR.

Your Company has a duly constituted CSR Committee, which is responsible for fulfilling the CSR objectives of your Company. The composition of CSR Committee is as stated in the "**Committees of the Board**" section of "**Corporate Governance Report**".

The Board of Directors have adopted a CSR policy which is in line with the provisions of the Act. The CSR Policy of your Company lays down the philosophy and approach of your Company towards its CSR commitment. The policy can be accessed at the following link: https://www.dixoninfo.com/corporate-governance. During the year under review, the CSR policy of the Company was aligned with the best industry practices.

Annual Report on Corporate Social Responsibility Activities of your Company is enclosed as **Annexure – III** and forms a part of this report.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

Pursuant to the amendment in the SEBI Listing Regulations, top 1,000 listed entities based on market capitalisation are required to submit a Business Responsibility & Sustainability Report ("**BRSR**") with effect from FY 2022-23.

Accordingly, a detailed BRSR in the format prescribed by SEBI describing various initiatives, actions, and processes of the Company in conducting its business in line with its environmental, social and governance obligations forms part of this Annual Report**.**

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

As a responsible corporate, the Company is well aware of its environmental and societal responsibilities. The Company firmly embraces the conviction that the integration and adherence to Environmental, Social, and Governance (ESG) principles within business operations are paramount in fostering resilience, nurturing an inclusive culture, and generating enduring value for all stakeholders. Sustainability lies at the core of business philosophy of your Company.

The Company's sustainability strategy comprehensively addresses key ESG factors that exert significant influence over our business operations and stakeholders. The Company meticulously assess opportunities and risks, formulating short-term, medium term and long-term strategies to ensure the sustainable growth of our organization. To assess the ESG factors applicable on the Company, the Company has established a ESG Committee on 25th July, 2023.

In line with the ESG philosophy of the Company, the Company ensures that (a) it does not employ forced or child labour, (b) minimize carbon emissions, (c) it ensures no discrimination on the basis of caste, sex, religion or otherwise (d) judiciously use its water resources and (e) provide good and hygienic working conditions to its employees and workers.

## CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in **Annexure- IV**.

## GREEN INITIATIVE

Your Company has implemented the "**Green Initiative**" to enable electronic delivery of notice/documents/ annual reports to shareholders. Electronic copies of the Annual Report for the F.Y. 2024-25 and notice of the 32nd Annual General Meeting are being sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s) as on the record date i.e. Friday, 29th August, 2025. For members, who have not registered their e-mail addresses are requested to update your e-mail ids with your respective Depository Participants in order to contribute to aforesaid Green Initiative Programme and members holding shares in physical can follow the process detailed in the Notice of 32nd Annual General Meeting.

Pursuant to the provisions of Section 108 of the Act and rules made thereunder, your Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of 32nd Annual General Meeting beginning from 9:00 a.m. on Saturday, 20th September, 2025 till 5:00 p.m. on Monday, 22nd September, 2025. The instructions for e-voting are provided in the Notice of the Annual General Meeting. In furtherance of the aforesaid principle of "**Green Initiative**", your Company has decided to forego the practice of printing financial statements of its subsidiary as part of the Company's Annual Report with a view to help the environment by reducing paper consumption. However, the audited financial statements of the subsidiary(ies) along with Auditors' Report thereon are available on our website www.dixoninfo.com

## HUMAN RESOURCES AND EMPLOYER BRANDING

Your Company employs **8,890** Individuals (On Standalone basis) (including third party contractual employees) who are its most valuable asset, which propel the Company forward through their competencies, skills, and knowledge. The Company provides to its employees a supportive and safe working environment at the workplace. The Company is proud of the commitment and dedication shown by its employees across all the business operations. The Human Resource Department creates a yearly engagement calendar and monitors it on monthly basis. The Company considers its employees as its most valuable assets and therefore takes all the required and necessary efforts in grooming talents and succession planning. The Company has also focused on employee engagement activities, some of which are as under:

a. The Company has launched e-learning programs on communication skills and Prevention of Sexual Harassment;

b. DIXON Star Supervisor programs on enhancing the skills of Supervisors;

c. Trainings on Energy conservation measures to teach employees about the importance of energy conservation;

d. Fitness Sessions and Health camps.

To improve Dixon's presence and enhancing employer branding, the Company has a LinkedIn account which has approx. 87000+ followers with over 3,500+ followers adding per month consistently since last 12 months.

Dixon has also been bestowed with the "**Great Place to Work**" award for 4th consecutive time and also been recognized as one of the **WOW Workplace of 2025** by Jombay's WOW Workplace Awards which focuses on Employee Empowerment, Efficacy, Well Being, Organizational Connection and Pride. This reflects Company's commitment towards its employees.

Also, with an objective of creating of wider financial inclusion and creating informed investors in the securities market ecosystem, your Company in association with BSE Limited organized a virtual seminar for its employees focusing on the importance of goal-based financial planning, the investment opportunities available in securities markets, investing in mutual funds, Dos and Don'ts of investing, associated risks, and the investor grievances redressal mechanism etc.

## MEASURES TAKEN TO MOTIVATE EMPLOYEES

ESOP's is one of the way of motivating the employee that is generally given based on the performance of the individual. Further, learning and development is considered to be one of the important aspects of the organization. Therefore, your company has framed a 3 year learning roadmap focusing on enhancing technical, functional, managerial and leadership qualities. Dixon also conducts Dixon STAR supervisor workshops wherein supervisors are assessed and suitably awarded in each unit of Dixon.

Your Company believes in work diversity and ensures that it has a mixed workforce irrespective of caste, creed, religion and gender. Your Company has representation from all sects of the society thereby ensuring diversity in workforce. Your company has representation of women at workplace. In few of our units, we have only women workforce who runs the entire production line. Similarly, in some of our units, your Company has good strength of women workforce in the shop floor. Your Company believes in equal pay parity irrespective of gender. All the workforce is paid based on their skill level.

Your Company is aiming to become more inclusive and therefore the promotion of gender diversity has been one of the key features of our talent strategy. From setting a specific target to improve women's participation in the workforce for the next three years to implementing programs and policies that improve workforce diversity, your company has clear objectives to improve worker engagement and build trust. Your Company has a 'Zero Tolerance' policy towards any kind of discrimination and harassment at the workplace. We are an equal opportunity employer providing equal remuneration for women and men.

## PARTICULARS OF EMPLOYEES AND REMUNERATION

The disclosures pertaining to remuneration and other details of Directors and employees as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been provided in the annexure forming part of this report. Having regard to the provisions of Section 136(1) read with relevant provisions of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary or alternatively write to the Company at investorrelations@dixoninfo.com and the same will be furnished to the members.

## DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

Your Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Act, as is adopted by the Board.

Your Company has adopted a comprehensive policy on nomination and remuneration of Directors and Key Managerial Personnel on the Board. As per such policy, candidates proposed to be appointed as Directors and Key Managerial Personnel on the Board shall be first reviewed by the Nomination and Remuneration Committee. The policy can be accessed at the following Link: https://www.dixoninfo.com/corporate-governance.

During the year, the Nomination & Remuneration policy of the Company was aligned with the best industry practices. The policy inter-alia includes appointment and removal of Director, KMP and Senior Management Employees and their remuneration thereof.

## DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Your Company has always believed in providing a safe and harassment free workplace for every women employee working with your Company. Your Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Company has a zero tolerance for sexual harassment at workplace and, therefore, has in place a policy on prevention of sexual harassment at workplace. The said policy is in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The policy aims at prevention of harassment of women employees/contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. Your Company has constituted Internal Complaints Committee (ICC) in compliance with the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. The said Committee is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

The following is a summary of sexual harassment complaints received, disposed and pending during the year:

| | |
|---|---|
| No. of complaints received | 2 |
| No. of complaints disposed of | 1 |
| No. of complaints pending | 1 |

Note: *Of the 2 (two) complaints reported during FY 2024-25, 1 (one) complaint which was upheld was subsequently closed after the end of year on 17th April, 2025.*

Also, the Company had organized training programmes concerning sexual harassment from time to time, for its employees and staff. The said training programmes and workshop were helpful in creating necessary awareness and to encourage cooperative environment in the organisation. From time to time the Internal Complaints Committee organises awareness sessions at the manufacturing facilities of the Company. During the year under review, the Company organised 46 workshops or awareness programmes on sexual harassment (from 1st January, 2024 till 31st December, 2024).

## REPORTING OF FRAUD BY AUDITORS

There have been no instances of fraud reported by the Statutory Auditors or Internal Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Audit Committee, the Board of Directors or to the Central Government.

## DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY EMPLOYEES

No disclosure is required under Section 67(3) of the Act, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

## COMPLIANCE OF APPLICABLE SECRETARIAL STANDARD

During the financial year under review, your Company has duly complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## LISTING ON STOCK EXCHANGES

The Company's shares are listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**").

## DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Act, your directors hereby confirm that:

a. in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures

b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;

d. the directors have prepared the annual accounts for the financial year ended 31st March, 2025, on a going concern basis;

e. the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## KEY FINANCIAL RATIOS

The Key financial ratios for the financial year ended 31st March, 2025 forms part of the Management Discussion and Analysis Report.

## CAUTIONARY STATEMENT

The information in the Annual Report describing the Company's objectives and projections may constitute 'forward looking statements' within the meaning of applicable rules, laws and regulations. Although the actual results may differ.

## ACKNOWLEDGMENT

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staff and workers.

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

Sd/-
**Sunil Vachani**
Executive Chairman
DIN:00025431

Sd/-
**Atul B. Lall**
Vice Chairman &Managing Director
DIN:00781436

Date: 20.05.2025
Place: New Delhi

# Annexure-I

## DISCLOSURE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

Dixon Technologies (India) Limited has laid down three stock option plans viz. Dixon Technologies (India) Limited — Employee Stock Option Plan, 2018 **("Dixon ESOP 2018")**, Dixon Technologies (India) Limited — Employee Stock Option Plan, 2020 **("Dixon ESOP 2020")** and Dixon Technologies (India) Limited — Employees Stock Option Plan, 2023 **("Dixon ESOP 2023")**, which provides for the grant of Stock options convertible into equal number of equity shares of the Company to the eligible employees of the Company, Subsidiary Companies, Joint Venture Companies and Associate Companies, in accordance with members approval accorded at the 25th Annual General Meeting, 27th Annual General Meeting and Postal Ballot dated 03rd December, 2023 of the Company, respectively. Pursuant to the said ESOP Plans, stock options have been granted to the employees of the Company, its subsidiaries, Joint Venture Companies.

Dixon ESOP 2018, Dixon ESOP 2020 and Dixon ESOP 2023 are implemented in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and a certificate to this effect from Secretarial Auditors of the Company, M/s Shirin Bhatt & Associates, will be placed at the ensuing Annual General Meeting. The Company has not amended the Plans during the financial year 2024-25.

**A. Relevant disclosures in terms of the "Guidance Note on Accounting for Employee Share-based Payments" issued by ICAI or any other relevant accounting standards as prescribed from time to time.**

Relevant details have been provided in Note no. 50 of the Notes to Standalone Financial Statements forming part of the Annual Report 2024-25 of the Company. The said disclosure has also been placed on the website of your Company and may be accessed at https://dixoninfo.com/shareholder-information

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations is disclosed in the following Section C in accordance with 'Accounting Standard 20 -** Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time. The diluted EPS on issue of shares pursuant to the above mentioned schemes stand at ₹ 93.01 on standalone basis & ₹ 202.58 on consolidated basis for the FY 2024-25.

**C. General Terms and Conditions**

| S. No | Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | Dixon ESOP 2023 |
|---|---|---|---|---|
| 1 | General Terms and Conditions | | | |
| A | Date of shareholders' approval | 25th July, 2018 | 29th September, 2020 | 03rd December, 2023 |
| B | Total number of options approved under ESOP | 25,00,000* | 15,00,000* | 20,00,000 |
| C | Vesting requirements | The options granted shall vest based upon the performance of the Employee, as may be determined by the Compensation Committee from time to time but shall not be less than 1(one) year and not more than 4 (four) years from the date of grant of options. Vesting may happen in one or more tranches. | The options granted shall vest based upon the performance of the Employee, as may be determined by the Compensation Committee from time to time but shall not be less than 1(one) year and not more than 5 (five) years from the date of grant of options. Vesting may happen in one or more tranches. | The Options granted shall vest based upon the performance of the employee, as may be determined by the Compensation Committee from time to time but shall not be less than 1 (One) year and not more than 3 (Three) years from the date of grant of options. Vesting may happen in one or more tranches. |

<table>
<tr><th>S. No</th><th>Particulars</th><th>Dixon ESOP 2018</th><th>Dixon ESOP 2020</th><th>Dixon ESOP 2023</th></tr>
<tr><td rowspan="2">D.</td><td rowspan="2">Exercise price or pricing formula</td><td colspan="3">The Exercise Price shall be based on the Market Price of the Company which shall mean the latest closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the date of meeting of committee on which grant is to be made.<br>If the Company is listed on more than one Stock Exchange, then the price of the Stock Exchange where there is highest trading volume during the aforesaid period shall be considered.</td></tr>
<tr><td colspan="2">The Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case the Exercise Price shall not go below the par face value of Equity Share of the Company.</td><td>The Compensation Committee has a power to provide suitable discount or charge premium on such price as arrived above. However, in any case, the discount on grant price of the stock options shall not be more than 15% of the market price of the shares of the Company on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the date of meeting of Committee on which grant is to be made. However, in any case the Exercise Price shall not go below the par face value of Equity Share of the Company.</td></tr>
<tr><td>E.</td><td>Maximum term of options granted</td><td>The options granted under Scheme will vest over a maximum period of Three years from the date of grant of options.<br>Further the Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years.</td><td>The options granted under Scheme will vest over a maximum period of Five years from the date of grant of options.<br>Further the Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years.</td><td>The options granted under Scheme shall vest as may be decided by the Compensation Committee but shall not be more than Three years from the date of grant of options.<br>Further the Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years.</td></tr>
<tr><td>F.</td><td>Source of Shares</td><td colspan="3">Primary</td></tr>
<tr><td>G.</td><td>Variation in terms of options</td><td colspan="3">During the year, no amendment/ modification/ variation has been made in terms of options granted by the Company.</td></tr>
<tr><td>2</td><td>Method used to account for ESOP</td><td colspan="3">Fair Value Method</td></tr>
<tr><td rowspan="3">3</td><td>Employee wise details of options granted during the year to: KMP / Senior Managerial Personnel</td><td>None</td><td>The details are available on the website of the Company at https://dixoninfo.com/shareholder-information</td><td>None</td></tr>
<tr><td>Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year</td><td>None</td><td>None</td><td>None</td></tr>
<tr><td>Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant</td><td>None</td><td>None</td><td>None</td></tr>
</table>

| S. No | Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Grant IV | Grant-I | Grant-II | Grant-III | Grant-IV | Grant-V | Grant-VI | Grant-I | Grant-II | Grant-III |
| 4. | Weighted average exercise price | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** |
| | | When the exercise price is less than market price: ₹ 3,458.52/- | When the exercise price is less than market price: ₹ 1,538.262/- | When the exercise price is less than market price: A. 75,000 equity shares @ ₹ 2,563.59/- B. 25,000 equity shares @ ₹ 2,777.22/- C. 66,500 equity shares @ ₹ 3,631.75/- | When the exercise price is less than market price: ₹ 2,617.67/- | When the exercise price is less than market price: ₹ 4,628.76/- | When the exercise price is less than market price: ₹ 9,170.67/- | When the exercise price is less than market price: ₹ 5,909/- | When the exercise price is less than market price: ₹ 5,909.46/- | When the exercise price is less than market price: ₹ 14,640.78/- | When the exercise price is less than market price: ₹ 11,450/- |
| | | Grant IV | Grant-I | Grant-II | Grant-III | Grant-IV | Grant-V | Grant-VI | Grant-I | Grant-II | Grant-III |
| 5. | Weighted average fair values of options | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** | When the exercise price is equal/exceeds to market price: **Not Applicable** |
| | | When the exercise price is less than market price: ₹ 1,880.66/- | When the exercise price is less than market price: ₹ 754.826/- | When the exercise price is less than market price: A. 75,000 equity shares @ ₹ 2890.83/- B. 25,000 equity shares @ ₹ 2803.95/- C. 66,500 equity shares @ ₹ 2491.62/- | When the exercise price is less than market price: ₹ 1,513.77/- | When the exercise price is less than market price: ₹ 2,674.26/- | When the exercise price is less than market price: ₹ 8,166.20/- | When the exercise price is less than market price: ₹ 8,719.80/- | When the exercise price is less than market price: ₹ 2,775.05/- | When the exercise price is less than market price: ₹ 6,812.32/- | When the exercise price is less than market price: ₹ 5,375.38/- |

| S. No | Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 6. | Description of the method and significant assumptions used during the year to estimate the fair value of options | Fair Value Method (Black Scholes Model). Some of the basic assumptions used in the Black-Scholes model are – Markets are efficient: This assumption suggests that people cannot consistently predict the direction of the market or an individual stock. The Black-Scholes model assumes stocks move in a manner referred to as a random walk. Random walk means that at any given moment in time, the price of the underlying stock can go up or down with the same probability. The price of a stock in time t+1 is independent from the price in time Interest rates remain constant and known: The Black -Scholes model uses the risk-free rate to represent this constant and known rate. Returns are normally distributed: This assumption suggests returns on the underlying stock are normally distributed. Constant volatility- The most significant assumption is that volatility, a measure of how much a stock can be expected to move in the nearterm, is a constant over time. While volatility can be relatively constant in very short term, it is never constant in longer term. Some advanced option valuation models substitute Black-Scholes constant volatility with stochastic-process generated estimates. Liquidity- the Black-Scholes model assumes that markets are perfectly liquid and it is possible to purchase or sell any amount of stock or options or their fractions at any given time. | | | | | | | | | |
| | | **Grant IV** | **Grant-I** | **Grant-II** | **Grant-III** | **Grant-IV** | **Grant-V** | **Grant-VI** | **Grant-I** | **Grant-II** | **Grant-III** |
| 7. | Weighted average values of share price | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e ₹ 4323.15/- per share | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e ₹ 1809.72/- per share. | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e. ₹ 4272.65/- per share. | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e ₹ 2755.45/- per share. | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e ₹ 5,445.60/- per share. | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e. ₹ 15,284.45/- per share | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e. ₹ 13,470.15/- per share | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e. ₹ 6952.30/- per share | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e. ₹ 17,224.45/- per share | The fair value is computed using the existing share price of the company, for which we have taken the closing market price of the previous trading day of the grant date at NSE i.e. ₹ 13,470.15/- per share |
| | | **Grant IV** | **Grant-I** | **Grant-II** | **Grant-III** | **Grant-IV** | **Grant-V** | **Grant-VI** | **Grant-I** | **Grant-II** | **Grant-III** |
| 8. | Exercise Price | ₹ 3,458.52/- | ₹ 1,538.262/- | A. 75,000 equity shares @ ₹ 2,563.59/- B. 25,000 equity shares @ ₹ 2,777.22/- C. 66,500 equity shares @ ₹ 3,631.75/- | ₹ 2,617.67/- | ₹ 4,628.76/- | ₹ 9,170.67/- | ₹ 5,909/- | ₹ 5,909.46/- | ₹ 14,640.78/- | ₹ 11,450/- |
| | | **Grant IV** | **Grant-I** | **Grant-II** | **Grant-III** | **Grant-IV** | **Grant-V** | **Grant-VI** | **Grant-I** | **Grant-II** | **Grant-III** |
| 9. | Expected volatility | Vest 1: 44.06% Vest 2: 43.61% Vest 3: 41.78% | Vest 1: 47.88% Vest 2: 41.82% Vest 3: 41.14% Vest 4: 41.14% Vest 5: 41.14% | Vest 1, Vest 2, Vest 3, Vest 4 & Vest 5 is 40.43% | Vest 1, Vest 2, Vest 3, Vest 4 & Vest 5 is 40.79% | Vest 1: 39.60%, Vest 2: 41.64%, Vest 3: 41.63%, Vest 4: 40.31%, Vest 5: 39.87% | Vest 1: 37.06% Vest 2: 37.69% Vest 3: 37.01% | Vest 1: 38.21% Vest 2: 38.55% Vest 3: 39.39% | Vest 1: 37.79% Vest 2: 36.81% Vest 3: 38.06% | Vest 1: 36.53% Vest 2: 38.26% Vest 3: 38.21% | Vest 1: 38.21% Vest 2: 38.55% Vest 3: 39.39% |

| S. No | Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Grant IV | Grant-I | Grant-II | Grant-III | Grant-IV | Grant-V | Grant-VI | Grant-I | Grant-II | Grant-III |
| 10. | Expected Option Life | The Options granted will vest over a maximum period of 3 years from the date of grant. | The Options granted will vest over a maximum period of 5 years from the date of grant. | The Options granted will vest over a maximum period of 5 years from the date of grant. | The Options granted will vest over a maximum period of 5 years from the date of grant. | The Options granted will vest over a maximum period of 5 years from the date of grant. | The Options granted will vest over a maximum period of 3 years from the date of grant. | The Options granted will vest over a maximum period of 3 years from the date of grant. | The Options granted will vest over a maximum period of 3 years from the date of grant. | The Options granted will vest over a maximum period of 3 years from the date of grant. | The Options granted will vest over a maximum period of 3 years from the date of grant. |
| | | Grant IV | Grant-I | Grant-II | Grant-III | Grant-IV | Grant-V | Grant-VI | Grant-I | Grant-II | Grant-III |
| 11. | Expected Dividends | The Dividend Yield is 0.07%. | The Dividend Yield is 0.09%. | The Dividend Yield is 0.07%. | The Dividend Yield is 0.07%. | The Dividend Yield is 0.23%. | The Dividend Yield is 0.07%. | The Dividend Yield is 0.05%. | The Dividend Yield is 0.07%. | The Dividend Yield is 0.07%. | The Dividend Yield is 0.05%. |
| | | Grant IV | Grant-I | Grant-II | Grant-III | Grant-IV | Grant-V | Grant-VI | Grant-I | Grant-II | Grant-III |
| 12. | The risk free interest rate | The Risk free rate for first, second and third vesting is 5.20%, 5.45% and 5.67%, respectively. | The Risk free rate for first, second and third vesting is 3.93%, 4.42%, 4.82%, 5.17% and 5.45%, respectively. | The Risk free rate for first, second and third vesting is 7.39%, 7.41%,7.42%, 7.44%, 7.44% respectively. B. The Risk free rate for first, second, third, fourth and fifth vesting is 7.39%, 7.41%,7.42%, 7.44%, 7.44%. C. The Risk free rate for first, second, third, fourth and fifth vesting is 7.39%, 7.41%,7.42%, 7.44%, 7.44% respectively. | The Risk free rate for first, second and third vesting is 7.20%, 7.21%, 7.22%, 7.23% and 7.24% respectively. | The Risk free rate for first, second and third vesting is 7.27%, 7.28%, 7.29%, 7.30% and 7.30% respectively. | The Risk free rate for first, second and third vesting is 6.55%, 6.58% and 6.60%, respectively. | The Risk free rate for first, second and third vesting is 6.47%, 6.47% and 6.47% respectively. | The Risk free rate for first, second and third vesting is 6.96%, 6.97% and 6.99% respectively. | The Risk free rate for first, second and third vesting is 6.62%, 6.62% and 6.63%, respectively. | The Risk free rate for first, second and third vesting is 6.47%, 6.47% and 6.47% respectively. |

| S. No | Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | Dixon ESOP 2023 |
|---|---|---|---|---|
| 13. | The Method used and the assumptions' made to incorporate the effects of expected early exercise. | Not Applicable, as options granted cannot be exercised before the vesting of option. | | |
| 14. | How expected volatility was determined including an explanation of the extent to which expected volatility was based on historical volatility | The volatility has been determined as the annualized standard deviation of the continuously compounded rate of return of the stock over a period of time. The Expected volatility has been based on the historical volatility for a period that approximates the expected life of options being valued. | | |
| 15. | Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition | No other features have been considered for valuation of the options. | | |
| 16. | Diluted EPS on issue of shares pursuant to DIXON ESOP 2018, 2020 & DIXON ESOP 2023 (Nominal value of share INR 2/-) | ₹ 93.01 (Standalone basis)<br>₹ 202.58 (Consolidated basis) | | |

*** Note:** The equity shares of the Company have been splitted from 1 (One) equity share of Rs. 10 each to 5 (Five) equity shares of Rs. 2 each, effective 19th March, 2021. Therefore, the number of equity shares have been adjusted accordingly.

# OPTION MOVEMENT DURING THE YEAR UNDER DIXON ESOP 2018

| Particulars | Details of Dixon ESOP 2018 |
|---|---|
| **Options outstanding at the beginning** | |
| Dixon ESOP 2018- Grant- IV | 14,700 |
| **Options Granted during the year** | |
| Dixon ESOP 2018 | - |
| **Options Forfeited and expired during the year** | |
| Dixon ESOP 2018 – Grant IV | - |
| **Number of options vested during the year** | |
| Dixon ESOP 2018- Grant IV | 14,700 |
| **Options Exercised during the year and number of shares arising as a result of exercise of options** | |
| Dixon ESOP 2018- Grant IV | 12,300 |
| **Money Realized by exercise of options** | |
| Dixon ESOP 2018- Grant IV | 4,25,39,796/- |
| **Outstanding at the end** | |
| Dixon ESOP 2018- Grant IV | 0 |
| **Options Exercisable at the end** | 2.400 |

**Note:-** Stock Options granted under Grant I, II, and III of the Dixon ESOP 2018 are fully exercised and there are no outstanding shares available for exercise in said grants during the FY 24-25.

# OPTION MOVEMENT DURING THE YEAR UNDER DIXON ESOP 2020

| Particulars | Details of Dixon ESOP 2020 |
|---|---|
| **Options outstanding at the beginning** | |
| Dixon ESOP 2020- Grant I | 4,25,860 |
| Dixon ESOP 2020 – Grant II | A- 60,000<br>B- 4,000<br>C- 12,200 |
| Dixon ESOP 2020 – Grant III | 32,200 |
| Dixon ESOP 2020 – Grant IV | 19,000 |
| **Options Granted during the year** | |
| Dixon ESOP 2020 – Grant V | 1,85,000 |
| Dixon ESOP 2020 – Grant VI | 13,700 |
| **Options Forfeited and expired during the year** | |
| Dixon ESOP 2020- Grant I | 1,800 |
| Dixon ESOP 2020- Grant II | - |
| Dixon ESOP 2020- Grant III | - |
| Dixon ESOP 2020- Grant IV | - |
| Dixon ESOP 2020- Grant V | - |
| Dixon ESOP 2020- Grant VI | - |
| **Number of options vested during the year** | |
| Dixon ESOP 2020- Grant I | 2,12,330 |
| Dixon ESOP 2020- Grant II | A- 15,000<br>B- 1,000<br>C- 3,800 |
| Dixon ESOP 2020- Grant III | 8,200 |
| Dixon ESOP 2020- Grant IV | 5,000 |
| **Options Exercised during the year and number of shares arising as a result of exercise of options** | |
| Dixon ESOP 2020- Grant I | 2,12,330 |
| Dixon ESOP 2020- Grant II | A- 15,000<br>B- 1,000<br>C- 3,800 |
| Dixon ESOP 2020- Grant III | 8,200 |
| Dixon ESOP 2020- Grant IV | 5,000 |
| **Money Realized by exercise of options** | |
| Dixon ESOP 2020- Grant I | 32,66,19,170.46/- |
| Dixon ESOP 2020- Grant II | 5,50,31,720/- |
| Dixon ESOP 2020- Grant III | 2,14,64,894/- |
| Dixon ESOP 2020- Grant IV | 2,31,43,800/- |
| **Outstanding at the end** | |
| Dixon ESOP 2020- Grant I | 2,11,730 |
| Dixon ESOP 2020- Grant II | A- 45,000<br>B- 3,000<br>C- 8,400 |
| Dixon ESOP 2020- Grant III | 24,000 |
| Dixon ESOP 2020- Grant IV | 14,000 |
| Dixon ESOP 2020- Grant V | 1,85,000 |
| Dixon ESOP 2020- Grant VI | 13,700 |

# OPTION MOVEMENT DURING THE YEAR UNDER DIXON ESOP 2023

| Particulars | Details of Dixon ESOP 2023 |
|---|---|
| **Options outstanding at the beginning** | |
| Dixon ESOP 2023- Grant I | 20,00,000 |
| **Options Granted during the year** | |
| Dixon ESOP 2023- Grant II | 15,000 |
| Dixon ESOP 2023- Grant III | 15,850 |
| **Options Forfeited and expired during the year** | - |
| Dixon ESOP 2023- Grant I | 7,70,000 |
| **Number of options vested during the year** | - |
| Dixon ESOP 2023- Grant I | 4,30,493 |
| **Options Exercised during the year and number of shares arising as a result of exercise of options** | |
| Dixon ESOP 2023- Grant I | 1,57,463 |
| **Money Realized by exercise of options** | |
| Dixon ESOP 2023- Grant I | 93,05,21,299.98/- |
| **Outstanding at the end** | |
| Dixon ESOP 2023- Grant I | 7,99,507 |
| Dixon ESOP 2023- Grant II | 15,000 |
| Dixon ESOP 2023- Grant III | 15,850 |
| **Options Exercisable at the end** | - |
| Dixon ESOP 2023- Grant I | 2,73,030 |

# Annexure-II

**FORM NO. MR-3**

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
**Dixon Technologies (India) Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dixon Technologies (India) Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

### Auditor's Responsibility

1. Our responsibility is to express opinion on the compliance of the applicable laws and maintenance of records based on the evidences collected, information received and Records maintained by the Auditee or given by the Management.

2. We have conducted the audit in accordance with Auditing standards issued by the Institute of Company Secretaries of India (the "Standards") and the Standards require that we comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of Records. Accordingly, we have obtained reasonable assurance about whether the statements prepared, documents or Records maintained by the Auditee are free from misstatement.

3. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

### Our Opinion

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended 31st March, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended March 31st, 2025 to ascertain the compliances of various provisions of:

a) The Companies Act, 2013 (the "Act") and the Rules made thereunder;

b) The Securities Contracts (Regulation) Act, 1956 (the "SCRA") and the Rules made thereunder;

c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"):

   i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

   iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021;

   v) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

   vi) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

   vii) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

viii) *The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

*Not applicable as there was no reportable event during the audit period.

f) As confirmed by the management there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

a) Secretarial Standards issued by The Institute of Company Secretaries of India.

b) The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, as mentioned above.

**We further report that:**

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors during the period under review.

b) Adequate notice is given to all directors to schedule the Board and other Committee meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except for meetings of the Board which were convened at shorter notice in compliance with Section 173 of the Act wherein Independent Director(s) were present and detailed notes on agenda were provided at such meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) Majority decision is carried through in each such meetings of the Board and committees of the Board. Further during the course of audit, we have not come across the views of dissenting members recorded as part of the minutes.

d) We further report that based on the information received and records maintained that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations, and guidelines.

We further report that during the audit period following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc:

- The Company granted approval of appointment of Ms. Geeta Mathur (DIN: 02139552) as the Non-Executive and Independent Director of the Company for a term of five consecutive years with effect from 24th October, 2024.
- Cessation of Dr. Manuji Zarabi (DIN: 00648928) and Ms. Poornima Shenoy (DIN: 02270175) as Non-Executive and Independent Director of the Company due to completion of second consecutive term of appointment from February 23, 2025.

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

**Shirin Bhatt**
Proprietor
C.P. No. 9150
M. No. F8273
PR No. 1209/2021

Place: Greater Noida
Date: 20-05-2025
UDIN: F008273G000372923

*This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.*

# Annexure-A

To,
The Members
**Dixon Technologies (India) Limited**

## Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

## Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standard and procedures followed by the Company with respect to secretarial compliance based on our audit.

3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

4. Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We have not verified the correctness and appropriateness of the financial statements of the Company.

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

**Shirin Bhatt**
Proprietor
C.P. No. 9150
M. No. F8273
PR No. 1209/2021

Place: Greater Noida
Date: 20-05-2025
UDIN: F008273G000372923

*This report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.*

## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
**PADGET ELECTRONICS PRIVATE LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PADGET ELECTRONICS PRIVATE LIMITED** [Deemed public Company by virtue of proviso to Section 2(71) of the Companies Act, 2013] (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

### Auditor's Responsibility

1. Our responsibility is to express opinion on the compliance of the applicable laws and maintenance of records based on the evidences collected, information received and Records maintained by the Auditee or given by the Management.

2. We have conducted the audit in accordance with applicable Auditing standards issued by the Institute of Company Secretaries of India (the "**Standards**") and the Standards require that we comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of Records. Accordingly, we have obtained reasonable assurance about whether the statements prepared, documents or Records maintained by the Auditee are free from misstatement.

3. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

### Our Opinion

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended **March 31st, 2025**, generally complied with the statutory provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended **March 31st, 2025** to ascertain the compliances of various provisions of:

a) The Companies Act, 2013 (the "**Act**") and the Rules made thereunder;

b) The Securities Contracts (Regulation) Act, 1956 (the "**SCRA**") and the Rules made thereunder;

c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

d) *Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (the "SEBI Act") *to the extent applicable as a wholly owned subsidiary of Dixon Technologies (India) Limited, a Public Company listed on National Stock Exchange of India Limited and BSE Limited*:

    i) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

    ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

    iii) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

    iv) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014;

    v) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

    vi) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

vii) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

viii) *The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

*Not applicable as there was no reportable event during the audit period

f) As confirmed by the management there are no laws which are specifically applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

I. Mandatory Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

II. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *to the extent applicable as a wholly owned subsidiary of Dixon Technologies (India) Limited*.

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines to the extent applicable, as mentioned above.

We further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Directors.

b) During the period under review the changes in the composition of the Board of Directors were carried out in compliance with the provisions of the Act.

c) Adequate notice is given to all directors to schedule the Board and other Committee meetings. Agenda and detailed notes on agenda were sent at least seven days in advance except for meetings of the Board which were convened at shorter notice in compliance with Section 173 of the Act wherein Independent Director(s) were present and detailed notes on agenda were provided at such meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

d) Majority decision is carried through in each such meetings of the Board and committees of the Board. Further during the course of audit, we have not come across the views of dissenting members recorded as part of the minutes.

e) We further report that based on the information received and records maintained that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations, regulations and guidelines.

We further report that during the audit period there were specific events/actions having a major bearing on the company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc:

- The Company granted approval for the appointment of Mr. Manoj Maheshwari (DIN: 02581704) as Non-Executive and Independent Director of the Company w.e.f. 27th March, 2025

- The Company granted approval for the appointment of Ms. Raina Obhrai (DIN: 11020593) as Non-Executive Director of the Company w.e.f. 27th March, 2025 whose office shall be liable to retire by Rotation.

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

**Shirin Bhatt**
Proprietor
C.P. No. 9150
M. No. F8273
PR No. 1209/2021

Place: Greater Noida
Date: 19-05-2025
UDIN: F008273G000371341

*This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report..*

# Annexure-A

To,
The Members
**PADGET ELECTRONICS PRIVATE LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial statements of the Company.
4. Wherever required, we have obtained the management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

**Shirin Bhatt**
Proprietor
C.P. No. 9150
M. No. F8273
PR No. 1209/2021

Place: Greater Noida
Date: 19-05-2025
UDIN: F008273G000371341

# Annexure-III

## CORPORATE SOCIAL RESPONSIBILITY REPORT

(Pursuant to Section 135 of the Companies Act, 2013)

### 1. Brief outline of the Corporate Social Responsibility (CSR) Policy

Dixon Technologies (India) Limited ("Your Company") has been at the forefront of helping people rise and ensuring the social well being of the communities in the proximity of its business operations through its Corporate Social Responsibility initiatives (CSR). Your Company endeavours to enhance livelihoods and embraces social developments in the field of education, healthcare, welfare of senior citizen, and environment sustainability as a whole. Your Company's CSR initiatives exhibit Company's commitment in creating empowered citizens and enhancing the lives of those in need, leading to a more secure and sustainable future.

Your Company is committed in inclusive growth and sustainable development in the social framework of the nearby community. Initiatives through promoting education and healthcare were the focus of attention during the period under review, with significant initiatives, programmes, and influence throughout the year.

Your Company has a CSR policy in place, to identify the activities relating to areas identified under Schedule VII of the Companies Act, 2013, hence serving as a beacon of inspiration for other like-minded organisations. For your Company, CSR is not only about adhering to statutory and legal compliances but also creating social and environmental value for its stakeholders thus contributing to build a better tomorrow for the society.

As a thought leader and a pioneer in CSR, your company is highly committed to ensure upliftment of economically backward sections of the society by developing infrastructure, promoting education, offering vocational training and various other skill development opportunities to ensure prosperity and well-being over the long term. The details are also provided on the website of the Company: https://www.dixoninfo.com/projects. The Board of Directors have adopted a CSR policy which inter-alia, provides implementation of CSR activities, CSR budget, CSR expenditure, Impact Assessment etc. in line with provisions of the Act.

### 2. The Composition of CSR Committee

Pursuant to the provisions of Section 135 of the Act, the Board of Directors constituted the Corporate Social Responsibility (CSR) Committee. The Members of CSR committee are as follows:

| S. No | Name of the Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Mr. Sunil Vachani | Chairman | 04 | 04 |
| 2 | Mr. Atul B. Lall | Member | 04 | 04 |
| 3 | *Dr. Manuji Zarabi | Member | 04 | 04 |
| 4 | *Dr. Rakesh Mohan | Member | 04 | NA |

*Dr. Manuji Zarabi ceased to be member of CSR Committee effective from 20th January, 2025. Dr. Rakesh Mohan has been appointed as a member of CSR Committee on 20th January, 2025.

### 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company

Composition: https://www.dixoninfo.com/our-leaders

CSR Policy: https://www.dixoninfo.com/corporate-governance

CSR Projects: https://www.dixoninfo.com/shareholder-information

## 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

## 5. (a) Average net profit of the company as per sub-section (5) of section 135 are as follows:

(Amount in ₹)

| S. No | Financial Year | Net Profit/(Loss) |
|---|---|---|
| 1. | 2023-24 | 2,61,92,96,709 |
| 2. | 2022-23 | 2,96,95,54,683 |
| 3. | 2021-22 | 2,08,24,54,000 |
| | Average Net Profit | 2,55,71,01,797 |

**(b) Two percent of average net profit of the company as per section 135(5) is** ₹ 5,11,42,036/-.

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years -** Nil

**(d) Amount required to be set off for the financial year, if any-** Nil

**(e) Total CSR obligation for the financial year (5b+ 5c- 5d). –** ₹ 5,11,42,036/-

## 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)- ₹ 5,11,42,036/-

**(b) Amount spent in Administrative Overheads -** Nil

**(c) Amount spent on Impact Assessment, if applicable -** Nil

**(d) Total amount spent for the Financial Year (6a+6b+6c) -** ₹ 5,11,42,036/-

**(e) Details of CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year. (in Rupees) | Amount Unspent (in ₹) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount. | Date of transfer | Name of the Fund | Amount. | Date of transfer. |
| ₹ 5,11,42,036 | Nil | NA | NA | | |

**(f) Excess amount for set –off, if any –** Not Applicable

| S. No | Particular | Amount (in ₹) |
|---|---|---|
| i. | Two percent of average net profit of the company as per section 135(5) | ₹ 5,11,42,036 |
| ii. | Total amount spent for the Financial Year | ₹ 5,11,42,036 |
| iii. | Excess amount spent for the financial year [(ii)-(i)] | Nil |
| Iv | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| V | Amount available for set off in succeeding financial years [(iii)-(iv)] | Nil |

## 7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

| S. No | Preceding Financial Year. | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Balance Amount in unspent CSR Account under Section 135(6) (in ₹) | Amount spent in the Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. Amount (in ₹). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. Date of transfer. | Amount remaining to be spent in succeeding financial years. (in ₹). | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|
| 1. | 2023-2024 | Nil | | Nil | Nil | Nil | Nil | Nil |
| 2. | 2022-2023 | Nil | | Nil | Nil | Nil | Nil | Nil |
| 3. | 2021-2022 | Nil | | Nil | 2,00,000/- | 09th Sep, 2022 | Nil | Nil |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

   ☐ YES ☑ NO

   If yes, enter the number of Capital Assets created/acquired: Not Applicable

   Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year – Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) - Not Applicable

| | | |
|---|---|---|
| | Sd/- | Sd/- |
| | **Sunil Vachani** | **Atul B. Lall** |
| Place: New Delhi | (Chairman) | (Vice Chairman & Managing Director) |
| Date: 20.05.2025 | DIN:00025431 | DIN:00781436 |

# ANNEXURE-IV

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTFLOW

Information as per Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, and forming part of the Board's Report for the financial year ended 31st March 2025 is as under:

### a. Conservation of energy:

We, at Dixon acknowledge our responsibility towards conserving natural resources and contributing to sustainability in line with the objective of Dixon. In view of the same, the environment part of our sustainability is dedicated towards minimising our Greenhouse Gas emissions and carbon footprint and contributing towards preservation of our natural environment. Our sustainability approach is focused on three main pillars i.e. Environment, Social and Governance. We are continuously focusing on increasing share of our renewable energy consumption, monitoring and reducing air emissions by transitioning to cleaner fuels such as PNG (Piped Natural gas). Also, as part of our go-green initiative, the Company has installed solar roof top panels to reduce dependency on non-renewable sources at its various facilities. This will enable your Company to reduce costs and increase operational efficiency. Your Company has converted Diesel generators (DGs) on duel fuel (HSD + PNG). Your Company from time to time train its employees and workers on energy saving measures.

The Company has also started installing sensor lighting in its units. Furthermore, your Company is careful of its water consumption and in this regard, your Company has taken measures towards waste water treatment. In this stride, your Company, at its own cost and efforts, has commissioned Sewage treatment plants (STP) in some of its manufacturing facilities. The said STP plants are monitored and supervised on daily basis. With the help of the said STP plants, your Company is successful in treating the waste water and utilising the same for gardening and cleaning purposes and thereby reducing water consumption. Also, to amplify the water conservation, rain water harvesting systems have also been introduced in few of our units. RO water which is discharged is re-used in toilets, cleaning utensils etc. Push Punch water taps have also been installed to ensure minimum wastage.

Some of the other conservative measures, which your Company has already implemented are:

a. Optimum usage of Air Conditioners throughout its premises by ensuring that there is no cool air leakage.

b. Usage of LCD monitors (energy efficient) in place of normal CRT monitors;

c. Turning off lights in all floors when employees are not working;

d. Turning off the air conditioners during non-peak hours and on weekends.

e. Usage of treated water to recharge ground water.

f. Usage of LED lights for all its lighting solutions

g. Installation of Solar panels across office/ plant locations

h. Use of transformer load shifting, air compressor inter-connectivity for energy conservation.

During the year under review, the Company has made negligible investments on energy conservation equipments.

### b. Technology absorption:

The technology focus for your Company has been on process improvement for better quality, lower cost, new product development and import substitution.

(i) Your company is committed to the cause of technology absorption with the state-of-the-art facilities that caters to the design and development of products under the various segments that the Company operates in;

(ii) We have dedicated design houses and development centres across multiple locations.

(iii) For the LED TV segment, your Company has introduced new technologies like interactive flat panel, educations display and Digital signage in the year and introduced to the market apart from our own TV designs in Google, and Tizen OS.

(iv) For our washing machines, technological absorption is ensured via State of art R&D Lab comprising of NABL approved Lab with BIS testing Equipment installed in Dehradun Division for Energy, performance & safety testing for customer approval & future research validations. The factory's BIS certification was also obtained during FY 2024~25 as per QCO from Government of India (GOI).

(v) Pertaining to our lighting segment, we have signed a binding Term sheet with lighting industry leader, Signify Innovations India Limited for prospective joint venture for OEM business of lighting products and accessories. With the execution of the definitive agreements, Dixon will have the rights to all the technological IPs of Signify. Also, your Company would be launching the premium & decorative range of lighting products in FY 2025-26.

(vi) For Mobiles segment, technological absorption is noted via Dixon's in-house reliability labs for product testing and cost innovation. Dixon is also in the process of setting up 'Smart factory' for mobile manufacturing which will help us to streamline operations and enhance productivity.

(vii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Applicable

(viii) the expenditure incurred on Research and Development.

(a) Capital : ₹ 199 Lakhs (Previous year – ₹ 429 Lakhs)

(b) Recurring: ₹ 1,484 Lakhs (Previous year – ₹ 1,210 Lakhs)

(c) Total: ₹ 1,683 Lakhs (Previous year – ₹ 1,639 Lakhs)

(d) Total R & D expenditures as a percentage of total turnovers : 0.31 % (Previous year – 0.26%)

## c. Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows as under:

**Foreign Exchange Outgo (INR in Lakhs):**

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| CIF VALUE OF IMPORTS GOODS | 2,41,865 | 3,38,351 |
| EXPENDINTURE IN FOREIGN CURRENCY | 1,175 | 521 |
| **Total** | **2,43,040** | **3,38,872** |

**Foreign Exchange Earnings (INR in Lakhs):**

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Export (FOB Basis) - | 812 | 613 |

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

Sd/-
**Mr. Sunil Vachani**
Executive Chairman
DIN:00025431

Sd/-
**Mr. Atul B. Lall**
Vice Chairman & Managing Director
DIN:00781436

Place: New Delhi
Date: 20.05.2025

# Management Discussion and Analysis

## Global economy[1]

The global economy experienced steady growth of 3.2% despite navigating significant challenges, including geopolitical instability, a slowdown in China, and policy uncertainties in major economies. Investor sentiment remained cautious, reflected in rising bond yields across developed nations, driven by concerns over inflation, geopolitical tensions, and potential disruptions in monetary policies.

Global inflation continued to ease, with the IMF projecting an average of 4.2% in 2024, down from 6.7% in 2023. This decline was largely attributed to successful disinflationary efforts in advanced economies. However, inflationary pressures remained in select regions, where central banks took a measured approach to monetary easing.

### Outlook

The global economic outlook remains cautiously optimistic, with projected stable growth at 3.3%. Disinflationary trends, driven by a cooling labour market and declining oil prices, are expected to continue, creating a conducive environment for central banks to transition toward more expansionary monetary policies. Inflation is forecasted to ease to 4.3% by the end of CY2025, signalling a steady global economic recovery, particularly in emerging markets.

While challenges, such as geopolitical tensions and structural issues in key emerging markets like China, persist, the overall outlook reflects the potential for growth, supported by government initiatives and fiscal consolidation efforts. The US is likely to see growth from tax cuts and deregulation, with some positive spillover effects globally.

## Indian economy[2]

India's economy demonstrated remarkable resilience in FY 2024-25, with GDP growth estimated between 6.5% and 6.7% despite global economic turbulence and geopolitical tensions, India's economic performance remained strong, supported by robust rural consumption, driven by favourable agricultural output, while urban consumption showed signs of plateauing. The services sector continued to be a key growth driver.

Manufacturing industry experienced a slowdown however manufacturing exports, particularly in high-value industries such as electronics strengthened India's position in global value chains. However, geopolitical uncertainties and supply chain disruptions, have impacted export growth. The electronics industry, particularly semiconductor and automotive components, has displayed strong growth, reflecting India's increasing role in these critical global sectors.

India also saw a 26% year-on-year increase in Foreign Direct Investment (FDI) inflows, signalling growing investor confidence.[3] The country's position as the third-largest recipient of greenfield investments demonstrates its potential as a hub for technological advancements, particularly in the electronics and manufacturing sectors.

### Outlook

India's economic outlook remains optimistic, driven by strong domestic fundamentals and a robust growth trajectory. The country is projected to maintain its position as one of the world's fastest-growing economies, with real GDP growth expected between 6.3% and 6.8% for FY 2025-26. This growth is likely to be driven by reduced inflation, favourable weather conditions boosting agricultural output, and enhanced rural consumer spending. Infrastructure spending has grown significantly, increasing by 38.8% between FY 2019-20 and FY 2023-24, with further capital expenditure expected in the latter half of FY 2024-25 to stimulate demand and attract private sector investment.[4]

India is also poised to benefit from increased foreign direct investment (FDI), especially as multinational corporations seek cost-effective expansion opportunities. Government initiatives like the Production-Linked Incentive (PLI) scheme will continue to benefit Indian manufacturing and export markets. The country's strategic advantage, such as currency depreciation making exports more competitive and emergence as an attractive manufacturing destination, is expected to bolster the sector's growth.

## Global Electronics Industry

The global electronics industry is experiencing a rapid growth, fuelled by technological advancements and an ever-growing demand across various industries. Key drivers include the surge in automation within manufacturing processes, increasing reliance on cutting-edge healthcare technologies and the integration of electronics into everyday consumer products and modern vehicles. The sector's growth is also propelled by innovations in artificial intelligence, the Internet of Things (IoT) and the push for sustainable solutions in energy and transportation.

In 2024, the global electronics market is valued at US$~4 trillion, with projections indicating robust growth at a Compound Annual Growth Rate (CAGR) of 6.5% over the next four years.[5] As technology continues to evolve and newer innovations become

[1]Source : https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025

[2]https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULLETIN19022025111121856672D4108BDFC7006125E1CDE.PDF

[3]https://static.pib.gov.in/WriteReadData/specificdocs/documents/2024/dec/doc20241212470801.pdf

[4]https://ddnews.gov.in/en/govt-bullish-on-creating-robust-infra-private-sector-must-reciprocate-too-economic-survey/

[5]https://www.researchandmarkets.com/reports/5781043/electrical-electronics-global-market-report

more pervasive across industries, they are expected to create more opportunities and position electronics as one of the critical contributors to the global economy.

## Evolution of EMS Industry

**1980**

- EMS began in the 1970s with the entry of the 1st EMS company, Solectron (Flex) in 1977.
- Prior to that electronics manufacturing and PCB assembly was done in-house by OEMs.
- EMS providers were primarily engaged in contract manufacturing.

**1980-1990**

- As a result of downsizing by many OEMs during the economic recession in the late 1990s, the contract manufacturing business grew rapidly
- EMS providers were able to enhance and expand their production capabilities to meet growing demand.

**1990-2000**

- SMT for PCBs was developed in the early 1990s, allowing for faster assembly of electronics.
- More complex PCBs were manufactured through this technology benefitting the EMS industry manifold.

**2000-2010**

- EMS industry witnessed enormous increase in demand, consumer electronics, EDP equipment, and communication equipment industries saw increased competition.
- There were major changes in semiconductor with the usage of fabless semiconductors.

**2010-2020**

- ODM providers evolved and progressed to the front end of the value chain, involving in product design, assembly, testing, and mass manufacturing.
- In established segments such as telecommunications and consumer electronics, ODMs grew rapidly

**2020>**

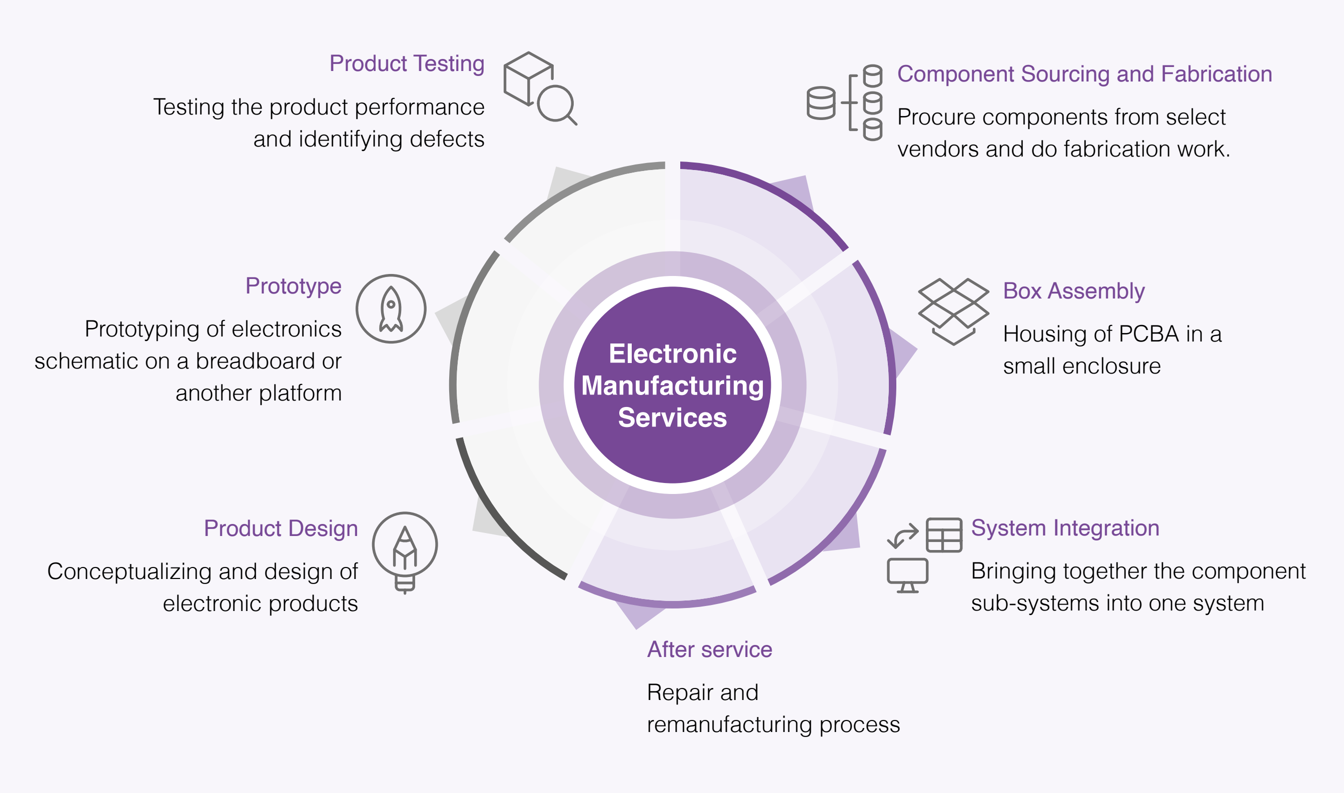
- Manufacturers are being compelled to produce items in response to the increase of greener electronics devices and the need for recyclable products .

Source: Frost & Sullivan

As technology advances, the size of the components and the circuits usually become smaller. Electronics manufacturing is observing substantial traction in the adoption of advanced robots, due to their capability to perform tasks at enhanced precision levels. Artificial intelligence is another transformative technology in the EMS segment, primarily changing the way the machines' function and interconnect. Partnerships, mergers, JV Agreements, and other types of strategic initiatives are becoming more and more prevalent among the Brands, EMS providers, OEMs, ODMs, and stakeholders as they work to familiarize themselves with the speedy transitions in the manufacturing space.

### Range of services offered by EMS companies globally

EMS companies can be contracted at different points in the manufacturing process. While large EMS companies have the capability to offer an entire range of services starting from design, sourcing components, assembly, and testing (also known as ODM), small and mid-size EMS companies offer primarily assembly and testing services (referred as OEMs).




Globally, EMS market is well established, and most service providers have high maturity levels in component fabrication, system assembly & testing. In the last few decades, the market has expanded to offer design & development services & after sales services such as repair and remanufacture, marketing, & product lifecycle management. Recently, some participants have even started offering software solutions due to the increased penetration of digitization in the end markets they serve.

### Key drivers for the growth of Global EMS industry

| | |
|---|---|
| **Technological advancements and acceptance of smart home devices** | The development of new manufacturing technologies and the emerging end-use sectors, such as the Internet of Things (IoTs), are expected to boost demand for the EMS industry. |
| **Greater emphasis on vehicle electrification** | The electric vehicle market will be the most lucrative in the automotive industry over the next decade. The increased electronic content in each vehicle, energy-related modules and sub-assemblies, as well as charging infrastructure will require an overall electronic ecosystem. |
| **Technological upgrade of facilities** | Most of the large manufacturing companies are investing heavily in upgrading the technology of their facilities by adopting digitization and industry 4.0 concepts. |
| **Product development activities** | The dependence created by electronics in product development activities across all verticals will turn out to be a significant driver for EMS, especially in consumer electronics and automotive segments where new devices and systems are being developed. |
| **Accelerated demand post COVID-19** | The COVID-19 pandemic has currently increased the requirement for EMS services. This will subdue in the mid to long-term once inventory is created. Furthermore, the growing demand for wearables and smart medical devices increases the need for smaller, flexible and light-weight products in the healthcare business |

Source: B&K Research

**Challenges / market restraints hindering the growth of Global EMS industry**

| | |
|---|---|
| **Presence of market participants is high** | A high number of market participants in all areas results in competitive pricing which reduces market revenue potential. |
| **Shrinking operating margin** | Most of the market participants face challenges with respect to the operating margin. In the EMS industry, profit margins are relatively low. As component prices are based on an average, the key focus is the labor costs. |
| **Complex structure and delay in supply chain** | Supply chain delays causing shortage of components are likely to impact the revenue in the short term. Overall, the impact of transformation is very low in the mid and long term. |
| **Shortened product lifecycles and uncertain demand** | The EMS sector should be able to handle the rise in demand if it reaches exceptional heights. If demand falls, EMS companies must have a strategy in place for the idle raw materials or machinery. |
| **Regulatory Compliances** | Stringent local laws and trade pricing influence the EMS sector, driving OEMs to build in-house manufacturing capabilities. |
| **Skilled labour shortage** | There is substantial competition for R&D personnel, qualified technical experts, sales and marketing professionals and post-sales services providers, and the attrition rate is rising in the EMS industry. |

Source: B&K Research

## Global EMS Industry

The Global EMS market is traditionally comprised of companies that manufacture electronic products, predominantly assembling components on Printed Circuit Boards (PCBs) and box builds for major brands.

Today brands are seeing more value from EMS companies, leading to involvement beyond just manufacturing services to product design and developments, testing, after-sales services, such as repair, remanufacturing, marketing, and product lifecycle management.

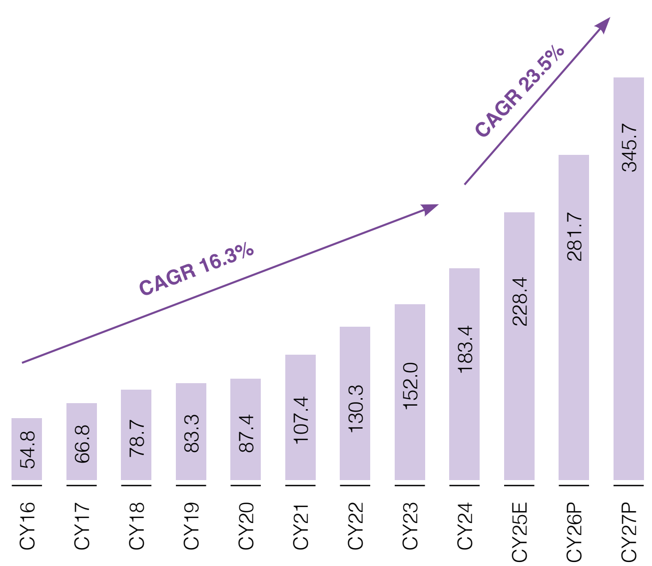
The global electronic manufacturing services (EMS) market size was valued at USD 610 billion in 2024. The market is projected to grow from USD 648 billion in 2025 to USD 1,033 billion by 2032, exhibiting a CAGR of 6.9% during the forecast period. (Source https://www.fortunebusinessinsights.com/electronic-manufacturing-services-ems-market-105519)

Critical factors driving this growth are increasing disposable income, emerging and multiple disruptive technologies, improved acceptability of audio and video broadcasting, higher internet penetration, inclination of the youth towards next gen technologies, emergence of e-commerce etc.

## Indian Electronics Industry

India's electronics industry is witnessing rapid expansion, making it one of the fastest-growing sectors in the country. The total market size has more than doubled from USD 87 billion in 2020 to an estimated market size of USD 228 billion in 2025. This reflects a robust CAGR of around 21.2%.

The electronics market in India is further projected to increase to USD 345.7 Billion in 2027. This remarkable growth has been driven by a shifting industry landscape, shaped by a combination of regulatory reforms, economic incentives, and evolving geopolitical dynamics that have collectively accelerated domestic electronics manufacturing.




Source: Maia Research, CareEdge Research

Note: E indicates Estimated; P indicates Projected

## Key Industries in Electronics Sectors and its growth drivers

**Mobile Phones**
Rising disposable income and urbanization

**Consumer electronics**
Rising disposable income and urbanization

**Industrial electronics**
Need for efficient productivity in industries through use of smart meters, sensors and automation equipment

**Electronic components**
Focus on import substitution to drive increased domestic manufacturing

**Auto electronics**
Increasing electronics content in vehicles such as infotainment systems

**Strategic electronics**
Demand for navigation systems, radars, sonars and satellite-based communication

**IT hardware**
Rising disposable income and urbanization

**LED lighting**
Rising disposable income and urbanization

**Telecom equipment**
Increasing need for routers, modems and FWA devices

**Wearables and Hearables**
Rising disposable income and urbanization

## Indian EMS industry

The global landscape of electronic design and manufacturing is changing significantly, and revised cost structures have shifted the attention of multinational companies to India. At present, the Indian government is attempting to enhance manufacturing capabilities across multiple electronics sectors and to establish the missing links to make the Indian electronics sector globally competitive. India is positioned not only as a low-cost alternative, but also as a destination for high-quality design work. Many multinational corporations have established or expanded captive centers in India.

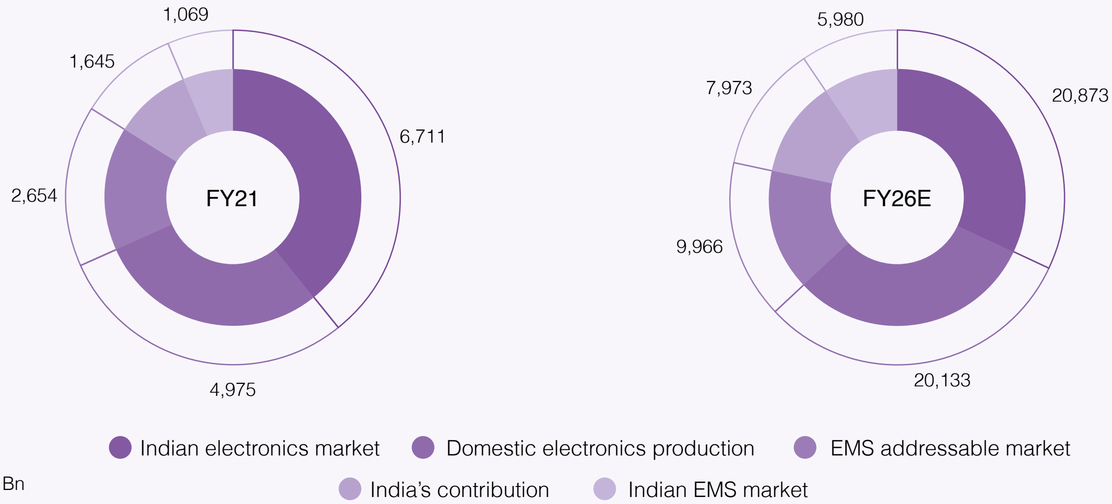
Indian EMS industry has since then embarked on an upward journey. With most of the global mobile phone manufacturers and their supply chain partners investing in manufacturing, the Indian EMS industry is well poised to unlock its true potential in the coming years.

**Business Model of Indian EMS companies**

| Value Chain Functions | Product Design and Development | Component Manufacturing and Sourcing | Manufacturing | Logistics | After-sales service |
|---|---|---|---|---|---|
| EMS | | ✓ | ✓ | ✓ | |
| ODM | ✓ | ✓ | ✓ | ✓ | ✓ |

The total addressable ESDM market in India was valued at INR 2.65 trn (US$ 36 bn) in FY21 and is expected to grow to INR 9.97 trn (US$ 135 bn) in FY26 with a CAGR of 30.3%. Contribution of Indian EMS companies is around 40% with a value of INR 1.07 trn (US$ 14 bn) in FY21. This is expected to grow at 41.1% CAGR to reach INR 5.98 trn (US$ 81 bn) by FY26. India is positioned as a destination for high-quality design work, not only as a low-cost alternative. Many multinational companies have established and expanded captive centres in the country. Most brands prefer engaging EMS partners for contract manufacturing, but the ODM model is slowly gaining traction in India, where brands collaborate with ODMs on product development. Many EMS players are gradually expanding to provide complete design services in addition to contract manufacturing/ original equipment manufacturing.

**EMS addressable market vs contribution of EMS companies**




Values: INR Bn

Source: Frost & Sullivan, B&K Research

### Key growth drivers for Indian EMS Industry

| | |
|---|---|
| **Improvement in demand and supply scenario** | - Factors such as stable growth outlook for the economy, Digital India programme, rising disposable incomes, changing lifestyles, emerging work from home culture, expansion of organized retails to tier 2 and tier 3 cities, improving electricity and internet infrastructure, and better logistics infrastructure will provide additional impetus to the industry. |
| **Ease of doing business in India** | - Simplifying procedures, reduce the burden of additional taxes on start-ups, strengthen the IP protection framework to position India as an attractive business destination and is also evolving as an innovation driven R&D destination for global companies.<br>- Indian government has implemented incentives and policies to attract investment, enhance exports, and improve the ease of doing business in the country. |
| **China + 1 Strategy** | - Rising costs and changing geopolitical dynamics have led OEMs to consider diversifying their manufacturing operations, with India being a preferred destination due to its infrastructure and cost advantages. |
| **Atmanirbhar Bharat (Make in India initiative)** | - Government self-reliant India campaign along with the focus on the CAPEX and R&D has given a strong push to the domestic marketplace, which is very significant to India's economic growth. |
| **Government incentives and scheme** | - The government of India has launched numerous incentive schemes such as PLI Scheme, Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors, Modified Electronics Manufacturing Clusters Scheme (EMC 2.0), Merchandise Exports from India Scheme (MEIS) leading to manufacturing growth, reduced dependence on the imports and promoted the exports. |
| **Development of electronics ecosystem by global and domestic players** | - European Telecom and Networking Products dealers Ericsson and Nokia have conveyed their intention to increase existing manufacturing operations in India to support their worldwide supply chain.<br>- Nokia and Ericsson are also going to target the BSNL big ticket 4G contract expansions after the government of India removed some clauses which previously prohibited them from participating. |
| **BIS certification** | - India has tightened the quality controls for the electronic products to restrain the rising import of the cheap electronic items and boost the local manufacturing, requiring business to register with the BIS for government clearance. |
| **Import substitution** | - To reduce dependence on imports in the long run, sourcing of electronic components should be met through local manufacturers with the help of various incentives and policies. |

Source: B&K Research

EMS industry, which traditionally was skewed toward contract manufacturing, is now gradually shifting upward the value chain and increasingly the players are looking towards more designing of the products and giving solutions due to higher margins in the ODM, and better stickiness of business as compared to contract manufacturing which typically needs high asset turnover as it commands lower margins. The industry is also venturing into Joint design development (JDM) business wherein the EMS players collaborate with brands to design and manufacture the products. While the ODM services are on the rise, its share in total pie is expected to remain constant in India and increase gradually in global mix.

India's EMS industry is dominated by Mobile phones, Consumer electronics, and Automotive segments which is ~80% of the market. However, segments like wearables and hearables, Telecom & IT Hardware are likely to witness higher and faster growth over the next few years.

## Segment Overview

### Mobile phones

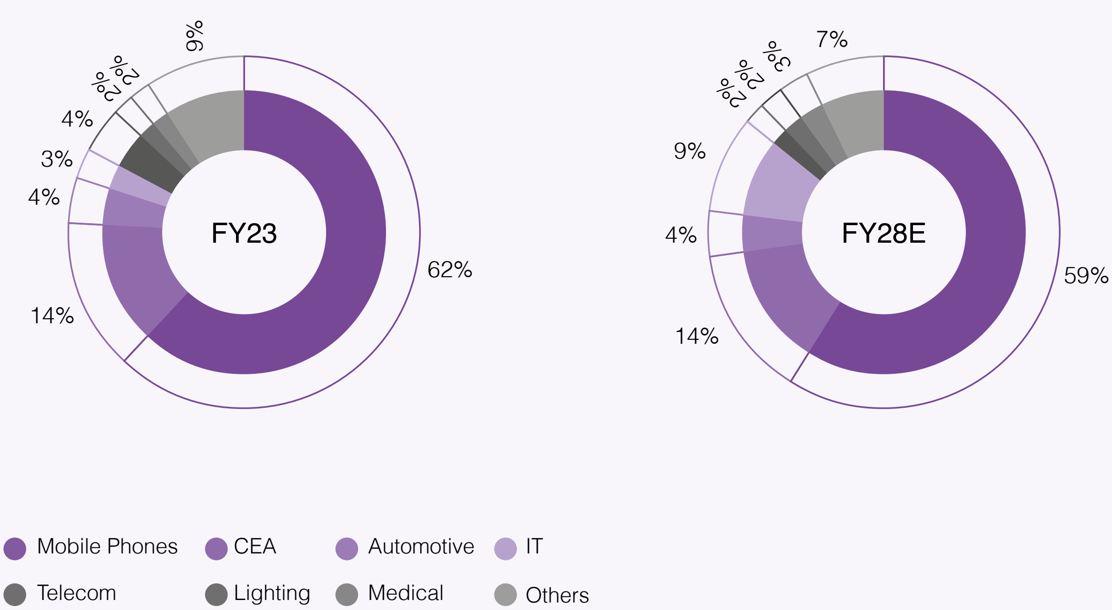
India has emerged as the second-largest smartphone market in the world.[6] India Smartphone Market was valued at USD 54.7 Billion in 2024 and is expected to reach USD 78.9 Billion by 2030 with a CAGR of 8.2% (Source:https://www.techsciresearch.com/report/india-smartphone-market/28424.html).

This dynamic industry remains a key contributor to the EMS industry, accounting for 62% of the market.

The mobile phone business delivered exceptional performance in FY 2024–25, with revenues reaching INR 28,116 crs, reflecting a robust 208% year-on-year growth. We have deepened engagements with leading global smartphone brands, reinforcing Dixon's position as a trusted manufacturing partner. To support this momentum, we now operate seven mobile manufacturing facilities with a combined annual capacity exceeding 60 million smartphones.

We continue to maintain a strong order book with existing clients and have added new customers, bolstering both domestic operations and export potential. During the year, we acquired Ismartu India Pvt. Ltd., now a Dixon subsidiary, which manufactures smartphones for brands such as Nothing and Transsion (Infinix, Tecno, itel), including exports to Africa.

To further scale operations and enhance technology depth, we have entered into a joint venture with Vivo, where Dixon will hold a 51% stake. PN3 application for FDI approval has been filed, and definitive agreements are in advanced stages. Construction of our flagship mobile manufacturing facility in Noida (~1.2 million sq. ft.) is underway and targeted for completion by Q4 FY 2025–26.




Source: B&K Research

[6]https://pib.gov.in/PressReleasePage.aspx?PRID=1920586

### Consumer electronics[7]

India television market is projected to witness a CAGR of 8.36% during the forecast period FY2026-FY2033, growing from USD 11.5 billion in FY2025 to USD 21.8 billion in FY2033F owing to rising incomes, OTT growth, affordable smart TVs, e-commerce discounts, and technology advancements. Growing disposable incomes and a growing middle class have augmented consumer buying power, which has seen consumers moving from plain TVs to smart, big-screen, and high-end ones such as QLED and OLED TVs. The growth in internet penetration has boosted the demand for smart TVs with embedded streaming capabilities.

Our LED TV business reported revenues of INR 2,896 crore in FY 2024–25. The global LED TV market continues to face subdued demand due to structural headwinds and shifting consumer preferences. Despite these external challenges, we remained focused on strengthening our ODM capabilities and expanding our customer and product portfolio.

During the year, we successfully onboarded multiple multinational brands and deepened technology partnerships with Amazon (Fire TV) and LG (WebOS). These collaborations aim to enhance product differentiation through smart platform integration, with commercial rollout expected in early FY 2025–26.

### Home appliances

Indian washing machines industry has been witnessing sustained and stable growth. Dual income families, growing disposable incomes, and paucity of time have been instrumental in driving the demand for washing machines. Penetration of washing machines in India is currently 13 - 14% implying high scope for growth. Increasing appreciation for the value that the product delivers, affordable pricing, and innovative products has aided the strong growth of washing machines in India. The volume market size for domestic sales of washing machines is 9.6 million units for FY24 and it is expected to grow at a CAGR of 7.4% till FY29. In terms of value, the washing machine market is estimated at INR 139.1 billion in FY24 and is projected to grow at a CAGR of 8.0% from FY24 to FY29 to reach INR 204.2 billion.

Domestic manufacturing of washing machines in India stood at 8.9 million units in FY24. *(Source- Frost & Sullivan Analysis)*

Our washing machine business continues consistent growing performance with an annual revenue of INR 1,366 crs for FY 24-25 & continues to scale across both Fully Automatic and Semi-Automatic categories. Fully Automatic Top Load (FATL) capacities are being expanded at our Tirupati facility to cater to the growing order pipeline.

In Semi-Automatic Washing Machines (SAWM), we have commenced commercial operations at our new manufacturing facility in Dehradun, which has an annual capacity of 2.5 million units. As part of our product innovation roadmap, we are preparing to launch industry-first SAWM models in 16 kg and 18 kg capacities.

Beyond ODM manufacturing, we have made significant strides in backward integration by establishing an in-house tool room, with moulds now being developed internally. Additionally, we have initiated development of new product lines, including Front Load Washing Machines and robotic vacuum cleaners, while also exploring expansion into adjacent categories within the home appliances segment.

### Lighting products

India's lamps and lighting sector is undergoing a significant transformation as consumers increasingly opt for energy-efficient solutions. Rising environmental awareness and a focus on energy conservation have driven the adoption of LED and CFL lighting. In 2024, the total lighting market in India reached USD 4.6 billion in 2024, and is expected to grow to USD 7.2 billion by 2033, at a compound annual growth rate (CAGR) of 5.1% during 2025 -2033 (Source:https://www.imarcgroup.com/india-lighting-market.) Urbanisation is contributing to this growth, as more cities expand and the middle class seeks stylish and functional lighting that enhances interior spaces.

Within the outdoor lighting segment, we have launched the Professional Product - Flood & Street light series. In a strategic move to enhance cost efficiency and bolster margins, we operationalized our backward integration facility for extrusions used in battens, which is expected to enhance cost efficiency and contribute to margin improvement

[7]https://www.marketsandata.com/industry-reports/india-television-market

Our 50:50 JV with Signify formerly Philips is expected to commence operations from Q2 FY 25–26. The JV is expected to generate operating leverage, driving greater efficiencies, cost optimization & long term value creation through synergies, expanding into new categories including high end indoor lighting products, professional lighting along with unlocking export opportunities.

### Refrigerators

The Indian refrigerator market is estimated to grow from USD 5.3 billion in 2025 to USD 7.7 billion by 2030, with a CAGR of 7.6%.[8] While the direct cool model remains popular due to its affordability and lower energy consumption, the frost-free models are gaining traction in urban regions due to their convenience and advanced features.

In its first year of operations, our refrigerator business clocked revenue of INR 694 crs & has achieved a significant milestone of capturing approximately 8% of the overall Indian market and 48% of the OEM-addressable market in the Direct Cool segment. We have successfully onboarded over 15 customers within the year, demonstrating strong market acceptance and customer confidence.

To support growing demand, we are expanding our Direct Cool production capacity from 1.2 million units per annum to 2 million units by Q3 FY 2025–26. Additionally, we are diversifying our cooling product portfolio with planned entries into categories such as two-door frost-free refrigerators, side-by-side models, mini bars, deep freezers, and visi coolers.

### Laptops & tablets/IT hardware products[9]

The laptop market in India is expected to grow at a CAGR of 6.7% between 2024 and 2032, reaching an estimated value of around US $10.5 billion by the year 2032.

We are making significant strides in the fast-growing IT hardware segment. Our dedicated manufacturing facility in Chennai has commenced mass production with an annual capacity of 2 million units, currently catering to HP and Asus, with a strong order pipeline from Lenovo and Asus.

To further strengthen our position and move up the value chain, we have entered into a 60:40 joint venture with Inventec, one of the world's top five PC ODMs. The JV will manufacture a comprehensive range of IT hardware products, including Notebook PCs, Servers, Desktop PCs, and key components such as SSDs, memory modules, and power supplies. A new manufacturing facility for the JV has been finalized in Chennai, significantly enhancing our capabilities and positioning us as a leading player in India's IT hardware ecosystem.

### Telecom and networking products

The growing demand for high-speed internet and enhanced connectivity, driven by the proliferation of smart devices and the Internet of Things (IoT), is propelling telecom equipment industry forward.

Our Telecom and Networking Products division is emerging as a key growth pillar for Dixon, with deep potential across domestic and export markets. The segment delivered 4x year-on-year revenue growth, supported by increased demand from our anchor customer.

To cater to this growth, we commenced operations at our new facility in Noida, significantly expanding production capacity. We have doubled output for 5G Fixed Wireless Access (FWA) solutions—both indoor and outdoor—for the Indian market, while mass production of IPTV devices has also begun.

Aligned with our backward integration strategy, we have started in-house manufacturing of critical components such as mechanicals and adapters. Additional efforts are underway to localize more parts, aimed at enhancing cost efficiencies and improving margin profile.

Looking ahead, we are actively exploring expansion into non-Customer Premise Equipment (non-CPE) and Low Volume, High Mix product categories, including Radio Access Networks, Ethernet Switches, and Network Transport Equipment—positioning this vertical as a strategic long-term growth driver.

[8]https://www.mordorintelligence.com/industry-reports/india-refrigerator-market

[9]https://www.researchandmarkets.com/report/india-laptop-market

### Inverter controller system for air-conditioners

Our 40:60 joint venture with Rexxam, Japan, focused on manufacturing PCBs for air conditioners, has continued to deliver robust performance with healthy return on capital employed (ROCE). In response to growing demand from our anchor customer, we are now setting up a new manufacturing facility in Chennai to expand capacity and further strengthen our position in this high-growth segment.

### Wearables & hearables

This segment continues to deliver healthy operating margins and strong Return on Capital Employed (ROCE). We maintain a solid order book in this business and are focused on sustaining profitability & are in discussion to expand product portfolio with addition of new brands with focus also on backward integration & localisation

## Opportunities

### Component Manufacturing under PLI Scheme

India's push for component-level manufacturing under the PLI for electronic components opens up large opportunities for Dixon to backward integrate into key components such as camera modules, batteries, mechanical parts, and display module reducing import dependency and improving margin profile.

We are significantly foraying into electronics component manufacturing as the next major phase of its growth & backward integration strategy. The company has already launched a project for display modules & construction of the manufacturing unit is underway in partnership with HKC, focusing on mobile phones and IT hardware products in the first phase, with mass production expected to commence by end of this fiscal with capacity 2 mn displays/month which will be further enhanced to 4 mn displays/month in the next phase. Company is also actively perusing partnership & investment in electronics components manufacturing such as camera modules & mechanicals.

### Premiumisation

India has a large population with rising aspirations providing for ample headroom for growth and a growing predisposition towards premiumisation. As technology evolves, there is an increasing demand for more sophisticated electronics and components. EMS companies can capitalise on this demand by providing innovative and high-quality features.

### Faster replacement cycle and high demand for emerging technologies:

Electronic products have shorter life cycles as a result of rapid technological improvement and newer products with enhanced technology. Customers are also replacing their electronics with newer products with constantly changing customer views and expectations.

### Shift towards e-commerce

The proliferation of internet and high smartphone adoption have led to greater awareness of the latest models of electronics, thereby driving the growth of online shopping.

### Attractive manufacturing destination

The global supply chain disruptions, primarily due to the pandemic and geopolitical tensions, have led companies to seek more diversified and resilient manufacturing bases. India has become an attractive alternative to China, especially in terms of lower labour costs and a growing skilled workforce. Driven by government policies like Make in India, Digital India, Skill India and Production Linked Initiative (PLI) scheme, India can become the next global IT hub benefitting the EMS industry.

### Increasing demand for AI-integration & IoT

The rise in tech adoption, including smart devices, IoT (Internet of Things), and electric vehicles, opens new avenues for EMS providers.

## Challenges

### Global competition

India faces tough competition from established players like China, Vietnam, and other Southeast Asian countries, who often have better infrastructure and lower production costs. Competitors in countries like China have a strong presence and advantage due to long-standing operations, well-established supplier networks, and economies of scale.

### Supply chain disruptions

The EMS industry relies on complex multi-national supply chains for sourcing and assembly of raw materials and components. The components shortage during the pandemic, driven by the scarcity of critical minerals, demonstrated the urgent need for diversifying and establishing resilient supply chains. Ongoing geopolitical turbulences continue to pose strong threat of supply chain disruptions impacting production timelines and costs.

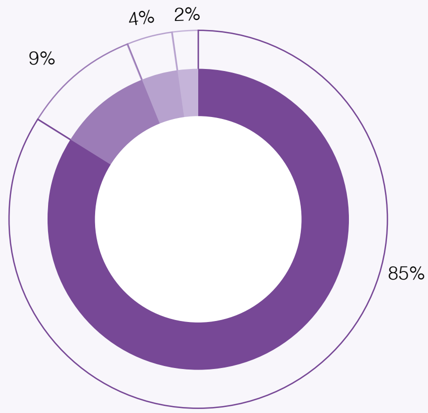
### Regulatory challenges

EMS providers must navigate regulatory complexities related to labour laws, environmental norms and taxation leading to project delays, compliance costs and operational hurdles. Indian legal framework may not always align with the global standards making it difficult for the manufacturers to manoeuvre.

### Geo-Political Risks

Global electronics supply chains remain vulnerable to disruptions due to geopolitical tensions (e.g., U.S.-China, Middle East), raw material shortages, and currency fluctuations, impacting cost and continuity.

## Segment-wise revenue distribution




| Categories | Product/Services | Revenue (INR crs) |
|---|---|---|
| Consumer Electronics | LED TVs, Refrigerator | 3,590 |
| Home Appliances | Washing machine | 1,366 |
| Lighting Products | LED bulbs, battens, downlighters, etc | 861 |
| Mobile Phones and EMS | Feature & smart phones, IT hardware, Telecom, hearables & wearables | 33,043 |

## Financial overview

| Categories | FY 24-25 | FY 23-24 |
|---|---|---|
| Total Income (In crores) | 38,880 | 17,713 |
| EBITDA (In crores) | 1,528 | 720 |
| PAT (In crores) (including exceptional items) | 1,233 | 375 |
| PAT (In crores) (excluding exceptional items) | 843 | 375 |
| Net Debt Equity Ratio* | (0.02) | (0.03) |
| Interest Coverage Ratio ** | 8.1 | 7.4 |
| Current Ratio*** | 1.0 | 1.0 |
| Debtor Days # | 60 | 45 |
| Inventory Days## | 32 | 29 |
| Operating Profit Margin### | 3.9% | 3.9% |
| Net Profit Margin^ (including exceptional items) | 3.2% | 2.1% |
| Net Profit Margin^ (excluding exceptional items) | 2.2% | 2.1% |
| Return on Net Worth^^ (excluding exceptional items) | 32.5% | 25.2% |
| Return on Net Worth^^ (including exceptional items) | 47.5% | 25.2% |

*(Gross Debt- cash & bank balance)/ Total Equity

** EBIT/Finance Cost

*** Current Assets/ Current Liabilities

# Income from operations/Receivables

## Cost of Goods Sold/Inventory

### Operating Profit/ income from operation

^ PAT/Income from operation

^^ PAT/ Average Shareholder Fund

## Original Design Manufacturer (in percentage) share in revenue

| Years | Consumer electronics | Lighting products | Home appliances |
|---|---|---|---|
| FY 2025 | 56% | 92% | 100% |
| FY 2024 | 34% | 92% | 100% |
| FY 2023 | 23% | 90% | 100% |
| FY 2022 | 4% | 91% | 100% |
| FY 2021 | 5% | 90% | 100% |

## Risk management

Dixon Technologies adopts a proactive and structured approach to risk management, aligned with its strategic objectives and operational priorities. The Company has instituted robust governance mechanisms to identify, assess, and mitigate potential risks across its manufacturing operations, supply chain, regulatory compliance, and financial exposures. Regular risk assessments are conducted at business unit levels and consolidated at the enterprise level to ensure timely response to emerging threats, including global macroeconomic volatility, technology disruptions, and geopolitical uncertainties. Cybersecurity, ESG-related risks, and dependency on key customers and suppliers are also carefully monitored. By integrating risk management into decision-making processes, Dixon aims to safeguard stakeholder interests, ensure business continuity, and sustain long-term value creation.

For more on Risk management, kindly refer to 'Risk Management' segment of the Integrated report.

## Human resource

Dixon Technologies has a zero-tolerance policy towards any form of discrimination or harassment. It provides clear guidelines on inappropriate conduct and maintains confidential reporting mechanisms for employees to voice any concerns. Regular awareness programmes and training sessions are held to promote an inclusive and supportive environment. The HR Department oversees policy enforcement, with additional support from an Internal Committee. Furthermore, Dixon has a dedicated Grievance Redressal Committee alongside a Prevention of Sexual Harassment (POSH) committee to ensure prompt and effective resolution of concerns.

**8,890**

Employee count (Permanent & Contractual) (Standlaone Basis)

## Research and development

The fast-paced electronics industry requires companies to stay ahead of the curve. In recognition of this dynamic environment, Dixon has made considerable investments in enhancing its Research and Development (R&D) capabilities. It has state-of-the-art R&D facilities that have been working continuously to innovate technologies that enhance the efficiency and performance of design and manufacturing processes.

## Internal control system

Company has established a comprehensive internal control framework designed to ensure the integrity of its financial reporting, safeguard its assets, and promote operational efficiency across all business verticals. The system of internal controls is aligned with globally accepted practices and is regularly reviewed and strengthened to address the evolving scale and complexity of operations. The Company has implemented robust Standard Operating Procedures (SOPs), automated workflows, and IT-enabled monitoring tools to enhance transparency, compliance, and accountability. Independent internal audits are carried out periodically by reputed audit firms and findings are reviewed by the Audit Committee to ensure timely corrective actions. These mechanisms collectively support Dixon's commitment to governance excellence and reinforce its ability to deliver consistent, compliant, and value-accretive performance.

## Cautionary statement

The Management Discussion and Analysis (MDA) section may include forward-looking statements regarding prospects. These statements entail various known and unknown risks and uncertainties, which could result in material differences between actual results and the forward-looking statements. The estimates and figures presented in the report are based on certain assumptions made by the Company, considering both internal and external information currently available. However, these assumptions are subject to change over time due to shifting underlying factors, potentially leading to adjustments in the estimates. It is important to note that forward-looking statements reflect the Company's current intentions, beliefs, or expectations only as of the date of their issuance. The Company is not obligated to revise or update any forward-looking statements in response to new information, future events, or other factors.

# Corporate Governance Report

In terms of Regulation 34(3) read with Section C of Schedule-V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, a Report on Corporate Governance for the financial year ended 31st March 2025, is presented below.

## A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Dixon Technologies (India) Limited ("**Dixon/ Company**") is committed to upholding the highest standards of corporate governance, recognizing it as essential to fostering trust, accountability and long-term value for our stakeholders. We strive to create an environment where transparency and ethical behaviour are the core to all business practices. Our governance framework is designed to ensure compliance with legal and regulatory requirements while promoting integrity, fairness and responsibility across all our operations. We believe that strong governance is key to success and we are dedicated to continuously reviewing and refining our governance practices to ensure they meet the evolving expectations of our shareholders, employees, customers and the communities we serve. Moreover, the Company considers itself as the custodian of trust and acknowledges its responsibilities towards its stakeholders for sustainability and creating wealth.

Your Company has complied with all the governance requirements and hereby presents the Corporate Governance Report for the financial year ended 31st March, 2025.

This Corporate Governance Report outlines the key aspects of the Company's governance framework and governance practices which are consistent with the SEBI Listing Regulations and other rules and regulations to the extent applicable on the Company. Details of the key policies and practices are available on the Company's website at www.dixoninfo.com.

The Corporate governance structure of the Company comprises of the following:

a) **Board of Directors**- who are ultimately responsible for the management and performance of the Company.

b) **Committees of the Board**- the Board has formed the following Committee (s), for effective functioning of the Company i.e. Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Audit Committee, Environment, Social and Governance Committee (ESG Committee), Share Allotment Committee, Executive Committee, Research & Development Commitee and Risk Management Committee.

c) **Executive Chairman**- who plays a pivotal role in the Company's leadership structure and undertaking day-to-day operations of the Company.

d) **Managing Director**- who contributes to strategic management decisions of the Company's businesses within the Board-approved direction and framework.

e) **Independent Directors**- who play a critical role in balancing the functioning of the Board by providing independent judgements on various issues of the Company.

In line with the governance philosophy of the Company, the Company has recently also been conferred with **"Golden Peacock Award for Excellence in Corporate Governance 2024".**


## BOARD OF DIRECTORS

The Company's Board of Directors **("Board")** are responsible for ensuring that the Company is managed in a well-balanced manner that fulfils stakeholders' aspirations, attains sustainable growth, and adopts best corporate governance practices. The Board is further supported by Board Committee(s) who diligently and effectively discharge duties assigned by the Board. The Board evaluates and approves the governance directives, systems and processes and provides direction and goals to the Management Team to achieve good Corporate Governance. Board shapes the long-term vision and policy approach to steadily elevate the quality of governance in the Company. The objective of the Company is to emerge as a market leader in Electronic Manufacturing Industry on a global map with focus on creating greater value for all those who have a stake in the Company.

## COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS AS ON 31ST MARCH, 2025

In line with the applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for time being in force (hereinafter referred to as **"Act"**) and the SEBI Listing Regulations, your Company's Board has an optimum combination of experienced Executive and Non-Executive Directors with more than 2/3 of the Board comprising Independent Directors. The Chairman of the Board is an Executive Director and a Promoter of the Company. The composition and strength of the Board is reviewed from time to time to ensure that it remains aligned with statutory and business requirements.

## SIZE AND COMPOSITION OF BOARD

Dixon at the top is headed by the Board of Directors who are highly experienced persons of repute, eminence and has a good and diverse mix of Executive and Non-Executive Directors with **71.4%** of the Board members comprising of Independent Directors including One Independent Woman Director. The Board composition is in conformity with the applicable provisions of the Act, SEBI Listing Regulations as amended from time to time and other applicable statutory provisions.

## CHANGE IN THE DIRECTORATE DURING THE YEAR

Ms. Geeta Mathur (DIN No. 02139552) was appointed as a Non-Executive and Independent Director by the Shareholders of the Company vide their consent by Postal Ballot on 5th January, 2025 for a period of 5 consecutive years effective 24th October, 2024.

During the period under review, Dr. Manuji Zarabi and Ms. Poornima Shenoy ceased to be the Non-Executive and Independent Directors of the Company pursuant to completion of their second term of five consecutive years effective 23rd February, 2025.

## BOARD PROCEDURES

The Board, Committees of the Board and Independent Director's Meetings are pre-planned and an annual calendar of these meetings is circulated to all the Directors and Committee Members well in advance, to facilitate them to plan their schedules and to ensure meaningful participation in the Meetings. In case of a special and urgent matter(s), approval of the Board/ Committees is taken by passing of the resolution by circulation, as per the laid down laws and procedures and the same is noted in the ensuing Board/Committee Meeting. The Board also deliberates on succession planning of the Board, strategic planning, financial position, ESG and other matters as required under the Act, Listing Regulations and other applicable laws from time to time. The Board also, on an annual basis, reviews the strategy, budgets and business plans.

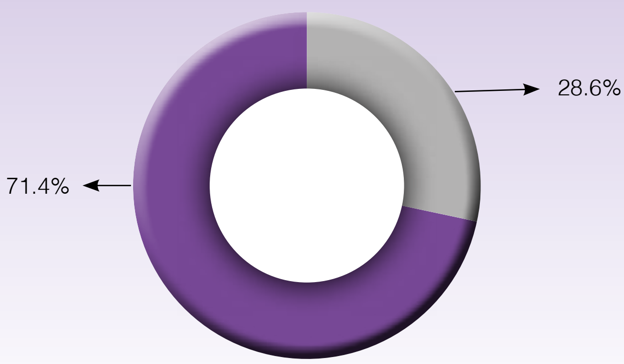
**As on 31st March, 2025, the Board consists of the following:**

| Category | Name of Director | Age (as on 31st March, 2025) | % of Total Board Size |
|---|---|---|---|
| Promoter and Executive Director | Mr. Sunil Vachani | 56 years 4 months | 14.3% |
| Vice Chairman & Managing Director | Mr. Atul B. Lall | 63 years 2 months | 14.3% |
| Non-Executive and Independent Directors | Mr. Manoj Maheshwari | 59 years 2 months | 71.4% |
| | Dr. Rakesh Mohan | 77 years 2 months | |
| | Mr. Keng Tsung Kuo | 66 years 3 months | |
| | Mr. Arun Seth | 73 years 4 months | |
| | Ms. Geeta Mathur | 58 years 4 months | |

## PERCENTAGE OF DIRECTORS BASIS CATEGORY AND DIVERSITY

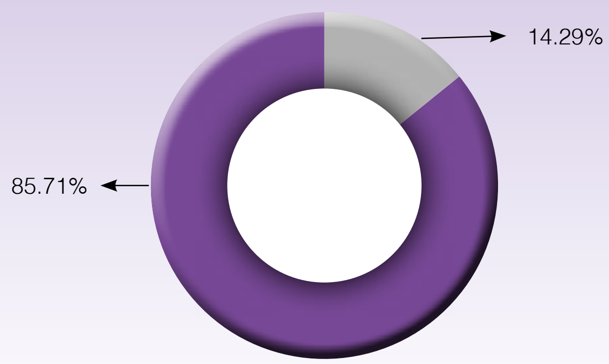
Executive Directors / **28.6%**

Independent Directors / **71.4%**




Female / **14.29%**

Male / **85.71%**




The detailed profile of the Board of Directors is available on the Company's website at https://www.dixoninfo.com/our-leaders

Your Company does not have any lead Independent Director considering the fact that each of the Independent Directors on the Board are highly experienced and distinguished in their own area of expertise/field. Each independent director is an advocate of strong governance culture. Also, during the period under review, none of the Directors including Independent Directors resigned from the Board of your Company.

## ATTENDANCE OF DIRECTORS AT BOARD MEETING(S) AS ON 31ST MARCH, 2025

During the period under review, 5 (Five) Board meetings were held on 15th May, 2024, 23rd and 24th May, 2024, 30th July, 2024, 24th October, 2024 and 20th January, 2025 as against the minimum requirement of four meetings in a year. The maximum time gap between any two consecutive meetings did not exceed 120 days.

The Notice and detailed agenda for each Board meeting along with relevant notes and other material information, is circulated in advance to the Board members. All material information is incorporated in the agenda facilitating meaningful and focused discussions in the meeting. Where it is not practicable to attach any document relevant to an agenda item, the same is tabled at the meeting with the approval of the Board.

Further, the minimum information required, as per Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board of Directors, for discussions and consideration at Board Meetings.

The following table shows attendance of directors at Board meetings, attendance at last annual general meeting, number of shares held in the Company and number of other directorships, chairmanships / memberships of Board committees in various other companies as on 31st March, 2025:-

| Name of Director | No. of Board Meeting attended during the Financial year | Attendance at last Annual General Meeting i.e. 25th September, 2024 | Number of Shares held in the Company and Percentage | No. of Other Directorships # | Name of the Listed entities where person is Director and category of Directorship | No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies^ | |
|---|---|---|---|---|---|---|---|
| | | | | | | Chairman/ Chairperson | Member |
| Mr. Sunil Vachani | 5 | Present | 32,14,409 | 4 | Dixon Technologies (India) Limited- Executive Chairman & Whole time Director | 0 | 0 |
| Mr. Atul B. Lall | 5 | Present | 19,67,084 | 9 | a. Dixon Technologies (India) Limited- Vice Chairman & Managing Director<br>b. Happy Forgings Limited- Independent Director | 0 | 0 |

| Name of Director | No. of Board Meeting attended during the Financial year | Attendance at last Annual General Meeting i.e. 25th September, 2024 | Number of Shares held in the Company and Percentage | No. of Other Directorships # | Name of the Listed entities where person is Director and category of Directorship | No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies^ | |
|---|---|---|---|---|---|---|---|
| | | | | | | Chairman/ Chairperson | Member |
| | | | | | c. Max Estates Limited- Non-Independent Director | | |
| Dr. Manuji Zarabi@ | 5 | Present | Nil | Nil | - | Nil | Nil |
| Ms. Poornima Shenoy@ | 1 | Absent | 100; Negligible % | Nil | - | Nil | Nil |
| Mr. Manoj Maheshwari | 5 | Present | Nil | Nil | Dixon Technologies (India) Limited- Independent Director | Nil | Nil |
| Mr. Keng Tsung Kuo | 5 | Present | Nil | 2 | Dixon Technologies (India) Limited- Independent Director | Nil | Nil |
| Dr. Rakesh Mohan | 5 | Absent | Nil | 3 | Dixon Technologies (India) Limited- Independent Director | Nil | Nil |
| Mr. Arun Seth | 5 | Absent | 80; Negligible % | 15 | a. Dixon Technologies (India) Limited- Independent Director<br>b. Jubilant Pharmova Limited- Independent Director<br>c. Jubilant Ingrevia Limited- Independent Director<br>d. Cyber Media Research & Services Limited- Independent Director<br>e. Le Travenues Technology Limited- Independent Director | 4 | 9 |
| Ms. Geeta Mathur** | 2 | NA | Nil | 10 | a. Dixon Technologies (India) Limited- Independent Director<br>b. Info Edge (India) Limited- Independent Director<br>c. Healthcare Global Enterprises Limited- Independent Director | 4 | 6 |

^In accordance with Regulation 26 of SEBI Listing Regulations, chairmanship/committee membership of Audit Committee and Stakeholders Relationship Committee of other public limited companies only has been considered.

# Directorships/partnerships positions held in non-profit organisations and partnerships firms are not considered.

** Ms. Geeta Mathur was appointed as Non-Executive Independent Director of the Company on 5th January, 2025, effective 24th October, 2024.

@Dr. Manuji Zarabi and Ms. Poornima Shenoy ceased to be the Non-Executive and Independent Directors of the Company effective 23rd February, 2025 pursuant to completion of their second term of 5 consecutive years.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and the Committee positions held by them in other companies including any change therein. None of the Directors of your Company's Board hold the office of Director in more than 20 companies, including 10 public companies.

As mandated by Regulation 26 of the SEBI Listing Regulations, none of the Directors of your Company are members of more than ten Board level committees in public companies nor are they Chairman of more than five committees across all listed companies where they are Directors.

## INTER-SE RELATIONSHIP AMONG DIRECTORS

None of the Directors are related with other Directors of the Company.

## DIRECTOR'S SELECTION, APPOINTMENT AND TENURE

The Directors of your Company are appointed/re- appointed by the Board on the recommendation of the Nomination and Remuneration Committee and approval of the Shareholders at the General Meeting(s). In accordance with the Articles of Association of your Company and provisions of the Act, all the Directors, except the Independent Directors are liable to retire by rotation at the Annual General Meeting **("AGM")** each year and, if eligible, offer their candidature for re-appointment. The Executive Directors on the Board have been appointed as per the provisions of the Act and serve in accordance with the terms of employment with your Company.

As regards the appointment and tenure of Independent Directors, your Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and SEBI Listing Regulations. None of the Independent Director(s) of your Company resigned during the year before the expiry of their tenure.

As per the Company's policy, any person who becomes Director or Key Managerial Personnel would be covered under the Directors' and Officers' Liability Insurance Policy. Your Company has provided insurance cover in respect of legal action against its Directors and Key Managerial Personnel under the Directors' and Officers' Liability Insurance.

## INDEPENDENT DIRECTORS

Your Company has a policy on Independent Directors, covering their roles, responsibilities and duties. The same is consistent with the provisions of SEBI Listing Regulations and the Act. It sets out the criteria of independence, age limits, recommended tenure, committee memberships, remuneration and other related terms of appointment which can be accessed at https://www.dixoninfo.com/corporate-governance The Independent Directors of your Company fulfil the criteria of Independence as specified in Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149 of the Act and rules made thereunder and they are independent of the Management of the Board.

The Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Board has confirmed the veracity of such disclosures and in the opinion of the Board that the Independent Directors fulfil the conditions of independence specified in the Act and SEBI Listing Regulations and are independent of the management of the Company.

None of the Independent Directors serve as Independent Director in more than 7 (seven) listed entities and in case of whole-time director in any listed entity, they do not serve as Independent Director in more than 3 (three) listed entities.

## INDEPENDENT DIRECTORS DATABANK REGISTRATION

Pursuant to a notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all Independent directors of the Company holds a valid registration certificate with the Independent Directors Databank. Requisite confirmations have been received from the Independent Directors in this regard.

## INDEPENDENT DIRECTORS MEETING

Pursuant to Section 149(8) read together with Schedule IV of the Act and Regulation 25(3) and 25(4) of SEBI Listing Regulations, a separate meeting of Independent Directors was held on 20th January, 2025 to review the performance of the Non-Independent Directors including the Chairman of the Board and performance of the Board as a whole and also assess the quality, quantity and timeliness of the flow of information between the Company's management and the Board. All Independent Directors of your Company except Ms. Poornima Shenoy were present at the said Meeting.

## DIRECTORS' INDUCTION AND FAMILIARIZATION PROGRAMMES

The Company has a familiarisation programme which inter-alia focuses on (a) roles, responsibilities, duties and obligations of the Members of the Board, (b) strategic directions of business, (c) Governance matters etc. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with your Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of your Company and business strategy.

Details of Familiarization programme imparted to Independent Directors wherein the Board of Directors were apprised about the functions, operations and financial positions/projections of the Company is available at the following weblink: https://www.dixoninfo.com/corporate-governance Also, the Legal & Secretarial Department of your Company have rolled out "Directors' Handbook" with an aim to familiarize the new Director(s) of your Company with the Business and functions of your Company. The said Handbook comprehensively covers Directors' role, responsibilities, duties and liabilities amongst others. This Handbook has been designed with an aim to help the Directors to attain and maintain a high standard of governance.

Further, at the annual strategic meet, the Board of Directors get to meet and interact with the members of the senior management of the Company for suggestions and updates.

## CHART OR MATRIX SETTING OUT SKILLS / EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

In line with the requirements, the Board has identified the list of core skills, expertise and competencies that are required in the context of the Company's business and sector for it to function effectively. Further, the Board has mapped the skills/expertise/competencies actually available with it, along with the names of the Directors possessing such skills. The same is set out in the following chart/matrix:

### Mr. Sunil Vachani

Whole Time Director & Executive Chairman

| | |
|---|---|
| **Qualification** | Associate of Applied Arts in Business Administrations |
| **Experience** | Over 3 decades experience in the EMS industry |

**Area of Skill/expertise/Competence**

- Strategy and Planning
- Policy development
- Identification of Risk
- Government relations
- Marketing and Communication & Business Experience
- Technology/ Digital skills/ R & D
- Experience in Electronic Industry
- Identification of Challenges and providing solutions

### Mr. Manoj Maheshwari

Non-Executive and Independent Director

| | |
|---|---|
| **Qualification** | CA,CS, Post Graduate Diploma in Business Administration |
| **Experience** | More than 3 decades of experience in finance functions encompassing various aspects of finance and corporate functions including M&A, capital expenditure and fund raising as debt and equity. |

**Area of Skill/expertise/Competence**

- Strategy and Planning
- Identification of Risk
- Qualification and experience in accounting and/or Finance
- Identification of Challenges and providing solutions
- Application of Corporate Governance Principles

### Mr. Atul B. Lall

Vice Chairman & Managing Director

| | |
|---|---|
| **Qualification** | Master's Degree in Management Studies from the Birla Institute of Technology and Science, Pilani |
| **Experience** | More than three decades of experience in the EMS industry |

**Area of Skill/expertise/Competence**

- Strategy and Planning, Policy Development
- Identification of Risk
- Application of Corporate Governance
- Marketing and Communication & Business Experience
- Technology/ Digital skills/R& D
- Experience in Electronic Industry
- Identification of Challenges and providing solutions

### Mr. Keng Tsung Kuo

Non-Executive & Independent Director

| | |
|---|---|
| **Qualification** | a) Master of Electrical Engineering from National Taiwan University<br>b) Executive MBA from National Taiwan University |
| **Experience** | More than 3 decades of rich and extensive experience in Business & Selling Strategy, Human Resource & Globalization Strategy, Change Management and Leadership & Management. |

**Area of Skill/expertise/Competence**

- Strategy and Planning
- Policy development
- Marketing and Communi cation
- Business Experience
- Technology/ Digital skills/ R & D
- Experience in Electronic Industry
- Identification of Challenges and providing solutions

## Dr. Rakesh Mohan

Non-Executive & Independent Director

| | |
|---|---|
| **Qualification** | a) B.Sc. (Engineering) from Imperial College of Science & Technology, University of London<br>b) B.A. from Yale University<br>c) MA and Ph.D. in economics from Princeton University |
| **Experience** | More than Five decades of rich and considerable experience in economic research, economic policy, public finance central banking, monetary policy, infrastructure and urban affairs |

**Area of Skill/expertise/Competence**

- Strategy and Planning Policy development
- Identification of Risk
- Government relations
- Application of Corporate Governance Principles
- Qualification and experience in accounting and/or Finance
- Identification of Challenges and providing solutions

## Mr. Arun Seth

Non-Executive & Independent Director

| | |
|---|---|
| **Qualification** | Alumnus of IIT Kanpur and IIM Calcutta |
| **Experience** | More than 45 years of experience in senior commercial positions in BT, Alcatel, HCL. Started as the founding MD of British Telecom in India in 1995 and built it to its current leadership position in managed telecom services and outsourced IT and back office operations. |

**Area of Skill/expertise/Competence**

- Strategy and Planning
- Risk Management
- Application of Corporate Governance Principles
- Qualification and experience in accounting and/or Finance
- Identification of Challenges and providing solutions
- Information Technology Skills
- Entrepreneurial skills

## Ms. Geeta Mathur

Non-Executive & Independent Director

| | |
|---|---|
| **Qualification** | CA, B.Com (Hons) Graduate from Shri Ram College of Commerce, University of Delhi |
| **Experience** | Since 2014, Ms. Geeta has served as a Director on boards of many renowned companies such as Motherson Sumi Wiring India Limited, Infoedge Limited, NIIT Limited, Hero Housing Finance Limited, Canara HSBC OBC Life Insurance Company etc. contributing towards their growth and governance. Apart from being a Director she has also worked as Chief Financial Officer in Helpage India, Vice President- Finance in Emaar MGF Land Limited, Regional Head- North & East IBM Global Finance (IBM Ltd.) and Sr. Vice President in ICICI Limited. She has a vast experience in the domain of understanding of strategies for growth with risk management, investor perspective, customer management and market leadership, organization structures and dynamics, compliances and reporting. She has also been awarded the Women Independent Director of the year award by Mentor my Board |

**Area of Skill/expertise/Competence**

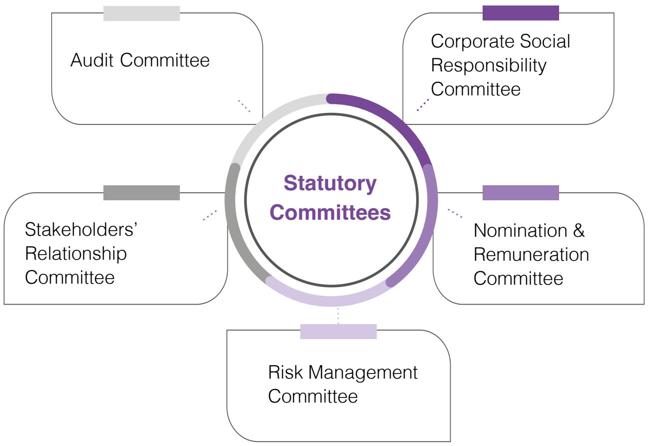
- Business Experience
- Strategy and planning
- Risk Management
- Application of Corporate governance principles
- Qualification and Experience in accounting and/ or Finance

The skill areas in the matrix is reviewed timely by the Board to ensure that the composition of skills on the Board remains aligned with Company's stage of development and strategic direction.

## COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of your Company and have been constituted to deal with specific areas / activities which concern your Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committees informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review.

As on 31st March, 2025, the Board has constituted the following Committees:





Other Committees includes Share Allotment Committee and Executive Committee.

Details of the Board Committees and other related information are provided hereunder:

## A AUDIT COMMITTEE

The primary objective of the Audit Committee is to act as a catalyst in helping your Company to achieve its objectives by overseeing the Integrity of your Company's Financial Statements; Adequacy & Reliability of the Internal Control Systems of your Company; Compliance with legal & regulatory requirements along with the Company's Code of Conduct; Performance of your Company's Statutory & Internal Auditors. The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of your Company.

Audit Committee monitors and provides an effective supervision of the financial reporting process of your Company with a view to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality.

The powers, role and terms of reference of the Audit Committee are in line with the provisions of Section 177 of the Act and Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations. The Audit Committee discharges such duties and functions as generally indicated under Regulation 18 read with Part C of Schedule II of SEBI Listing Regulations, prescribed under the Act and such other functions as may be specifically assigned to it by the Board from time to time.

All members of the Audit Committee have accounting and financial management knowledge and expertise/exposure. The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditors as invitees. The minutes of each Audit Committee meeting are placed in the next meeting of the Board. The Chairman of the Audit Committee attended the last AGM held on 25th September, 2024 to address shareholders' queries.

### Composition, Meetings and Attendance during the Year

All the members of the Committee are Independent Directors. The composition of the Committee is in line with the requirements of section 177 of the Act and the SEBI Listing Regulations. Mr. Manoj Maheshwari, Chairman of the Audit Committee has accounting and financial management expertise. All the Committee members possess sound knowledge of accounts, finance, audit, governance and legal matters. Senior officials from the Accounts /Finance Department are also invited to attend Audit Committee meetings for discussion as and when required.

During the financial year 2024-25, 5 (Five) meetings of the Audit Committee were held i.e. on 15th May, 2024, 30th July, 2024, 24th October, 2024, 18th January, 2025 and 19th March, 2025. The details of the composition, meetings and attendance at the Audit Committee meetings are given hereunder:

Details of Audit Committee Meetings held during the financial year ended as on 31st March, 2025:

| Name of Director | Position in the Committee | Designation | Audit Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Mr. Manoj Maheshwari | Chairman | Independent Director | 5 | 5 | 100% |
| Ms. Poornima Shenoy@ | Member | Independent Director | 4 | 0 | Nil |
| Dr. Manuji Zarabi@ | Member | Independent Director | 4 | 4 | 100% |
| Mr. Arun Seth* | Member | Independent Director | 1 | 1 | 100% |
| Ms. Geeta Mathur* | Member | Independent Director | 1 | 1 | 100% |
| **Average Attendance (%)** | | | | | **80%** |

@Ceased to be the Members of the Audit Committee effective 23rd February, 2025 pursuant to their completion of second term of 5 consecutive years.

*Appointed as Members of the Committee on 20th January, 2025

The Company Secretary of your Company acts as the Secretary to the Audit Committee. The Intervening gap between two meetings did not exceed 120 days.

### Brief Description of Terms of Reference

The Audit Committee is inter-alia, entrusted with the following key responsibilities by the Board of Directors of the Company:

| S.No. | Terms of Reference |
|---|---|
| 1 | Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible; |
| 2 | Recommending to the Board the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the internal auditor, cost auditor and statutory auditors and the fixation of audit fees and remuneration; |
| 3 | Approval of payment to statutory, internal and cost auditors for any other services rendered by them, as applicable; |
| 4 | Reviewing with the Management, the quarterly and annual financial statements and auditor's report thereon; |
| 5 | Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process; |
| 6 | Scrutiny of inter-corporate loans and investments; |
| 7 | Evaluation of Internal financial controls and risk management systems; |
| 8 | Reviewing the performance of statutory and internal auditors and adequacy of internal control systems; |
| 9 | Review of the functioning of whistle blower mechanism |
| 10 | Reviewing the utilisation of loans and/or advances from/ investment by the holding Company in the Subsidiary exceeding INR 100 Crores or 10% of the asset size of the Subsidiary, whichever is lower; |

## B NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee **("NRC")** has been vested with the authority to, inter alia, recommend nominations for Board membership, develop and recommend policies with respect to Board diversity; developing a succession plan for our Board and senior management.

The role and the terms of reference of the NRC are in compliance with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations.

The Chairperson of the NRC Committee was not present at the last Annual General Meeting of the Company held on 25th September, 2024.

### Composition, Meetings and Attendance during the Year

Composition of the NRC is in line with the requirements of section 178 of the Act and the SEBI Listing Regulations. During the financial year 2024-25, 5 (Five) meetings of the NRC were held i.e. on 15th May, 2024, 29th July, 2024, 24th October, 2024, 20th January, 2025 and 19th March, 2025. The details of the composition, meetings and attendance of the NRC are given hereunder:

Details of NRC Meetings held during the financial year ended as on 31st March, 2025:

| Name of Director | Position in the Committee | Designation | Nomination and Remuneration Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Ms. Poornima Shenoy@ | Chairperson | Independent Director | 4 | 2 | 50% |
| Mr. Manoj Maheshwari | Member | Independent Director | 5 | 4 | 80% |
| Dr. Manuji Zarabi@ | Member | Independent Director | 4 | 4 | 100% |
| Mr. Sunil Vachani$ | Member | Executive Chairman | 4 | 4 | 100% |
| Ms. Geeta Mathur* | Member | Independent Director | 1 | 1 | 100% |
| Mr. Arun Seth* | Chairman (Effective 20th January, 2025) | Independent Director | 1 | 1 | 100% |
| **Average Attendance (%)** | | | | | **88.33%** |

@Ceased to be the Members of the Nomination and Remuneration Committee effective 23rd February, 2025 pursuant to completion of their second term of 5 consecutive years.

*Appointed as Members of the Committee on 20th January, 2025

$ Ceased to be the Member of Nomination and Remuneration Committee effective 20th January, 2025.

The Company Secretary of your Company acts as the Secretary to NRC.

### Brief Description of Terms of Reference

Terms of reference of the NRC, inter alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. Reviewing the terms and conditions of services including remuneration in respect of managing director and submitting their recommendations to the Board;

3. Formulation of criteria for evaluation of performance of Independent Directors and the Board;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board, their appointment and removal and shall carry out evaluation of every director's performance;

5. Recommend to the Board, all remuneration, in whatever form, payable to the senior Management;

6. Whether to extend or continue the term of appointment of Independent Director on the basis of performance evaluation.

### BOARD EVALUATION PROCESS

The Board had carried out an annual evaluation of its own performance and of its committees as well as the performance of each individual Directors. Board Evaluation Criteria Feedback was sought based on the evaluation criteria approved by the NRC for evaluating the performance of the Board, its committees and individual directors. The Executive Chairman, Vice Chairman & Managing Director and the Independent Directors were evaluated on the following parameters:

1. **The Board** – Board Administration, Overall Board Effectiveness, Governance and Compliance, Member Effectiveness, Ethics, Chairman, Board Committees, Meeting through Video Conferencing, Miscellaneous.

2. **Board committees** – Committee Effectiveness Component including the frequency of the meetings, the chairperson of the Committee, the time allotted for agenda items, proper agenda papers and other required documents, healthy debates and discussions, action taken points from the previous committee meetings, information flow, recommendations to the Board, etc.

3. **Executive Directors** – Attendance at the meetings, engagement with fellow Board members, employees, strategy making, risk management, management of the company and its employees.

4. **The Chairman** – Leadership of the Board, promoting effective participation of all Board members in the decision-making process, encouraging deliberations on important matters etc.

5. **Independent Directors** – Independence from the Company, exercising independent judgement in decision-making, contributing strongly to the objectivity of the Board's deliberations based on their external expertise, attendance at meetings etc.

   In order to ensure confidentiality, the Board's evaluation was undertaken by way of a questionnaire circulated through an online tool by an independent agency. All the directors participated in the evaluation process. The responses received from the Board members were compiled by an independent agency and a consolidated report was submitted by the agency to the Board through the Company Secretary.

   The evaluation report was also discussed at the meeting of the Board of Directors. The Board deliberated over the suggestions and inputs to augment its own effectiveness and optimise the individual strengths of the directors. The directors were satisfied with the Company's standard of governance, its transparency, meeting practices and overall Board effectiveness.

   The suggestions given by the Independent Directors were duly incorporated.

### SUCCESSION PLANNING

Succession planning is crucial for the long term growth of the Company. Keeping in view the same, the NRC had reviewed the succession planning of top leadership positions in the Company. While undertaking said review, the leadership competencies required for orderly succession planning was considered by the NRC. The Company strives to maintain an appropriate balance of skills and experience within the organisation and the Board in an endeavour to introduce new perspectives into the Board. The Succession planning is aligned with the strategy and long term needs of the Company.

## C STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted Stakeholders' Relationship **("Committee")** pursuant to Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations to look into the redressal of grievances of shareholders and other security holders, if any. The Committee overseas the resolution of grievances of the security holders of your Company including complaints related to transfer of shares, non-receipt of annual report or non- receipt of declared dividends. The Chairman of the Committee was present at the last Annual General Meeting of the Company held on 25th September, 2024 to address the queries of the shareholders.

### Composition, Meetings and Attendance during the Year

The Composition of the Stakeholder Relationship Committee is in line with the requirements of section 178 of the Act and the SEBI Listing Regulations. During the financial year under review, 4 (four) meetings of the Stakeholder's Relationship Committee were held i.e. on 15th May, 2024, 30th July, 2024, 24th October, 2024 and 20th January, 2025. The details of the composition, meetings and attendance of the Stakeholder's Relationship Committee are given hereunder:

Details of Stakeholders' Relationship Committee Meetings held during the financial year ended 31st March, 2025:

| Name of Director | Position in the Committee | Designation | Stakeholders' Relationship Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Dr. Manuji Zarabi@ | Chairman | Independent Director | 4 | 4 | 100% |
| Mr. Sunil Vachani | Member | Executive Chairman | 4 | 4 | 100% |
| Mr. Atul B. Lall | Member | Vice Chairman & Managing Director | 4 | 4 | 100% |
| Dr. Rakesh Mohan* | Chairman (Effective 20th January, 2025) | Independent Director | 0 | 0 | N.A. |
| **Average Attendance (%)** | | | | | **100%** |

@Ceased to be the Member of the Stakeholders' Relationship Committee effective 23rd February, 2025 pursuant to completion of his second term of 5 consecutive years.

*Appointed as Member of the Committee on 20th January, 2025

The Company Secretary of the Company acts as the Secretary to the Committee.

### Brief Description of Terms of Reference

Terms of Reference of Stakeholder Relationship Committee, inter alia, include the following:

1. Collecting and analysing reports received periodically from the Registrar and the Share Transfer Agent **("RTA")** on the following:
    a. Complaints regarding non-receipt of the shares, debentures, deposit receipt, declared dividend or interest;
    b. Complaints of investors routed by the SEBI or Stock Exchanges and others;
    c. Transfer, sub-division, consolidation, split, exchange, endorsement, transmission of share certificates and transposition of share certificates;
    d. Issue of share certificates, debenture certificates, duplicate share or debenture certificates in lieu of lost/ torn/ mutilated/ defaced certificates;
    e. Requests relating to de-materialization and re-materialization of shares;
    f. Requests relating to modes of paying the dividend i.e. through electronic clearing service, RTGS and issue of dividend warrant for dividend payment/ interest etc.; and
    g. Complaints related to allotment of shares, transfer or transmission of shares, debentures or any other securities, non-receipt of annual report and non-receipt of declared dividends or any other document or information to be sent by our Company to its shareholders.
2. To redress other grievances of shareholders, debenture holders and other security holders.
3. Scrutinizing other matters related to or arising out of shareholders/ investors services including preparation and approval of periodical reports.
4. Resolving the grievances of the security holders of the Listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
5. Review of the various measures and initiatives taken by the listed entity for reducing the quantum on unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
6. Review of measures taken for effective exercise of voting rights by shareholders.
7. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

### Status of Complaints during FY 2024-25

The number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

| Particulars | Number of Complaints |
|---|---|
| Investor queries/complaints pending at the beginning of the Year -1st April, 2024 | 0 |
| Investor queries/complaints received during the Year | 14 |
| Investor queries/complaints disposed of during the Year | 14 |
| Investor queries/complaints remaining unresolved at the end of Year - 31st March, 2025 | 0 |

The total no. of Shareholders as on 31st March, 2025 stood at 3,75,630 as compared to 2,52,843 as of 31st March, 2024.

### Details of the Compliance officer of your Company:

**Name:** Mr. Ashish Kumar

**Designation:** Chief Legal Counsel & Group Company Secretary

**Email:** investorrelations@dixoninfo.com

## D CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee was constituted to undertake various activities as envisaged under the Act and the Corporate Social Responsibility Policy of the Company. The Corporate Social Responsibility Committee has been constituted in accordance with the requirements of the Act. The Committee recommends the Corporate Social Responsibility projects to be undertaken by the Company and also monitors its implementation status. The Company also has a Corporate Social Responsibility Policy which is available on the website of the Company at https://www.dixoninfo.com/corporate-governance

### Composition, Meetings and Attendance during the Year

The Corporate Social Responsibility Committee has been constituted as per the provisions of the Act. During the Financial Year under review, 4 (Four) meetings of the Committee were held i.e. on 15th May, 2024, 30th July, 2024, 24th October, 2024 and 20th January, 2025. The details of the composition, meetings and attendance of the Corporate Social Responsibility Committee are given hereunder:

Details of Corporate Social Responsibility Committee meetings held during the financial year ended 31st March, 2025:

| Name of Director | Position in the Committee | Designation | Stakeholders' Relationship Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Mr. Sunil Vachani | Chairman | Executive Chairman | 4 | 4 | 100% |
| Dr. Manuji Zarabi@ | Member | Independent Director | 4 | 4 | 100% |
| Mr. Atul B. Lall | Member | Vice Chairman & Managing Director | 4 | 4 | 100% |
| Dr. Rakesh Mohan* | Member | Independent Director | 0 | 0 | N.A. |
| **Average Attendance (%)** | | | | | **100%** |

@Ceased to be the Member of the Corporate Social Responsibility Committee effective 23rd February, 2025 pursuant to completion of his second term of 5 consecutive years.

*Appointed as Member of the Corporate Social Responsibility Committee on 20th January, 2025

The Company Secretary of the Company acts as the Secretary to the Committee.

### Brief description of terms of reference

Terms of Reference of Corporate Social Responsibility Committee, inter alia, include the following:

(a) Formulation and recommendation to the Board, a corporate social responsibility policy and subsequent amendments as required from time to time;

(b) Ensuring that the corporate social responsibility policy shall include/ indicate the activities to be undertaken by the companies as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, from time to time excluding the activities undertaken in pursuance of its normal course of business;

(c) Monitoring the corporate social responsibility policy by instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company from time to time;

(d) Recommendation of the annual budget for the corporate social responsibility activities of our Company in compliance with the relevant statutory provisions.

## E RISK MANAGEMENT COMMITTEE

The Risk Management Committee comprises of 4 Directors as members, with majority being Independent Directors namely Mr. Atul B. Lall as its Chairman and Mr. Manoj Maheshwari, Mr. Keng Tsung Kuo and Mr. Arun Seth, Independent Directors as its Members. The Risk Management Committee has been constituted in accordance with the requirements of the Act. The Committee hereby helps to identify elements of Risk in different areas of operations and to develop plans to mitigate the risks.

### Composition, Meetings and Attendance during the Year

Composition of the Committee is in line with the requirements of Regulation 21 of SEBI Listing Regulations. During the financial year under review, 2 (Two) meetings of the Risk Management Committee were held i.e. on 12th June, 2024 and 18th December, 2024.

Details of the Risk Management Committee Meetings held during the year ended 31st March 2025 are as under :

| Name of Director | Position in the Committee | Designation | Stakeholders' Relationship Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Mr. Atul B. Lall | Chairman | Vice Chairman & Managing Director | 2 | 2 | 100% |
| Mr. Manoj Maheshwari | Member | Independent Director | 2 | 2 | 100% |
| Mr. Keng Tsung Kuo | Member | Independent Director | 2 | 2 | 100% |
| Mr. Arun Seth | Member | Independent Director | 1* | 1* | 100% |
| **Average Attendance (%)** | | | | | **100%** |

*Appointed as the Member of the Risk Management Committee effective 30th July, 2024.

The Risk Management Policy of the Company was adequately revised keeping into consideration the amendments in the SEBI Listing Regulations.

The Company Secretary of the Company acts as the Secretary to the Committee.

### Brief description of Terms of Reference

i. To ensure systemic risk evaluation, categorization, and prioritization thereof.

ii. To assign relative importance to identified risks and determine where appropriate management attention is required.

iii. To apply an organized, thorough approach, to effectively anticipate and mitigate the probable or realistic risks.

iv. To practice the highest level of control measures by installing mechanisms and tools, with involvement of all process-owners across the organization.

v. To develop alternative/ recommended courses of action for critical risks and control the probability of occurrence of the risk, keeping ready contingency plans for selected risks where the consequences of the risks are determined to be high.

vi. To review the activities, status and results of the risk management process with appropriate levels of management and resolve issues which are gauging potential risk exposure and addressing the same with appropriate corrective action.

vii. To obtain, wherever required or desirable, the advice, opinion and assistance from outside legal, accounting, or other advisors, as necessary, to aid informed decision making.

viii. Carry out such responsibilities as assigned by the Board.

ix. Monitor and Review Risk Management Plan as approved by the Board.

x. Ensure that appropriate system of risk management is in place.

xi. Framing of Risk Management Plan and Policy

xii. Overseeing implementation of Risk Management Plan and Policy

xiii. Delegating authority to the sub committees as and when required

xiv. Coordinating activities with the Audit Committee in instances where there is any overlap with audit activities

xv. The Risk Management Committee shall evaluate significant risk exposures related to cyber security and assess management's actions to mitigate the exposures in a timely manner.

xvi. The Risk Management Committee shall recommend reports to the Board at such intervals as may be deemed appropriate by the Committee.

xvii. The role and responsibilities of the Risk Management Committee shall include such other items as may be prescribed by applicable law or the Board in compliance with applicable law, from time to time.

## F. EXECUTIVE COMMITTEE

The Board has constituted the Executive Committee which undertakes matters related to day to day affairs of your Company

Details of composition of Executive Committee as on 31st March, 2025 are as under:

| Name of Director | Position in the Committee | Designation |
|---|---|---|
| Mr. Sunil Vachani | Member | Executive Chairman |
| Mr. Atul B. Lall | Member | Vice Chairman & Managing Director |

During the year under review, 7 (Seven) meetings of the Executive Committee were held i.e. on 22nd April, 2024, 6th June, 2024, 3rd July, 2024, 23rd August, 2024, 4th September, 2024, 11th December, 2024 and 29th January, 2025.

The details of the Executive Committee Meetings held during the financial year ended 31st March 2025 are as under.

| Name of Director | Position in the Committee | Designation | Executive Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Mr. Sunil Vachani | Member | Executive Chairman | 7 | 7 | 100% |
| Mr. Atul B. Lall | Member | Vice Chairman & Managing Director | 7 | 7 | 100% |
| **Average Attendance (%)** | | | | | **100%** |

The Company Secretary of the Company acts as the Secretary to the Committee.

## G SHARE ALLOTMENT COMMITTEE

The Board had constituted the Share Allotment Committee on 31st October, 2018. The said Committee is authorized for allotment of shares, in one or more tranches, to the employees of the Company pursuant to exercise of the options vested with them in accordance with the DIXON ESOP Schemes. During the year under review, 6(Six) meetings of the Share Allotment Committee were held i.e. on 22nd May 2024, 7th August, 2024, 14th November, 2024, 2nd December, 2024 and 19th February, 2025 and 28th March, 2025.

Details of Share Allotment Committee Meetings held during the financial year ended as on 31st March, 2025:

| Name of Director | Position in the Committee | Designation | Share Allotment Committee Meetings entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Mr. Sunil Vachani | Member | Executive Chairman | 6 | 5 | 83.33% |
| Dr. Manuji Zarabi@ | Member | Independent Director | 5 | 4 | 80% |
| Mr. Atul B. Lall | Member | Vice Chairman & Managing Director | 6 | 6 | 100% |
| Mr. Manoj Maheshwari | Member | Independent Director | 6 | 6 | 100% |
| **Average Attendance (%)** | | | | | **90.83%** |

@Ceased to be the Member of the Share Allotment Committee effective 23rd February, 2025.

The Company Secretary of the Company acts as the Secretary to the Committee.

## H ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE ("ESG COMMITTEE")

The Board had constituted the ESG Committee on 25th July, 2023. The said Committee is authorized for overseeing the environmental, social and governance aspects applicable on the Company. During the year under review, 1 (One) meeting of the ESG Committee was held i.e. on 18th December, 2024.

Details of ESG Committee Meetings held during the financial year ended as on 31st March, 2025:

| Name of Director | Position in the Committee | Designation | ESG Committee Meeting entitled to attend | Meetings Attended | % of attendance |
|---|---|---|---|---|---|
| Mr. Atul B. Lall | Chairman | Vice Chairman and Managing Director | 1 | 1 | 100% |
| Dr. Manuji Zarabi* | Member | Independent Director | 1 | 1 | 100% |
| Mr. Manoj Maheshwari | Member | Independent Director | 1 | 1 | 100% |
| **Average Attendance (%)** | | | | | **100%** |

The Company Secretary of the Company acts as the Secretary to the Committee.
*ceased to be the Member of the ESG Committee effective 23rd February, 2025.

## I RESEARCH AND DEVELOPMENT COMMITTEE

The Board at its meeting held on 30th October, 2020, approved the constitution of Research and Development Committee to provide for more focus on innovative, design oriented and technology-backed solutions to leading domestic and international brands.

During the year under review, no meeting of the Research and Development committee was held. Moreover, the Company Secretary of the Company acts as a Secretary to the Committee.

## REMUNERATION OF DIRECTORS

### Remuneration Policy

Your Company has formulated a Nomination and Remuneration policy for Directors/ KMPs of the Company. Your Company's philosophy for remuneration is based on the commitment of fostering a culture of leadership with trust. The Policy is aligned to this philosophy. The Company has adopted a comprehensive approach to remuneration in order to support a superior quality of personal and work life, combining both cash and non-cash components / benefits in a manner which judiciously balances short term and long term priorities.

The policy can be accessed at the following Link: https://www.dixoninfo.com/corporate-governance . The elements of remuneration package of Executive Directors include fixed and variable salary, commission, contribution to provident fund, perquisites and allowances, reimbursement of expenses etc. Independent Directors are paid remuneration in the form of sitting fees and one time Commission as approved by the Board and Shareholders of the Company.

### Remuneration to Non-Executive and Independent Directors

Remuneration to Non-Executive and Independent Directors for the financial year 2024-25 are as under:

(INR In Lakhs)

| NAME OF THE NON-EXECUTIVE DIRECTOR | SITTING FEE | COMMISSION | TOTAL |
|---|---|---|---|
| Dr. Manuji Zarabi^ | 11 | 12 | 23 |
| Ms. Poornima Shenoy^ | 1 | 12 | 13 |
| Mr. Manoj Maheshwari | 11 | 12 | 23 |
| Mr. Keng Tsung Kuo | 6 | 12 | 18 |
| Dr. Rakesh Mohan | 5 | 12 | 17 |
| Mr. Arun Seth | 7 | 6 | 13 |
| Ms. Geeta Mathur& | 3 | - | 3 |
| **Total** | **44** | **66** | **110** |

^ Ceased to be the Non-Executive and Independent Directors of the Company effective 23rd February, 2025.

& Appointed as Non-Executive and Independent Director by the Shareholders vide Postal Ballot dated 5th January, 2025 for a period of 5 years effective 24th October, 2024.

The Company also reimburses the out-of-pocket expenses incurred by the Non-Executive and Independent Directors for attending the meetings. There were no pecuniary relationships or transactions of Non-executive and Independent directors vis-à-vis the Company during the Financial year 2024-25 other than the remuneration as detailed above.

## REMUNERATION TO EXECUTIVE DIRECTORS

The appointment and remuneration of Executive Directors, namely the Executive Chairman and Vice Chairman and Managing Director are governed by the recommendations of the Nomination and Remuneration Committee and resolutions passed by the Board and Shareholders of the Company. The Shareholders at the 28th Annual General Meeting of the Company held on 28th September, 2021 re-appointed Mr. Sunil Vachani as Whole-time Director and Mr. Atul B. Lall as Whole-Time Director and Managing Director for a term of 5 years i.e. until 4th May, 2027.

During the year under review, the Company has not advanced any loans to any of its Directors.

The details of remuneration paid to each of the Directors during the year ended 31st March, 2025 are given below:

### Details of Remuneration of Directors:

(₹ In Lakhs)

| Name of Director | Fixed Salary | | | | Bonus / Performance Linked Incentive | Sitting Fee | Commission | Perquisite value of Stock Options | Total |
|---|---|---|---|---|---|---|---|---|---|
| | Basic Salary and allowances | Perquisites | Others | Total Fixed Salary | | | | | |
| Mr. Sunil Vachani | 381 | 0 | 0 | 381 | 0 | - | 335 | 0 | 716 |
| Mr. Atul B. Lall | 364 | 0 | 0 | 364 | 0 | - | 335 | 5,000 | 5,749 |

**Notes:**

(1) The amount of Commission is calculated on the profits of Financial Year ended 31st March, 2025 as per the Financial Statements thereto and the same shall be paid during the Financial Year ending 31st March, 2026.

(2) The Commission calculated on the profits of Financial Year ended 31st March, 2024 as per the Financial Statements thereto was paid by the Company during the Financial Year ended 31st March, 2025 which was ₹ 520 Lakhs and ₹ 520 Lakhs for Mr. Sunil Vachani and Mr. Atul B Lall, respectively.

(3) For details pertaining to ESOP granted during the year, please refer **Annexure – I** forming part of Director's Report.

### Service Contracts, Notice Period, Severance Fee

Your Company does not enter into service contracts with the Executive Directors as they are appointed/re-appointed with the approval of the shareholders for the period permissible under the applicable provisions of the Act, and/or SEBI Listing Regulations. Independent directors have been issued an appointment letter which prescribes that any Independent Director may resign from his office subject to reasonable written notice to the Board. The Company does not pay any severance fees or any such payment to the Directors.

## GENERAL BODY MEETINGS

### Annual General Meetings

The date, time, location of Annual General Meetings held during last three years and the special resolutions passed there at are as follows:

Details of Annual General Meetings

| Financial Year | Date and Time | Venue | Special Resolution Passed |
|---|---|---|---|
| 2021-22 | 23rd August 2022 at 03.00 P.M | Held through Video Conferencing pursuant to General Circular no. 20/2020 dated 5th May, 2020, 02/2021 dated January 13, 2021, 19/2021 dated 8th December, 2021,21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 issued by the MCA **("MCA Circulars")** and Circular No. SEBI/ HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May 2022 issued by the SEBI **("SEBI Circular")** and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** | a. Continuation of Office of Dr. Manuji Zarabi (DIN: 00648928) as a Non-Executive Independent Director of the Company beyond the age of 75 years<br>b. Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013<br>c. Approval of remuneration payable to Mr. Sunil Vachani (DIN: 00025431), Executive Chairman & Whole time Director of the Company as per Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015. |

| Financial Year | Date and Time | Venue | Special Resolution Passed |
|---|---|---|---|
| | | | d. Grant of stock options to the employees of Associate Companies including Joint Venture Companies, under Dixon Technologies (India) Limited —Employees Stock Option Plan, 2018 ("**DIXON ESOP 2018**") and Dixon Technologies (India) Limited- Employee Stock Option Plan, 2020 ("**DIXON ESOP 2020**") |
| 2022-23 | 29th September, 2023 at 11:00 A.M. | Held through Video conferencing pursuant to pursuant to General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 11/2022 dated December 28, 2022 by the MCA **("MCA Circulars")** and Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May 2022 issued by the SEBI **("SEBI Circulars")** and in compliance with the provisions of the Companies Act, 2013 **("the Act")** and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** | a. Re-appointment of Mr. Keng Tsung Kuo (DIN: 03299647) as the Non-Executive and Independent Director of the Company for a second term of five consecutive years.<br>b. Appointment of Mr. Arun Seth (DIN: 00204434) as Non-Executive and Independent Director of the Company and continuation of his office as Non-Executive and Independent Director beyond age of 75 years. |
| 2023-24 | 25th September, 2024 | Held through Video conferencing pursuant to General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and 11/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 by the MCA **("MCA Circulars")** and SEBI/ HO/ CFD/POD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by the SEBI **("SEBI Circulars")** and in compliance with the provisions of the Companies Act, 2013 **("the Act")** and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, | a. Approval of enhancement of the limits of Inter-Corporate loans, Investments, Guarantee or Security and acquisition. |

## POSTAL BALLOT

The Company sought the approval of its shareholders on One specific matter through a special resolution by postal ballot by utilizing a remote e-voting process only. The Notice of Postal Ballot dated 24th October, 2024 was circulated. Remote e-voting began on 7th December, 2024 and concluded on 5th January, 2025. The results of the postal ballot were declared on 6th January, 2025. The brief information for the resolution passed through Postal Ballot are as under:

| S. No. | Description of Special resolution passed | Number of votes polled | Votes cast in favour | | Number of votes against | % | Date of passing of the resolution |
|---|---|---|---|---|---|---|---|
| | | | Number of votes | % | | | |
| 1 | Appointment of Ms. Geeta Mathur (DIN No. 02139552) as Non-Executive and Independent Director of the Company for a term of 5 consecutive years. | 48762086 | 47870565 | 98.1717 | 891521 | 1.8283 | 5th January, 2025 |

Ms. Shirin Bhatt (FCS: 8273, COP No. 9150) (M/s Shirin Bhatt & Associates, Practicing Company Secretaries, Firm Registration Number S2011DE162600) was appointed as the Scrutinizer to conduct the aforesaid Postal Ballot process in a fair and transparent manner. The Company had provided the facility of voting through electronic means. The procedure of Postal Ballot, as contained in the Postal Ballot Notice, is available on the Company's website at https://www.dixoninfo.com/shareholder-information. Further, as on date, no resolution is proposed to be passed through postal ballot.

## PROCEDURE FOR E-VOTING

In compliance with the provisions of Sections 108 of the Act, read with applicable rules, your Company provides electronic voting (e-voting) facility to all its members. Your Company engages the services of KFin Technologies Limited for the purpose of providing e-voting facility to all its members. Members can refer e-voting instructions provided in the Notice of Annual General Meeting. Members whose names appear on the register of members as on cut-off date i.e. Tuesday, 16th September, 2025 shall be eligible to participate in the e-voting.

## PARTICIPATION AND VOTING AT 32ND ANNUAL GENERAL MEETING

Pursuant to the General Circular no. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by SEBI, the 32nd Annual General Meeting of the Company will be held through video conferencing and the detailed instructions for participation and voting at the Meeting is available in the Notice of 32nd Annual General Meeting.

## EXTRA-ORDINARY GENERAL BODY MEETINGS (INCLUDING ADJOURNED MEETINGS) DURING THE FY 2024-25

No Extra-ordinary general meeting was held during the FY 2024-25.

## MEANS OF COMMUNICATION FOR SHAREHOLDERS

### Results

The Quarterly and Half-yearly/Annual financial results are forthwith communicated to the BSE Limited (the **"BSE"**) and National Stock Exchange of India Limited (the **"NSE"**), (both BSE and NSE are collectively referred as the **"Stock Exchanges")** where the shares of your Company are listed, as soon as they are approved and taken on record by the Board of Directors. Additionally, your Company's quarterly/ half yearly/ annual financial results are simultaneously published in 'Business Standard- English and Hindi' in accordance with SEBI Listing Regulations. Also they are also put up on your Company's website at www.dixoninfo.com .

| Quarter ended | Date of Board Meeting where Quarterly results were approved | Date of Publishing in Newspaper (English And Hindi) |
|---|---|---|
| 30th June, 2024 | 30th July, 2024 | 31st July, 2024 |
| 30th September, 2024 | 24th October, 2024 | 25th October, 2024 |
| 31st December, 2024 | 20th January, 2025 | 21st January, 2025 |
| 31st March, 2025 | 20th May, 2025 | 21st May, 2025 |

### Website:

Your Company's website contains a separate dedicated section 'Investors' where shareholders' information and official news releases pertaining to financial results etc., are available. Your Company's Annual Report is also available in downloadable form on the website of your Company at www.dixoninfo.com .

### Earning Calls and Presentations to Institutional Investors or to the Analysts

Your Company hosts a quarterly conference call post declaration of quarterly/half yearly/annual results of your Company, along with the discussion on the performance of the different business divisions of your Company. This is followed by the question and answer session by the analysts/ investors logged into the conference call. Presentations made, if any, to the Institutional Investors/Analysts are hosted on the website of your Company, along with the Transcripts of the Investor/Analysts Calls/Meets hosted by your Company on the website of the Company at (www.dixoninfo.com) within the prescribed timelines as per Act & SEBI Listing Regulations.

Details of any group scheduled Analysts Meet/Conference Call are intimated to the Stock Exchanges at least 2 working days in advance (excluding date of Meeting and date of intimation). The Company as a part of good corporate governance also intimates the schedule and outcome of one-on-one Analyst Meet/ Call(s) to the stock exchanges on regular basis.

### Announcement of Material events and Information

All the material information, requisite announcements and periodical filings are being submitted by your Company electronically through web portals of NSE and BSE, where the equity shares of your Company are listed.

### Media Releases

All relevant media releases/ announcements are submitted to NSE and BSE and also being uploaded on the website of your Company.

### Link to ODR Portal

The link to access the Online Dispute Resolution (ODR) Portal as well as modalities and operational guidelines of the ODR portal for review/ resolution of complaints etc. is available on the website of the Company at www.dixoninfo.com

### Integrated Annual Report and AGM

Integrated Annual Report containing audited standalone and consolidated financial statements together with Report of Board of Directors, Management Discussion and Analysis Report, Corporate Governance Report, Auditor's Report and other important information are circulated to the Members.

Name, Designation and Address of the Compliance Officer:

**Mr. Ashish Kumar**
Chief Legal Counsel & Group Company Secretary
B-14 & 15, Phase-II, Noida
District Gautam Buddha Nagar, Uttar Pradesh-201305
E-mail ID: investorsrelations@dixoninfo.com

### Green Initiative

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Integrated Annual Report to Shareholders at their e-mail address previously registered with the depositories or your Company's Registrar and Share Transfer Agent In line with the SEBI Listing Regulations, your Company has emailed soft copies of its Integrated Annual Report to all those Shareholders who have registered their email address for the said purpose. With reference to MCA and SEBI Circulars, Companies have been dispensed with the printing and dispatch of Annual Reports to Shareholders. Hence, the Annual Report of your Company for the financial year ended 31st March, 2025, would be sent through email to the Shareholders.

## General Shareholder Information

### 32nd Annual General Meeting

**Day and Date:** Tuesday, 23rd September, 2025
**Time :** 11:00 A.M. (IST)
**Mode:** Video Conferencing/Other Audio Visual Means **("VC/OAVM")**
**E-Voting dates:** From 9:00 A.M. (IST) on Saturday, 20th September 2025 to 5:00 P.M. (IST) on Monday, 22nd September, 2025.

### Financial Year

1st April, 2024 – 31st March, 2025

### Tentative Financial Calendar – for the Financial Year ending 31st March, 2026

Quarterly Results for the Quarters ending 30th June, 2025, 30th September, 2025, 31st December, 2025, 31st March, 2026 will be approved in the Board Meetings subject to finalization of the dates by the Board of Directors. Annual General Meeting for the Financial Year 2025-26 will be tentatively held between April-September, 2026. The Financial Results/statements for the FY 2025-26 will be published in Newspapers along with intimation to Stock Exchanges, BSE and NSE. Additionally, the same will be posted on the website of your Company at www.dixoninfo.com .

### Book Closure

The dates of book closure are from Wednesday, 17th September, 2025 to Tuesday, 23rd September, 2025 inclusive of both days.

### Dividend Policy and Dividend details

The Company has adopted Dividend Distribution Policy of your Company in terms of the requirement of SEBI Listing Regulations. The Policy is available on the website of the Company under the web link: https://www.dixoninfo.com/corporate-governance.

Also, the Company remits the payment of Dividend through online transfer and in cases where Bank details are not updated, the Dividend for those shareholders are paid through Demand draft which are immediately dispatched to the respective shareholders. As on 31st March, 2025 an amount of INR 2,69,091.59/- remains unclaimed by shareholders for the dividend declared during the FY 2017-18 to FY 2023-24.

The dividend of INR 8 per equity share, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid/dispatched within 30 days from the date of ensuing AGM of the Company to all the shareholders of the Company holding shares as on the cut-off date i.e. Tuesday, 16th September, 2025. The details of unpaid dividend along with due dates for transfer to IEPF are available at https://www.dixoninfo.com/shareholder-information

## Dividend History in Past 7 Years

| Financial Year | Type of Dividend | Face value of Equity Share (Rs.) | Dividend amount per share (Rs.) | Dividend % |
|---|---|---|---|---|
| 2017-18 | Final Dividend | 10/- | 2/- | 20% |
| 2018-19 | Final Dividend | 10/- | 2/- | 20% |
| 2019-20 | Interim Dividend | 10/- | 4/- | 40% |
| 2020-21 | Final Dividend | 2/- | 1/- | 50% |
| 2021-22 | Final Dividend | 2/- | 2/- | 100% |
| 2022-23 | Final Dividend | 2/- | 3/- | 150% |
| 2023-24 | Final Dividend | 2/- | 5/- | 250% |
| 2024-25 | Final Dividend (proposed) | 2/- | 8/- | 400% |

## Transfer to Investor Education & Protection Fund

During the year, your Company was not required to transfer any amount to the Investor Education and Protection Fund.

## Listing Details

At present, the equity shares of your company are listed on National Stock Exchange of India Limited and BSE Limited. The annual listing fees for the Financial Year 2024-25 to both the stock exchanges has been paid. The ISIN allotted to the Company's equity shares of face value of INR 2/- each is INE935N01020.

| Name and Address of Stock Exchanges | Stock/ Scrip Code |
|---|---|
| BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | 540699 |
| National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Mumbai 400 051 | DIXON |

**Details of Non-convertible Debentures (NCDs) issued by the Company-** The Company has not issued any NCDs during FY 2024-25.

## Market price data, during each month

(In points)

| Months | BSE Sensex | | NSE Nifty 500 | |
|---|---|---|---|---|
| | High | Low | High | Low |
| April'24 | 75,124.28 | 71,816.46 | 21,146.5 | 20,038.35 |
| May'24 | 76,009.68 | 71,866.01 | 21,613.6 | 20,184.1 |
| June'24 | 79,671.58 | 70,234.43 | 22,673.65 | 19,624.25 |
| July'24 | 81,908.43 | 78,971.79 | 23,556 | 22307.2 |
| August' 24 | 82,637.03 | 78,295.86 | 23766.4 | 22397.7 |
| September'24 | 85,978.25 | 80,895.05 | 24573.4 | 23294.45 |
| October'24 | 84,648.40 | 79,137.98 | 24329.45 | 22362.8 |
| November'24 | 80,569.73 | 76,802.73 | 23073.55 | 21692.8 |
| December'24 | 82,317.74 | 77,560.79 | 23417.65 | 22160.15 |
| January'25 | 80,072.99 | 75,267.59 | 22867.85 | 20757.9 |
| February'25 | 78,735.41 | 73,141.27 | 21870.9 | 19816 |
| March'25 | 78,741.69 | 72,633.54 | 21674.05 | 19658.3 |

## Market Price data of Dixon's share, during each month

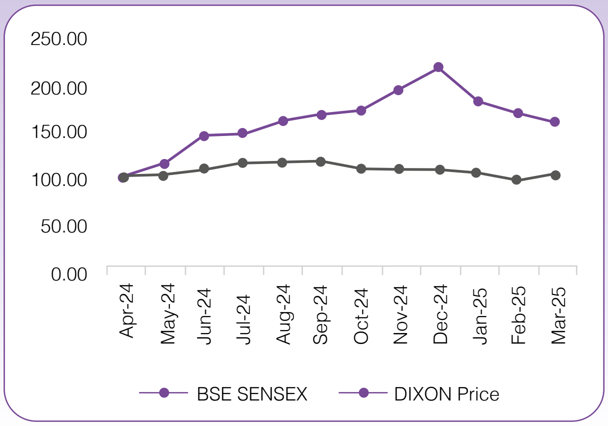
(In ₹)

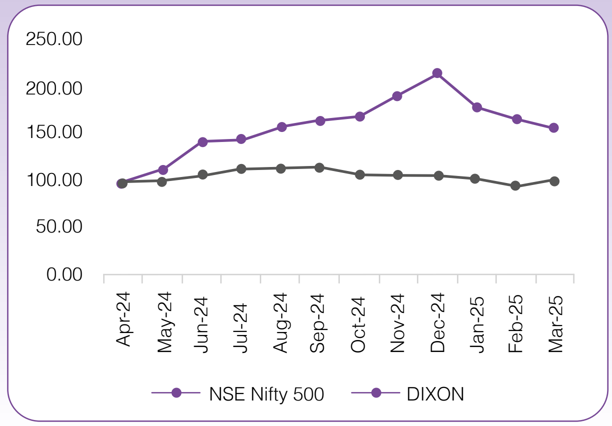
| Months | BSE Sensex | | NSE Nifty 500 | |
|---|---|---|---|---|
| | High | Low | High | Low |
| April'24 | 8,656.65 | 7,100.05 | 8,655.00 | 7,198.35 |
| May'24 | 9,484.30 | 7,935.00 | 9,488.20 | 7,932.55 |
| June'24 | 12,141.05 | 8,440.15 | 12,149.00 | 8,453.00 |
| July'24 | 12,877.00 | 10,613.00 | 12,879.00 | 10,620.00 |
| August' 24 | 13,633.35 | 10,976.65 | 13,639.80 | 10,950.05 |
| September'24 | 14,499.00 | 12,040.00 | 14,498.00 | 12,022.00 |
| October'24 | 15,999.95 | 13,055.30 | 15,900.00 | 13,062.30 |
| November'24 | 15,980.00 | 13,717.05 | 15,987.95 | 13,711.05 |

(In ₹)

| Months | BSE Sensex | | NSE Nifty 500 | |
|---|---|---|---|---|
| | High | Low | High | Low |
| December'24 | 19,149.80 | 16,020.80 | 19,148.90 | 16,020.00 |
| January'25 | 18,698.00 | 14,286.00 | 18,700.00 | 14,280.00 |
| February'25 | 15,347.95 | 13,473.40 | 15340.00 | 13453.00 |
| March'25 | 14,739.95 | 12,755.00 | 14740.00 | 12750.10 |

**Performance in comparison to broad- based indices such as BSE Sensex, Nifty 500 Index**




**Declaration regarding suspension of securities**

The securities of your Company have not been suspended during the year.

**Company's Registrar & Transfer Agent during the year:**

Your Company's Registrars & Transfer Agents **("RTA")** for its share registry (both, physical as well as electronic) is KFin Technologies Limited having its office at Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana 500032, India.

**Distribution of Shareholding by size as on 31st March, 2025**

(a) Value wise

| Values | Shareholders | | Shareholding | | |
|---|---|---|---|---|---|
| | No. of Cases | % of Cases | Total Shares | Amount (In ₹) | % of Amount |
| Upto 5,000 | 3,75,186 | 99.88% | 69,71,156 | 1,39,42,312 | 11.57% |
| 5,001-10,000 | 127 | 0.03% | 8,82,329 | 17,64,658 | 1.46% |
| 10,001-20,000 | 111 | 0.03% | 15,97,495 | 31,94,990 | 2.65% |
| 20,001-30,000 | 59 | 0.02% | 14,64,660 | 29,29,320 | 2.43% |
| 30,001-40,000 | 26 | 0.01% | 9,15,944 | 18,31,888 | 1.52% |
| 40,001-50,000 | 13 | 0.00% | 5,84,079 | 11,68,158 | 0.97% |
| 50,001-1,00,000 | 51 | 0.01% | 35,93,586 | 71,87,172 | 5.97% |
| 1,00,001 and above | 57 | 0.02% | 4,42,27,439 | 8,84,54,878 | 73.42% |
| **Total** | 3,75,630 | 100.00% | 6,02,36,688 | 12,04,73,376 | 100.00% |

(b) Category wise

| S. No. | Category | No. of Shares | Shareholding (%) |
|---|---|---|---|
| A | Promoter & Promoter Group | 1,94,36,958 | 32.27% |
| B | Public Shareholding | | |
| | 1. Mutual Funds/ Bodies Corporates/ AIF/ Insurance Companies/ NBFCs/QIBs/ Banks/ Provident Funds | 1,42,94,467 | 23.73% |
| | 2. Non-Resident Indians (NRIs) | 42,44,912 | 7.05% |
| | 3. FPIs/ Foreign Nationals | 1,31,40,251 | 21.81% |
| | 4. Others (Directors/ KMPs/ Trusts/ HUF/ Clearing Member/ Resident Individuals etc.) | 91,20,100 | 15.14% |
| | **Grand Total** | **6,02,36,688** | **100.00%** |

### Dematerialisation of Shares, Liquidity and Share Transfer System

As on 31st March, 2025, 99.9998% of shareholding of your Company was held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The International Securities Identification Number **("ISIN")** allotted to your Company's Shares is INE935N01020.

We request shareholders whose shares are held in physical mode, to dematerialize their shares. Shareholders holding shares in dematerialized mode are requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode are requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. Shareholders may contact the RTA at einward.ris@kfintech.com . SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat.

However, investors are not barred from holding shares in physical form. We request shareholders whose shares are in physical mode to dematerialize their shares

### Outstanding GDR / ADR / Warrants or any convertible instruments, conversion date and likely impact on equity as of 31st March, 2025

Your Company does not have any outstanding GDR / ADR / Warrants or any convertible instruments as on 31st March, 2025.

### Details of Public Funding Obtained:

During the FY 2024-25, your Company has not raised any moneys by way of further public offer.

### Commodity Price risk or foreign exchange risk and hedging activities

Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year: **Not applicable**

The Company has managed the foreign exchange risk with appropriate hedging activities. The Company evaluates the exchange rate exposure arising from foreign currency transactions and follows as established Risk Management Policy.

The details of foreign currency exposure are disclosed in Notes forming part of financial statements of this Annual Report.

Details of utilization of funds raised through preferential allotment or qualified Institutions placement as specified under Regulation 32 (7A) of the SEBI Listing Regulations are not applicable on the Company for the current financial year.

The Company has not raised any funds through preferential allotment or institutional placement, therefore such Regulation 32(7A) is not applicable on your Company.

### Details of recommendation of Committees of the Board which were not accepted by the Board

Nil- All recommendations of the Committees of the Board were duly accepted by the Board.

### Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part

| Name of entity | Fees paid during FY 2024-25 (INR In Lakhs) |
|---|---|
| Dixon Technologies (India) Limited | 52 |
| Dixon Global Private Limited | 2.50 |
| Padget Electronics Private Limited | 49 |
| Dixon Electro Appliances Private Limited | 9 |
| Dixon Electro Manufacturing Private Limited | 8 |
| Dixon Technologies Solutions Private Limited | 6.50 |
| Dixon Display Technologies Private Limited* | 0.50 |
| Dixtel Infocom Private Limited | 0.50 |
| Dixon IT Devices Private Limited | 0.50 |
| Dixon Electroconnect Private Limited | 0.50 |
| Dixon Teletech Private Limited | 0.50 |
| IsmartU India Private Limited | 46 |

*Name changed from Dixon Infotech Private Limited by Special Resolution passed in the Extra-Ordinary General Meeting of the Company held on 02 August, 2024

### Disclosure in relation to Sexual Harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013:

a. Number of complaints filed during FY 2024-25: 2

b. Number of complaints disposed: 1

c. Number of complaints pending at the end of FY 2024-25: 1 (Remaining One complaint was disposed off on 17th April, 2025)

### Plant Locations

Following are the list of Manufacturing Facilities/Corporate office located PAN India, on consolidated basis as on the date of the report:

| Plant location (Addresses) | Products manufactured |
|---|---|
| B-14 & 15, Phase-II, Noida-201305 | Corporate Office |
| B-18, Phase II, Noida, Gautam Buddha Nagar, UP- 201305 | PCB for Air Conditioners |
| C-33, Phase II, Noida, Gautam Buddha Nagar, UP- 201305 | LED Bulbs |
| Plot No. 6, Sector-90, Noida | Mobile phones/ Laptops. |
| A – 23, Sector-60, Noida | Mobile Phones |
| First Floor, Plot No.154C, Block-A, Sector-63, Noida | Mobile Phone, Laptop |
| Khasra No 1050, Central Hope Town, Selaqui Industrial Area, Dehradun, Uttarakhand | LED bulbs, Battens, T-LEDs, Down Lighter, Ballast, etc. |
| Plot No- C-3/1, Selaqui Industrial Area, Dehradun, Uttarakhand | Washing Machines |
| Plot No. 262M, Selaqui Industrial Area, Dehradun, Uttarakhand | Backward integration of plastic parts and sheet metal components |
| Plot No. C-2/1, UPSIDC (SIDCUL), Industrial Area, Tehsil Vikas Nagar, Dehradun, Uttarakhand | Washing Machine |
| Shed No. 2, 4, 5, 6, 7, 8, 9, 10 EMC II, Govindavaram, Chittoor- 517526 | LED TVs & Reverse Logistics |
| Plot No. 1-4, Rural Industrial Complex, VPO-Hambran, Ludhiana | Telecom |
| Plot No. 30 & 31. Govindavaram panchayat, Tirupati | Washing Machine |
| Plot no. 122 & 265, Central Hope Town, Selaqui, Dehradun | Lighting |
| Plot No. C-8, SIDCUL Industrial Area, Selaqui Dehradun, Uttarakhand | Washing Machine |
| B- 13 & 14, Sector-85 Noida | Telecom |
| B-17, Sector-85 Noida | Wearables & Hearables |
| A-14, Sector-68 Noida, Gautam Buddha Nagar-201301 | Mobile |
| Plot No. 14, Ecotech-VIII, Greater Noida, Uttar Pradesh | Refrigerator |
| EMC-2, Shed 12, Vikruthmala, Yerpedu Mandal, Chittoor, District, Andhra Pradesh | TV Mould |
| D-197 & 199, Sector-63 Noida | Mobile |
| C-35 & 36, Sector-58, Noida | Mobile |
| 323MIN, Central Hope Town, Selaqui, Dehradun, Uttarakhand | Lighting |
| Khasra No. 323MI, Pargana Panchwadun, Selaqui, Dehradun, Uttarakhand-248197 | Lighting |

### Consolidation of folios and avoidance of multiple mailing

In order to enable your Company to reduce costs and duplication of efforts for investor servicing, members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to consolidate all similar holdings under one folio. This would help in monitoring the folios more effectively. Members may write to the Registrar and Transfer Agent indicating the folio numbers to be consolidated. The address of RTA is given herein below:

Address for correspondence:

| Shareholding related queries: | General Correspondence |
|---|---|
| **KFIN TECHNOLOGIES LIMITED** | **DIXON TECHNOLOGIES (INDIA) LIMITED** |
| Selenium Tower B,<br>Plot 31-32, Gachibowli, Financial District,<br>Nanakramguda, Hyderabad,<br>Telangana 500 032, India<br>Toll free: 18003094001<br>E-Mail: einward.ris@kfintech.com | B-14 & 15, Phase-II, Noida,<br>District Gautam Buddha Nagar, Uttar Pradesh-201305<br>Tel: 0120-4737200<br>Fax:0120-4737273<br>E-Mail: investorrelations@dixoninfo.com<br>Website: www.dixoninfo.com |

## List of Credit Ratings

A. You may refer Director's Report for Credit ratings issued by ICRA Limited during the FY 2024-25.

## Other Disclosures

### Significantly material Related Party Transactions:

Your Company's major related party transactions are generally with its Subsidiaries and Joint Venture Companies. The related party transactions are entered into based on consideration of various business exigencies, such as synergy in operations. All the arrangements / transactions entered by your Company during the financial year with related parties were in the ordinary course of business and at an arm's length basis. During the year under review, your Company had not entered into contract/ arrangement / transaction with related parties which could be considered significantly material in accordance with the materiality policy of the Company of related party transactions that may have the potential conflict with interest of the Company at large. For details on the Related Party Transactions please refer the notes to Financial Statements, forming part of the Annual Report. However, your Company had sought approval of the shareholders of the Company at the 31st Annual General Meeting, for material related party transactions to be entered into by its Subsidiary Companies with its related parties. The Company shall also be seeking shareholder's approval for the material related party transactions proposed to be entered into by the Subsidiaries of Company with its related parties at the ensuing 32nd Annual General Meeting.

None of the transactions with any of related parties were in conflict with your Company's interest. Your Company's materiality Policy on Related Party Transactions is available on your Company's website and can be accessed at https://www.dixoninfo.com/corporate-governance.

The required statements / disclosures, with respect to the related party transactions, are placed before the Audit Committee and the Board of Directors, on quarterly basis in terms of Regulation 23(3) of the SEBI Listing Regulations and other applicable laws for approval / information. Prior Omnibus approval is obtained for Related Party Transactions which are of repetitive nature.

Further, as per Regulation 23(9) of the SEBI Listing Regulations, your Company has also filed the details of related party transactions on a consolidated basis with the stock exchanges as per the timelines specified under the said Regulations.

### Disclosure of the Loans and advances in the nature of loans to firms/companies in which directors are interested are as under:

| S. No. | Company Name | Nature of Transaction | Name of the Firms/Companies in which Directors are interested | Amount (In Lakhs) |
|---|---|---|---|---|
| 1. | Dixon Technologies (India) Limited | Loan Given | Padget Electronics Private Limited | 16,500 |
| 2. | | Loan Given | Dixon Electro Manufacturing Private Limited | 23,501 |
| 3. | | Loan Given | Dixon Technologies Solutions Private Limited | - |
| 4. | | Loan Given | Dixon Display Technologies Private Limited | 400 |
| 5. | | Loan Given | Dixon IT Devices Private Limited | 1 |
| 6. | | Loan Given | Dixon Teletech Private Limited | 1 |
| 7. | | Loan Given | Dixon Electroconnect Private Limited | 1 |
| 8. | | Loan Given | Dixtel Infocom Private Limited | 1 |
| 9. | | Loan Given | Dixon Electro Appliances Private Limited | 39,440 |

**Details of material subsidiaries of the Listed Entity:**

| S. No. | Name of the Material Subsidiary | Date and Place of Incorporation | Name of the Statutory Auditors | Date of appointment of Statutory Auditor |
|---|---|---|---|---|
| 1. | Padget Electronics Private Limited | 10/06/2013 and Noida | M/s JKVS & Co. | **Appointment-** 14th August, 2019 **Re-appointment-** 30th Sep, 2024 |
| | | | M/s S.N. Dhawan & Co. LLP | **Appointment-** 30th Sep, 2024 |

**Particulars of Senior Management (including changes therein since 31st March, 2025)**

The details of Senior Management of the Company (including changes therein as on date of the report) as per the definition specified in Regulation 16 of the SEBI Listing Regulations:

1. Mr. Abhijit Kotnis (President & Chief Operating Officer-Consumer Electronics)
2. Mr. Rajeev Lonial (President & Chief Operating Officer-Home appliances)
3. Mr. Pankaj Sharma (President & Chief Operating Officer)
4. Mr. Ashish Kumar (Chief Legal Counsel & Group Company Secretary)
5. Mr. Saurabh Gupta (Chief Financial Officer)
7. Mr. Kamlesh Kumar Mishra (President - Mobile)
8. Mr. Kishore Kumar Kaul- (Business Head- New Vertical)
9. Mr. Sunil Ranjhan- Chief Human Resources Officer (CHRO)
10. Mr. Amit Mittal- Sr. Vice President- Lighting
11. Mr. Amit Pradhan- Vice President (IT)

**Details of non-compliance by your Company, penalties, and strictures imposed on the Company by stock exchange or SEBI, or any statutory authority, on any matter related to capital markets**

There has not been any non-compliance, penalties or strictures imposed on your Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the last three years.

**Vigil Mechanism / Whistle Blower Policy**

Pursuant to the provisions of Section 177(9) and (10) of the Act and the rules framed thereunder and Regulation 22 of the SEBI Listing Regulations, as amended, the Company has formulated a Whistle Blower Policy. The Policy applies to all the employees and other persons dealing with the Company to inter-alia, report unethical practices and concerns.

This Policy is your Company's statement of values and represents the standard of conduct which all employees are expected to observe in their business endeavours. The Policy reflects your Company's commitment to principles of integrity, transparency and fairness.

Your Company hereby affirms that no Director/employee have been denied access to the Chairman of the Audit Committee. There was no complaint received through the said mechanism during the FY 2024-25.

This Policy is overseen by the Audit Committee. Through the said Policy, Directors and employees can report concerns of unethical behaviour, actual or suspected fraud or violation of your Company's 'Code of Conduct'. The said Policy provides adequate safeguards to the Whistle Blower against victimization. The Whistle Blower Policy has also been uploaded on the website of the Company at https://www.dixoninfo.com/corporate-governance .

Also, during the year, the Company organised workshop/training programme for its employees and staff to create awareness on sexual harassment.

**Anti-Corruption, Anti Bribery & Conflict of Interest Policy**

Company endeavours to conduct its business in an honest and ethical manner. Company takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships, wherever it operates. Company's designated personnel are strongly prohibited from engaging in any form of unethical activity. This includes a prohibition against direct bribery and indirect bribery, including payments that can be routed through third parties. In view of the same, the Company has adopted an Anti-Corruption, Anti Bribery Policy and Conflict of Interest Policy which is available on the website of the Company at https://www.dixoninfo.com/corporate-governance

**Compliance with mandatory and adoption of non-mandatory requirements of the SEBI Listing Regulations**

Your Company has complied with mandatory requirement of the SEBI Listing Regulations. In compliance with the said Regulations, your Company has obtained a certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance. The said certificate is annexed to this Report.

Your Company has also adopted certain non-mandatory requirements specified under Part E of Schedule II of SEBI Listing Regulations regarding direct reporting of Internal Auditor of your Company to the Audit Committee of the Board of Directors. These are as under:

| S. No. | Particulars | Status |
| --- | --- | --- |
| 1 | **Board**<br>Non-Executive Chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties | Not Applicable as our Chairperson is Executive. |
| 2 | **Shareholders' Right**<br>A Half - Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders | Complied- Company's half-yearly and quarterly results are published in leading English and Hindi newspapers and also uploaded on the website of the Company. The Company has taken adequate steps to educate the shareholders on the performance of the Company through timely disclosures on the stock exchange, discussions and deliberation at the quarterly results Investor calls. |
| 3 | **Modified opinion in Audit Report**<br>The listed entity may move towards a regime of financial statements with unmodified opinion | Complied. There is no qualification in the Audit Report for the FY 2024-25. |
| 4 | **Reporting of Internal Auditor**<br>The Internal Auditor may report directly to the Audit Committee | Complied - The Internal Auditors of the Company are present in Audit Committee Meetings, and they report to the Audit committee by presenting their internal audit reports and findings. |
| 5 | **Separate Posts of Chairperson and the Managing Director or CEO** | **Partially Complied-** The post of Chairperson and Managing Director or CEO is different, however, the Chairperson of the Company is an Executive Director. |
| 6 | **Reporting of Internal Auditor** | Complied- In accordance with the provisions of Section 138 of the Act, the Company has appointed Internal Auditor who reports directly to the Audit Committee. The Internal Audit reports are discussed in detail on quarterly basis at the Audit Committee Meetings and suggestions and directions, if any given are duly noted and implemented. |

Also, certificate from Practicing Company Secretary has been obtained to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board or Ministry of Corporate Affairs or any other Statutory Authorities. The said certificate is annexed to this Report.

### Weblink:

a. Web link of Policy for determining 'material' subsidiaries is https://www.dixoninfo.com/corporate-governance and;

b. Web link of Policy on dealing with related party transactions is https://www.dixoninfo.com/corporate-governance

### Disclosure of certain types of Agreements binding listed entities

No agreements have been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity or of its holding, subsidiary or associate company, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or which imposes any restriction or creates any liability upon the Company.

### Non Compliance of any Requirement of Corporate Governance Report

Your Company has not made any non- compliance of any requirement of Corporate Governance Report.

### Confirmation of Compliance with the Corporate Governance Requirements Specified in Regulation 17 To 27 And Clauses (B) to (I) of Sub-Regulation 2 of Regulation 46 of SEBI Listing Regulations

Your Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

### Compliance Management

The Legal & Secretarial Department ensures that your Company conducts its businesses with high standards of compliance in legal, statutory and regulatory provisions. Your Company has instituted an online legal Compliance

Management System in conformity with the best Industry standards which gives the compliance status on real time basis.

**NSE Electronic Application Processing System (NEAPS):**

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, statement of investor complaints, among others are filed electronically on NEAPS.

**BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):**

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, statement of investor complaints, among others are also filed electronically on the Listing Centre.

**SEBI Complaints Redressal System (SCORES):**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: centralised database of all complaints by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## General Shareholders' Information

**Disclosures with respect to demat suspense account/ unclaimed suspense account**

Your Company does not have any securities in the demat suspense account/unclaimed suspense account.

**General shareholder information required under regulation 36(3) of the SEBI Listing Regulations:**

| Name of Director | Mr. Sunil Vachani |
|---|---|
| **Nature of Appointment** | Director Liable to retire by Rotation |
| **DIN** | 00025431 |
| **Date of Birth** | 27th November, 1968 |
| **Date of Appointment/ Re-appointment** | Date of appointment- 5th May, 2017<br>Date of Re-appointment- 5th May, 2022 |
| **Qualification** | Degree of Associate of Applied Arts in Business Administration from the American College in London |
| **Expertise in Specific area** | Mr. Sunil Vachani has nearly three decades of experience in the EMS industry. He is associated with the Company since its inception and under his reins, the Company has been adjudged as one of the leading Indian EMS by various trade journals and industry bodies. Mr. Vachani has been associated with various industry bodies and has headed ESC (Electronics Software Export Promotion Council of India) for 2 years besides being active in Confederation of Indian Industry (CII) as the Co-Chair of ICTE Committee & Executive Committee member of CEAMA (Consumer Electronics and Appliances Manufacturers Association). |
| **Directorships in other Companies** | **Unlisted Entities:**<br>a. Padget Electronics Private Limited<br>b. Dixon Electro Manufacturing Private Limited<br>c. Dixon Technologies Solutions Private Limited<br>d. Prikar Holding Private Limited |
| **Membership / Chairman of Committees (other than your Company)*** | Nil |
| **Shareholding in the Company as on 31st March, 2025** | 32,14,409 Equity Shares of INR 2/- each |
| **Relationships between directors inter-se** | Not related to any Director/Key Managerial Personnel of the Company |

* In accordance with Regulation 26 of the SEBI Listing Regulations, Chairmanship/Committee Membership of Audit Committee & Stakeholders' Relationship Committee of other Public Limited Companies only has been considered.

For more details, kindly refer Annexure - A forming part of Notice.

**Regulation 34(3) compliance of SEBI Listing Regulations**

Your Company is in compliance with the disclosures required to be made under this report in accordance with the Act and regulation 34(3) read with Schedule V to the SEBI Listing Regulations.

**Company Registration details**

Your Company is registered in the State of Uttar Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L32101UP1993PLC066581.

## Declaration for Affirmance of Compliance with Code of Conduct

In compliance with Regulation 17 of the SEBI Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for all Directors and Senior Management personnel. The code is available on the Company's website www.dixoninfo.com. The Code is applicable to all Board members and Senior Management personnel of your Company. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board members and senior management of your Company as on 31st March, 2025 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Vice Chairman and Managing Director is as below:

# DECLARATION ON CODE OF CONDUCT

Dixon Technologies (India) Limited is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a "Code of Ethics and Business Conduct" which is applicable to all directors, officers and employees. I hereby certify that the Board members and senior management personnel of the Company have affirmed compliance with the Code of Ethics and Business Conduct for the financial year 2024-25.

For **Dixon Technologies (India) Limited**

Sd/-

**Atul B. Lall**

(Vice Chairman & Managing Director)

Date: 20.05.2025

Place: New Delhi

# CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
**Dixon Technologies (India) Limited**
**B-14 & 15, Phase-II, Gautam Buddha Nagar,**
**Noida, Uttar Pradesh, India-201305**

We have examined the compliance of conditions of Corporate Governance by **Dixon Technologies (India) Limited ("the Company"),** for the Financial Year ended 31st March, 2025, as stipulated under regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Listing Regulations for the year ended 31st March 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

**Shirin Bhatt**
Proprietor
C.P. No. 9150
M.No. F8273
PR No. 1209/2021

Place: Greater Noida
Date: 20.05.2025
UDIN: F008273G000373165

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
**Dixon Technologies (India) Limited**
B-14 & 15, Phase-II, Noida- 201305
Noida, Uttar Pradesh-201305

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Dixon Technologies (India) Limited, having CIN L32101UP1993PLC066581** and having registered office at B-14 & 15, Phase-II, Noida-201305 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

| S. No. | Name of the Director | DIN / PAN | Date of Appointment |
|---|---|---|---|
| 1. | Mr. Sunil Vachani | 00025431 | 15/01/1993 |
| 2. | Mr. Atul Bihari Lall | 00781436 | 30/06/2000 |
| 3. | Mr. Manoj Maheshwari | 02581704 | 03/05/2017 |
| 4. | Mr. Keng Tsung Kuo | 03299647 | 12/04/2019 |
| 5. | Dr. Rakesh Mohan | 02790744 | 02/02/2021 |
| 6. | Mr. Arun Seth | 00204434 | 29/09/2023 |
| 7. | Ms. Geeta Mathur | 02139552 | 24/10/2024 |
| 8. | *Dr. Manuji Zarabi | 00648928 | 23/02/2017 |
| 9. | *Mrs. Poornima Shenoy | 02270175 | 23/02/2017 |

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

* Dr. Manuji Zarabi, retired from the position of Non-Executive and Independent Director due to completion of the second term of his appointment w.e.f. February 23, 2025.

* Mrs. Poornima Shenoy, retired from the position of Non-Executive and Independent Director due to completion of the second term of her appointment w.e.f. February 23, 2025.

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

Sd/-
**Shirin Bhatt**
Proprietor
C.P. No. 9150
M.No. F8273
PR No. 1209/2021

Place: Greater Noida
Date: 20.05.2025
UDIN: F008273G000373044

# CEO / CFO Certificate

To,
The Board of Directors
**Dixon Technologies (India) Limited**

1. We have reviewed financial statements and the cash flow statement of Dixon Technologies (India) Limited for the year ended 31st March, 2025 and to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:

   i. that there are no significant changes in internal control over financial reporting during the year;

   ii. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-
**Atul B.lall**
(Vice Chairman & Managing Director)

Sd/-
**Saurabh Gupta**
(Chief Financial officer)

# Business Responsibility and Sustainability Report (BRSR)

## SECTION A: GENERAL DISCLOSURES

### I. Details of listed entity

| | | |
|---|---|---|
| 1. | **Corporate Identity Number (CIN) of the Company** | L32101UP1993PLC066581 |
| 2. | **Name of the Company** | Dixon Technologies (India) Limited **("Dixon/ Company/ Dixon Technologies")** |
| 3. | **Year of Incorporation** | 1993 |
| 4. | **Registered Office Address** | B-14 & 15, Phase-II, District Gautam Buddha Nagar, Noida, Uttar Pradesh-201305 |
| 5. | **Corporate Address** | B-14 & 15, Phase-II, District Gautam Buddha Nagar, Noida, Uttar Pradesh-201305 |
| 6. | **Email Address** | investorrelations@dixoninfo.com |
| 7. | **Telephone** | 0120-4737200 |
| 8. | **Website** | www.dixoninfo.com |
| 9. | **Financial Year Reported** | 2024-25 (1st April, 2024 to 31st March, 2025) |
| 10. | **Name of the Stock Exchanges where shares are listed** | BSE Limited **("BSE")**<br>National Stock Exchange of India Limited **("NSE")** |
| 11. | **Paid-up Capital** | ₹ 12,04,73,376/- |
| 12. | **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report** | Mr. Ashish Kumar<br>(Chief Legal Counsel & Group CS)<br>**Address:** B-14 & 15, Phase-II, Noida-201305, District Gautam Buddha Nagar, Uttar Pradesh<br>**Telephone:** 0120-4737200<br>**Email:** investorrelations@dixoninfo.com |
| 13. | **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).** | The disclosures in this report are made on standalone basis |
| 14. | **Name of assurance provider** | M/s Forvis Mazars LLP |
| 15. | **Type of assurance obtained** | BRSR Core: Reasonable Assurance |

### II. Products/Services

16. Details of business activities (accounting for 90% of the turnover)

| Sl. No. | Description of Main Activity | Description of Business Activity | % of turnover of the Company |
|---|---|---|---|
| 1 | Manufacturing and Design | Consumer Electronics (LED TVs) | 58% |
| | | Home Appliances (Semi and Fully automatic washing machines) | 25% |
| | | Lighting (LED Lights, Tube lights, Downlighters) | 16% |
| | | Mobile Phones | 1% |

17. Products/Services sold by the Company (accounting for 90% of the turnover)

| Sl. No. | Product/Service | NIC Code | % of total turnover contributed |
|---|---|---|---|
| 1 | Consumer Electronics | 26301 | 58% |
| 2 | Home Appliances | 27501 | 25% |
| 3 | Lighting | 27400 | 16% |
| 4 | Mobile | 26305 | 1% |

## III. Operations

18. Number of locations where plants and/or operations/offices of the Company are situated :

| Location | Number of plants | Number of offices | Total |
|---|---|---|---|
| National | 9 | 1* | 10 |
| International | 0 | 1** | 1 |

Note:

* Company has one office in Noida, which is the Corporate/ Registered Office of the Company

** Company has one international office located in China.

The above units includes all owned as well as leased units under Dixon.

19. Markets served by the Company

a. Number of locations

| Locations | Number |
|---|---|
| National (No. of States) | PAN India |
| International (No. of Countries) | 10+ |

b. What is the contribution of exports as a percentage of the total turnover of the Company?

0.14%

c. Types of customers

Dixon Technologies (India) Limited **("Dixon")** is one of India's largest home-grown, design-focused, and solutions-driven Company engaged in manufacturing across various verticals including consumer durables, lighting solutions, home appliances, and mobile phones. Operating in a B2B market model, Dixon also offers reverse logistics services such as repair and refurbishment of LED TV panels. The Company serves a diverse range of clients across its business segments, as outlined below:

- *Consumer Electronics:*

  Clients include Xiaomi, Samsung, Hisense, Panasonic, Acer, Toshiba, BPL, Lloyd, VU, Motorola.

- *Lighting Solutions:*

  Clients include Signify, Wipro, RR Kabel, Crompton, Havells, Orient, Bajaj and Eveready.

- *Home Appliances:*

  Clients include Samsung, Bosch, Godrej, Voltas-Beko, BPL, Sharp, Onida, Reliance, Flipkart, Croma, Lloyd..

- *Mobile Phones:*

  Clients include Samsung.

## IV Employees

### 20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

| Sl. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| | **EMPLOYEES** | | | | | |
| 1. | Permanent (D) | 1441 | 1366 | 95% | 75 | 5% |
| 2. | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3. | **Total employees (D + E)** | **1441** | **1366** | **95%** | **75** | **5%** |
| | **WORKERS** | | | | | |
| 4. | Permanent (F) | 126 | 117 | 93% | 9 | 7% |
| 5. | Other than Permanent (G) | 7323 | 4773 | 65% | 2550 | 35% |
| 6. | **Total workers (F + G)** | **7449** | **4890** | **66%** | **2559** | **34%** |

b. Differently abled Employees and workers:

| Sl. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| | **DIFFERENTLY ABLED EMPLOYEES** | | | | | |
| 1. | Permanent (D) | 0 | 0 | 0 | 0 | 0 |
| 2. | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3. | **Total Differently abled Employees (D + E)** | **0** | **0** | **0** | **0** | **0** |
| | **DIFFERENTLY ABLED WORKERS** | | | | | |
| 4. | Permanent (F) | 0 | 0 | 0 | 0 | 0 |
| 5. | Other than Permanent (G) | 0 | 0 | 0 | 0 | 0 |
| 6. | **Total Differently abled workers (F + G)** | **0** | **0** | **0** | **0** | **0** |

### 21. Participation/Inclusion/Representation of Women

| | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No. (B) | % (B / A) |
| Board of Directors | 7 | 1 | 14.28% |
| Key Management Personnel | 2 | 0 | 0% |

Note: Key Management Personnel excludes Whole-time Directors/ Executive Directors as they are already included under the Board of Directors.

### 22. Turnover rate for permanent employees and workers (disclose trends for the past 3 years)

| | FY 2024-25 | | | FY 2023-24 | | | FY 2022-23 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 19% | 27% | 20% | 19% | 13% | 19% | 18% | 25% | 20% |
| Permanent Workers | 11% | 0% | 10% | 9% | 0% | 9% | 13% | 8% | 11% |

## V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

23. Name of holding/subsidiary/associate companies/joint ventures

| Sl. No. | Name of the holding/ subsidiary/associate companies/joint ventures (A) | Indicate whether Holding/Subsidiary/ Associate/Joint Venture | % of shares held by the Company | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the Company (Yes/No) |
|---|---|---|---|---|
| 1 | Dixon Global Private Limited | Subsidiary | 100% | No |
| 2 | Padget Electronics Private Limited | Subsidiary | 100% | No |
| 3 | Dixon Electro Appliances Private Limited | Subsidiary | 51% | No |
| 4 | Dixon Electro Manufacturing Private Limited | Subsidiary | 100% | No |
| 5 | Dixon Technologies Solutions Private Limited | Subsidiary | 100% | No |
| 6 | Rexxam Dixon Electronics Private Limited | Joint Venture | 40% | No |
| 7 | Califonix Tech and Manufacturing Private Limited | Joint Venture | 50% | No |
| 8 | Dixtel Communications Private Limited& | Subsidiary | 100% | No |
| 9 | Dixon Display Technologies Private Limited* | Subsidiary | 100% | No |
| 10 | Dixtel Infocom Private Limited | Subsidiary | 100% | No |
| 11 | Dixon Electroconnect Private Limited | Subsidiary | 100% | No |
| 12 | Dixon IT Devices Private Limited | Subsidiary | 100% | No |
| 13 | Dixon Teletech Private Limited | Subsidiary | 100% | No |
| 14 | IsmartU India Private Limited** | Subsidiary | 50.10% | No |
| 15 | AIL Dixon Technologies Private Limited*** | Joint Venture | 50% | No |

&The name of Dixtel has been struck off from the register of companies by ROC vide its order dated 21st September, 2024

*The name of the Company was changed from Dixon Infotech Private Limited to Dixon Display Technologies Private Limited by way of Special resolution passed by Shareholders on 2nd August, 2024.

**IsmartU India Private Limited became the Subsidiary of Dixon Technologies (India) Limited effective 13th August, 2024

***Ceased to be the Joint Venture effective 18th September, 2024.

## VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes, CSR provisions are applicable on the Company as per Section 135 of the Companies Act, 2013 and rules made thereunder.

(ii) Turnover (in ₹): **5,40,090 Lakhs**

(iii) Net worth (in ₹): **2,18,277 Lakhs**

## VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principle 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in place (Yes/No) (If yes, then provide web link for grievance redressal policy) | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|---|
| | | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks |
| Communities | Yes Under Investor Relations www.dixoninfo.com | 0 | 0 | - | 0 | 0 | - |
| Investors (other than shareholders) | Not applicable as the Company does not have any investors other than shareholders (e.g. preference shareholders or debenture shareholders) | 0 | 0 | - | 0 | 0 | - |

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in place (Yes/No) (If yes, then provide web link for grievance redressal policy) | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|---|
| | | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks | No. of complaints filed during the year | No. of complaints pending resolution at close of the year | Remarks |
| Shareholders | Yes https://www.dixoninfo.com/investor-relations | 14 | 0 | - | 33 | 0 | - |
| Employees and workers | Yes www.dixoninfo.com | 2 | 1 | -* | 2 | 0 | -** |
| Customers | Yes https://www.dixoninfo.com/get-in-touch | 0 | 0 | - | 0 | 0 | - |
| Value Chain Partners | Yes https://www.dixoninfo.com/get-in-touch | 0 | 0 | - | 0 | 0 | - |
| Others | - | 0 | 0 | - | | | - |

*Two POSH related complaints were received during the FY 2024-25 out of which one complaint was resolved on 17th April, 2025.
**Two POSH related complaints were received during the year which were duly resolved.

26. Overview of the Company's material responsible business conduct and sustainability issues pertaining to environment and social matters that present a risk or an opportunity to the business of the Company, rationale for identifying the same approach to adapt or mitigate the risk along with its financial implications, as per the following format:

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | Human Capital Development | Opportunity | Human Resources are considered as a crucial asset for the success of the organisation and driving sustainable growth. With the growth of AI and innovation, human resources are still considered as critical assets for the organisation. | - | Positive Implications |
| 2 | Health and Safety | Risk | Occupational Health and Safety is an important and most critical area for a business that aims at creating a safe and healthy workplace for the people. The occupational health and safety is an important area of focus, as it helps support both operational stability and build a strong organizational reputation. Having a robust occupational health and safety system ensures business continuity and contributes to employee well being. | The Company adopts a structured approach striving for a workforce that is devoid of injuries and fatalities. The Company follows 5S methodology and proactively addresses health emergencies. To counter potential hazards, safety gears are provided to the workforces and adequate training sessions are conducted to ensure that the workforce is up-to-date with the best safety practices. The Company has also adopted an Occupational Health and Safety Policy that supports the Company's objective of ensuring health and safety of the workforce. | Negative Implications |

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 3 | Energy Management and Emissions reduction | Opportunity | Greenhouse gas emissions are a major contributor to climate change. Moreover, Environment management and protection is necessary due to the growing concern of raising Greenhouse gas emissions and its impact on the society as a whole. | - | Positive Implications |
| 4 | Waste Management | Risk | Waste management is crucial for reducing our environmental impact and enhancing our sustainability efforts. Improper handling of waste can lead to environmental damage and legal consequences. Since a major portion of the waste generated by the Company includes e-waste and hazardous waste, it becomes the responsibility of the Company to ensure its optimum management and disposal of waste. | The Company takes a proactive approach to its waste management. The Company partners with Central and State approved vendors for effective disposal of waste, thereby ensuring minimum impact to the environment. Waste is properly segregated, collected and then recycled or disposed of through authorised waste collectors and recyclers. | Negative Implications |
| 5 | Supply Chain Management | Risk | Supply chains are considered as the backbone of the Organization as a slight disruption can pose material risks on the organization. It is very important for the organziation to have an effective supply chain management system for ensuring ongoing operations of the business and ensures business resilience during emergency situations. | To handle the risk of supply chain management, the Company has prioritized local suppliers wherever feasible and leveraging SAP technologies for inventory management. Moreover, our procurement procedures are standardized across the group to ensure consistency and efficiency, which includes advanced technology and digital transformation tools. | Positive Implications |
| 6 | Climate Change | Risk | Climate change poses a significant impact on businesses. We need to be aware of various risks associated with climate change, including physical risks and transition risks. These risks can affect our operations and overall business performance. One of the key actions we can take to address climate change is to focus on GHG emissions and energy management. By reducing our carbon footprint, we can contribute to mitigating climate change and demonstrate our commitment to sustainability. | As part of our ongoing efforts to mitigate the risks associated with climate change and seize the opportunities it presents, we have conducted a comprehensive climate risk assessment to continuously monitor and track our environmental performance. Our Company has implemented several key mitigation measures to support our climate action goals such as adopting alternative fuels for our operations such as HSD (High Speed Diesel). | Negative Implications |

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| | | | | We are also providing trainings to our employees on energy saving measures to optimize energy usage.<br>Further, one of our significant initiatives involves investing in renewable energy sources, such as solar power. By doing so, we aim to reduce our reliance on non-renewable energy sources<br>and contribute to a more sustainable future. | |
| 7 | Water management | Risk | Water is vital to production. Mismanagement or shortage can halt operations and result in penalties. | Sewage Treatment Plants (STP) have been set up, RO water which is discharged is re-used in toilets, cleaning utensils etc. and the remaining water is used for gardening purposes. In some of our units, the treated water is also released in Municipal/ governmental sewage pipelines. Rain water harvesting have also been installed at various locations of the Company. Push Punch water taps have also been installed to ensure minimum wastage | Negative Implications |
| 8 | Biodiversity Management | Opportunity | The Company recognizes biodiversity as a key asset that is largely affected by its operations. The Company prides itself on the strategic placement of its factories and units, none of which are located within or in proximity to government and ecologically protected areas. The Company always takes into consideration and ensures that none of its units are established in such areas thereby preserving biodiversity. | - | Positive Implications |
| 9 | Product, quality and safety | Opportunity | Ensuring product quality and safety offers a valuable opportunity to, increase customer trust and gain a competitive advantage over our peers. By prioritizing product quality and safety, we can demonstrate our commitment to excellence | - | Positive Implications |

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| | | | and customer satisfaction. In a competitive landscape, these factors can set us apart and position us as a trusted leader in our industry. | - | |
| 10 | Corporate Governance and Compliance | Opportunity | Effective Corporate Governance and Compliance are critical for our business. By ensuring compliance, we ensure that our business adheres to all relevant laws and regulations, which not only protects us from legal repercussions but also enhances our credibility with our stakeholders.<br>By treating all stakeholders with respect and fairness, we demonstrate our commitment to ethical standards and create a strong foundation for sustainable growth. Neglecting this aspect can lead to regulatory non-compliance, resulting in penalties, fines and reputational damage. | - | Positive Implications |
| 11 | Community Development | Opportunity | Establishing effective community relations is crucial for our success. It helps to build trust, establish a positive reputation and gain support for our operations. The Company's regular interaction with the community not only strengthens relationships but also establishes a profound connection with them. The Company's dedication to these initiatives defines its commitment to social responsibility and community development. It is actively engaged in numerous Corporate Social Responsibility (CSR) initiatives, with a particular focus on promoting education, enhancing the well-being of senior citizens, eradicating poverty, and providing essential healthcare facilities to the community. | - | Positive Implications |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| **Policy and management processes** | | | | | | | | | |
| 1. a. Whether the Company's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| b. Has the policy been approved by the Board? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| c. Weblink of the policies, if available | All policies are available on the Company's website at: Policies at Dixon<br>1. 3TG and Conflict of Minerals Policy – aligned with Principle 2 (P-2)<br>2. Policy on Anti-Bribery & Anti-Corruption – aligned with Principle 1 (P-1)<br>3. Policy on Anti-Discrimination and Non-Harassment – aligned with Principle 5 (P-5)<br>4. Risk Management Policy – aligned with Principle 6 (P-6)<br>5. Policy on Determination of Materiality of Events and Information – aligned with Principle 1 (P-1)<br>6. Code of Conduct for Independent Directors – aligned with Principle 1 (P-1)<br>7. Familiarization Programme for Independent Directors – general governance enhancement<br>8. Corporate Social Responsibility Policy – aligned with Principle 8 (P-8)<br>9. Terms of Appointment of Independent Directors – general governance enhancement<br>10. Insider Trading Policy – aligned with Principle 1 (P-1)<br>11. Business Responsibility Policy – overarching ESG commitment<br>12. Dixon Quality Policy – aligned with Principle 2 (P-2)<br>13. Dixon Environmental Policy – aligned with Principle 6 (P-6)<br>14. Code of Conduct – aligned with Principles 1 and 3 (P-1 & P-3)<br>15. Preservation of Documents and Archival Policy – supports transparency and compliance<br>16. Related Party Transaction (RPT) Policy – aligned with Principle 1 (P-1)<br>17. Whistle Blower Policy – aligned with Principles 1 and 3 (P-1 & P-3)<br>18. Nomination and Remuneration Policy – aligned with Principle 5 (P-5)<br>19. Policy on Material Subsidiary – aligned with Principle 4 (P-4)<br>20. Policy on Board Diversity – supports inclusion and diversity<br>21. Occupational Health & Safety (OH&S) Policy – aligned with Principles 2 and 3 (P-2 & P-3)<br>22. Dixon Privacy Policy – aligned with Principle 9 (P-9)<br>23. Biodiversity Policy – aligned with Principle 6 (P-6)<br>24. Board Evaluation Policy – general governance enhancement<br>25. Stakeholder Engagement Policy – aligned with Principle 4 (P-4)<br>26. Conflict of Interest Policy – aligned with Principle 1 (P-1)<br>27. Succession Planning Policy – supports governance continuity | | | | | | | | |
| 2. Whether the Company has translated the policy into procedures. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |

| Disclosure Questions | | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| 3. | Do the enlisted policies extend to the Company's value chain partners? (Yes/No) | Yes. Among the listed policies, the Anti-Bribery & Anti-Corruption Policy, 3TG and the Conflict of Minerals Policy explicitly extend to the Company's value chain partners. These policies apply not only to employees and directors but also encompass agents, consultants, contractors, customers, and all entities associated with the Dixon Group, including its subsidiaries and joint ventures. This ensures ethical and responsible conduct across the entire value chain, reinforcing Dixon's commitment to transparency and sustainability | | | | | | | | |
| 4. | Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by the Company and mapped to each principle. | **Principle 1:**<br>• ISO 9001:2015 – Quality Management System<br>• RBA VAP – Responsible Business Alliance Validated Assessment Program<br>**Principle 2:**<br>• ISO 14001:2015 – Environmental Management System<br>• ISO 50001:2018 – Energy Management System<br>• ISO 9001:2015 – Quality Management System<br>• ISO 45001:2018 – Occupational Health and Safety<br>**Principle 3:**<br>• ISO 45001:2018 – Occupational Health and Safety Management System<br>**Principle 5:**<br>• ISO 45001:2018 – Occupational Health and Safety Management System<br>**Principle 6:**<br>• ISO 14001:2015 – Environmental Management System<br>• ISO 50001:2018 – Energy Management System<br>• ISO 9001:2015 – Quality Management System<br>• ISO 45001:2018 – Occupational Health and Safety<br>**Principle 9:**<br>• ESD S20:20<br>• RBA VAP – Responsible Business Alliance Validated Assessment Program<br>• ISO 27001-aligned – Information Security Policy | | | | | | | | |
| 5. | Specific commitments, goals and targets set by the Company with defined timelines, if any. | **Environment:**<br>**Energy Management and Emission Reduction**<br>• Achieve carbon neutrality by 2035.<br>• Continue reducing greenhouse gas emissions year-on-year (YoY).<br>**Waste Management**<br>• Recycle 100% of e-waste by 2032.<br>**Water Management**<br>• Reduce water intensity by 5% by 2032.<br>• Amplifying rainwater harvesting capacity.<br>**Biodiversity**<br>• Commit to avoiding the establishment of plants or operational activities in World Heritage sites and IUCN Category I-IV protected areas.<br>**Social:**<br>• Zero occupational fatalities across all units on a YoY basis.<br>**Governance:**<br>• Ensure full compliance with statutory environmental standards.<br>• Continue to innovate and apply new technologies in product development. | | | | | | | | |

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| 6. Performance of the Company against the specific commitments, goals and targets along with reasons, in case the same are not met. | Beginning in FY 2023-24, the Company formally embarked on its Environmental, Social, and Governance (ESG) journey, committing to continuous monitoring and evaluation of its performance against ESG targets. Over the course Dixon has successfully aligned its operations with its ESG strategy, equipping itself with the capability to track and oversee all material topics within the ESG domain. | | | | | | | | |
| **Governance, leadership and oversight** | | | | | | | | | |
| 7. Statement by Director, responsible for the Business Responsibility Report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | The Company is pleased to present its Business Responsibility and Sustainability Report (BRSR) for FY 2024-25, providing stakeholders with a comprehensive view of its sustainability performance. Committed to sustainable growth, the Company continues to develop products that meet consumer needs while actively minimizing environmental impact.<br>Through its environmental management strategy, the Company implements targeted measures to address challenges related to waste and water management, ensuring continuous monitoring and evaluation. These efforts have led to notable improvements in energy and water efficiency.<br>In addition, the Company fosters strong stakeholder engagement, prioritizing transparent communication to keep all parties informed about its sustainability initiatives. The BRSR underscores the Company's unwavering commitment to ethical business practices and sustainability, serving as a roadmap for its ESG objectives.<br>Recognizing that sustainability is an ongoing journey, the Company welcomes collective support in driving meaningful change. | | | | | | | | |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies). | **Mr. Atul B. Lall,**<br>**Vice Chairman & Managing Director**<br>**Telephone:** 0120-4737200<br>**Email:** atullall@dixoninfo.com | | | | | | | | |
| 9. Does the Company have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | The Company has a dedicated ESG Committee responsible for overseeing and implementing sustainability and ESG-related strategies. This Committee is chaired by Mr. Atul B. Lall, Vice Chairman and Managing Director, and includes One Independent Director. Further details can be accessed at Dixon Board Committees. | | | | | | | | |

10. Details of review of NGRBCs by the Company:

| Subject for review | Indicate whether review was undertaken by Director/Committee of the Board/any other Committee | | | | | | | | | Frequency (Annually/Half yearly/Quarterly/Any other – please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Y | | | | | | | | | The Company remains committed to implementing and adhering to all policies in compliance with applicable laws and regulations. These policies undergo regular review, as needed, by the Board of Directors and/or the ESG Committee, ensuring continuous refinement and the establishment of sustainable measures for the Company's long-term success. | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Y | | | | | | | | | The Company adheres to all applicable regulatory and legal requirements, with regular evaluations conducted by the respective Board committees or the Board of Directors. To ensure compliance and responsible business operations, the Company has implemented policies addressing key material areas, including environmental protection and employee health and safety. | | | | | | | | |

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| 11 | Product/Service | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | Has the entity carried out independent assessment /evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency. | Though the Company has not carried out any independent assessment/ evaluation of the working of its policies by an external agency, however, the Company has various policies in place which are regularly reviewed by the Board and Senior Management on timely basis to align the same with the best industry practices and latest amendments in rules, regulations and provisions. | | | | | | | | |

12. If answer to question (1) above is 'No' i.e. not all Principles are covered by a Policy, reasons to be stated:

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the Principle material to its business (Yes/ No) | Not Applicable | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | | | | | | | | | |
| It is planned to be done in the next financial year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

# Section C: PRINCPLE WISE PERFORMANCE DISCLOSURE

## Principle 1:

**Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicator:

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|---|---|---|---|
| Board of Directors | 9* | Familiarization programs and strategic meets are conducted through detailed presentations. A Director's handbook is also shared with the Directors, which includes the latest regulations, guidelines, and the responsibilities of Directors to keep them updated and posted. | 100% |
| Key Managerial Personnel | 4** | | 100% |
| Employees other than Board of Directors and KMPs*** | 1$ | Focus on training and development to build a skilled and efficient workforce. All employees are encouraged to upgrade skills regularly. Awareness programs on HR policies, POSH, and other human-related topics are also conducted. | 100% |
| Workers | 1$ | All the workers are encouraged to undergo programs on work ethics, fire safety drills, POSH awareness, reporting of fatalities/ accidents, and the importance of safety kits. | 100% |

*The Company had 7 Directors as on 31st March, 2025. 2 Directors ceased to be the Independent Directors of the Company effective 23rd February, 2025.
**Includes 2 Directors
$All the Employees and Workers are required to undergo the training and awareness programmes as mentioned hereinabove.

2. Details of fines /penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by Directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year:

| | Monetary | | | | |
|---|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In ₹) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine | 0 | 0 | 0 | NA | Nil |
| Settlement | 0 | 0 | 0 | NA | Nil |
| Compounding fee | 0 | 0 | 0 | NA | Nil |

| | Non-Monetary | | | |
|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Imprisonment | 0 | 0 | 0 | 0 |
| Punishment | 0 | 0 | 0 | 0 |

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|---|---|
| | Not appplicable |

4. Does the Company have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy

Yes, Dixon has adopted a comprehensive Anti-Corruption and Anti-Bribery Policy that demonstrates its firm stance against all forms of corruption. This policy applies to:

- Employees (including Board of Directors)
- Third parties such as intermediaries, consultants, and representatives associated with Dixon

The policy provides clear directives and guidance on identifying and addressing various forms of corruption, reaffirming Dixon's commitment to ethical business conduct.

Weblink to Policy: https://www.dixoninfo.com/corporate-governance

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Directors | 0 | 0 |
| KMPs | 0 | 0 |
| Employees | 0 | 0 |
| Workers | 0 | 0 |

6. Details of complaints with regard to conflict of interest

| | FY 2024-25 | | FY 2023-24 | |
|---|---|---|---|---|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | 0 | NA | 0 | NA |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | 0 | NA | 0 | NA |

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflict of interest.

No complaints or grievances were reported against the Board of Directors, Key Managerial Personnel (KMPs), Senior Management, or any other employees of the Company.

Accordingly, no remedial actions were necessitated or undertaken in this regard.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Number of days of accounts payables | 57 | 69 |

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | N.A | N.A |
| | b. Number of trading houses where purchases are made from | N.A | N.A |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses. | N.A | N.A |
| Concentration of Sales | a. Sales to dealer / distributors as % of total sales | N.A | N.A |
| | b. Number of dealers / distributors to whom sales are made | N.A | N.A |
| | c. Sales to top 10 dealers / distributors as % of total sales to dealer / distributors | N.A | N.A |
| Share of RPTs in | a. Purchases (Purchases with related parties / Total Purchases) | 6% | 4.53% |
| | b. Sales (Sales to related parties / Total Sales) | 5% | 2.35% |
| | c. Loans & advances given to related parties as % of Total loans & advances | 89% | 100% |
| | d. Investments in related parties / Total Investments made | 54% | 98.76% |

## Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year

| Total number of awareness programmes held | Topics/principles covered under the training | %age of value chain partners covered (by value of business done with such partners) under the awareness programmes |
|---|---|---|
| | Nil | |

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, the Company has established a comprehensive Conflict of Interest policy embedded within its Code of Conduct for Directors and Senior Management Personnel. This policy prohibits Directors and Senior Management from engaging in any business, activity, or relationship that may directly or indirectly conflict with the interests of the Company.

With regard to Related Party Transactions (RPTs), the Company ensures strict compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, and the Company's RPT Policy. Any RPTs, as identified under applicable laws and internal policies, are evaluated and approved by the Audit Committee, the Board of Directors, or the shareholders, as applicable, after ensuring full adherence to the prescribed framework.

Additionally, the Code of Conduct mandates that Directors and Senior Management must not exploit their position, the Company's resources, or confidential information for personal gain or to engage in any activities that compete with the Company's business interests. All personnel in leadership roles are expected to act in alignment with the highest standards of integrity and corporate responsibility.

# Principle 2:

**Business should provide goods and services in a manner that is sustainable and safe**

**Essential Indicator:**

1 Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.

| Segment | FY 2024-25 | FY 2023-24 | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R & D | Nil | Nil | - |
| Capex | Nil | Nil | - |

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Dixon Technologies strongly upholds the principle of sustainable sourcing as an integral part of its commitment to responsible business practices. The Company recognizes that embedding sustainability within its procurement processes plays a pivotal role in promoting environmental stewardship, social responsibility, and ethical governance across its value chain.

While a formal sustainable procurement strategy is yet to be institutionalized, the Company is proactively taking steps to integrate sustainability considerations into its overarching procurement framework. These efforts include aligning supplier selection and evaluation processes with sustainability parameters, promoting ethical sourcing, and engaging with vendors who demonstrate strong environmental and social performance.

b. If yes, what percentage of inputs were sourced sustainably?

Not Ascertained

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

| | |
|---|---|
| (a) Plastics (including packaging)<br>(b) E-waste<br>(c) Hazardous waste<br>(d) other waste. | Dixon Technologies is committed to strengthening its waste management systems across all operational facilities as part of its broader sustainability agenda. The Company adheres to all applicable environmental regulations and has instituted robust protocols to ensure the responsible handling and disposal of waste.<br>Operating in a B2B manufacturing model for various brands in the electronics industry, the Company generates a variety of waste types during production, including plastic waste, electronic waste (e-waste), and hazardous waste. To ensure safe and compliant disposal, Dixon has partnered with authorized third-party recyclers accredited by the Central and State Pollution Control Boards.<br>Dixon does not reclaim end-of-life products due to its B2B business model. All the manufacturing facilities of the Company are Zero Waste to Landfill. This reflects the Company's firm commitment to minimizing environmental impact and promoting circularity in operations. All generated waste is managed securely and disposed of through regulated channels, reaffirming Dixon's alignment with sustainable manufacturing practices |

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

In accordance with the Plastic Waste Management Rules, 2016, and Battery Waste Management Rules, 2022, including their subsequent amendments, Extended Producer Responsibility (EPR) is applicable for the Company based on the specific requirements of relevant rules.

As per the guidelines, EPR for plastic waste is applicable to Dixon. This means that Dixon must adhere to the specific requirements laid out in these rules to ensure proper management and disposal of plastic waste.

Our Company is committed to ensuring compliance with all relevant EPR regulations. We achieve this by continuously monitoring legislative amendments and assessing their applicability within our organization. This approach helps us stay updated with any changes in the laws and ensures that we are always in compliance with the latest regulations.

## Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

| NIC Code | Name of Product /Service | % of total Turnover contributed | Boundary for which the Life Cycle Perspective / Assessment was conducted | Whether conducted by independent external agency (Yes/ No) | Results communicated in public domain (Yes/No) If yes, provide the web-link. |
|---|---|---|---|---|---|
| No, the Company has not conducted any Life Cycle Perspective/ Assessments (LCA) for any of its products. | | | | | |

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

| Name of Product / Service | Description of the risk / concern | Action Taken |
|---|---|---|
| Not Applicable | | |

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

| Particulars | Recycled or re-used input material to total material | |
|---|---|---|
| | FY 2024-25 | FY 2023-24 |
| Nil | | |

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

| | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Re-used | Recycled | Safely Disposed | Re-used | Recycled | Safely Disposed |
| Plastics (including packaging) | Not Applicable. As Dixon Technologies does not directly receive products or packaging materials at the end of their life cycle | | | | | |
| E-waste | | | | | | |
| Hazardous waste | | | | | | |
| Other waste | | | | | | |

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5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

| Indicate product category | Reclaimed products and their packaging materials as % of total products sold in respective category |
|---|---|
| Not Applicable | |

# Principle 3:

**Business should respect and promote the wellbeing of all employees, including those in their value chains**

## Essential Indicator:

1. A. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities# | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | % (D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 1366 | 1366 | 100% | 1366 | 100% | 0 | 0 | 1366 | 100% | 1366 | 100% |
| Female | 75 | 75 | 100% | 75 | 100% | 75 | 100% | 0 | 0 | 75 | 100% |
| **Total** | **1441** | **1441** | **100%** | **1441** | **100%** | **75** | **100%** | **1366** | **100%** | **1441** | **100%** |
| **Other than Permanent employees** | | | | | | | | | | | |
| Male | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Female | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Total** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** | **0** |

b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities# | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | No. (D) | % (D/A) | No. (E) | % (E/A) | No. (F) | % (F/A) |
| **Permanent Workers** | | | | | | | | | | | |
| Male | 117 | 117 | 100% | 117 | 100% | NA | 0 | 117 | 100% | 117 | 100% |
| Female | 9 | 9 | 100% | 9 | 100% | 9 | 100% | 0 | 0 | 9 | 100% |
| **Total** | **126** | **126** | **100%** | **126** | **100%** | **9** | **100%** | **117** | **100%** | **126** | **100%** |
| **Other than Permanent Workers** | | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| **Total** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** |

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Cost incurred on wellbeing measures as a % of total revenue of the company | 0.04% | 0.08% |

**Note:** This disclosure pertains to permanent employees and permanent workers only. Expenditure considered for the aforesaid disclosure includes Workmen Compensation Insurance, LIC, Group Personal Accident Insurance, Health Insurance, Personal Accident Insurance, maternity benefits, and paternity benefits.

2. Details of retirement benefits, for Current and Previous Financial Year.

| Benefits | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| PF | 100% | 100% | Y | 100% | 100% | Y |
| Gratuity | 100% | 100% | Y | 100% | 100% | Y |
| ESI | 11% | 60% | Y | 100% | 100% | Y |
| Others- please specify | - | - | - | - | - | - |

Note: Workers are covered under ESI. Those who are out of ESI, have been provided medical insurance policy by the Company. The aforesaid data pertains to Permanent- On roll employees and workers.

3. Accessibility of workplaces

Are the premises/offices of the Company accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the Company in this regard.

Dixon Technologies is committed to upholding the provisions of the Rights of Persons with Disabilities Act, 2016. While the Company currently does not have any employees or workers with disabilities, it remains proactive in fostering an inclusive and accessible work environment. In alignment with this commitment, Dixon is planning to undertake infrastructure developments such as the construction of access ramps and installation of elevators to ensure ease of access for individuals with disabilities. These efforts reflect the Company's broader dedication to inclusivity, equal opportunity, and creating a workplace that accommodates diverse needs.

4. Does the Company have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

At Dixon Technologies, respect and equality are core values that define the Company's culture and approach to business.

The well-being of employees is of paramount importance, and Dixon is committed to fostering a workplace where individuals are valued, respected, and empowered to grow. The organization actively promotes diversity and inclusion and is firmly committed to eliminating any form of bias based on caste, creed, religion, gender, or background.

With a strong emphasis on gender diversity, a significant proportion of women are employed across various production lines. The Company also upholds pay parity across roles, reinforcing its commitment to fairness and equality. Guided by its Code of Conduct and supported by formal anti-discrimination and non-harassment policies, Dixon strives to provide equal employment opportunities to all.

The Company fosters an inclusive workplace through several key initiatives:

- Unbiased recruitment practices.
- Sourcing from diverse candidate pools.
- An inclusive work culture that promotes mutual respect and collaboration.
- Career development opportunities for all.
- Regular monitoring and evaluation.

5. Return to work and Retention rates of permanent employees and workers that took paternal/maternal leave.

| Gender | Permanent Employees | | Permanent Workers | |
|---|---|---|---|---|
| | Return to work rate | Retention Rate | Return to work rate | Retention Rate |
| Male | 100% | 86% | 100% | 100% |
| Female | 67% | 100% | - | - |
| Total | 100% | 86% | 100% | 100% |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| | Yes/No (If yes, then give details of the mechanism in brief) |
|---|---|
| Permanent workers | Yes, Employees at Dixon can raise any concerns to their business heads or to the Chief Human Resources Officer (CHRO) of Dixon. Dixon has multiple lines of communication open for employees and workers to discuss their concerns. Dixon also has a whistle blower policy/ vigil mechanism and POSH committees across all the units of the Company to address any grievances and complaints. |
| Other than permanent workers | |
| Permanent employees | |
| Other than permanent employees | |

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

| | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total employees/ workers in respective category (A) | No. of employees /workers in respective category, who are part of association(s) or Union(B) | %(B/A) | Total employees/ workers in respective category (C) | No. of employees /workers in respective category, who are part of association(s) or Union(D) | %(D/C) |
| **Total Permanent Employees** | 1441 | 0 | 0 | 1522 | 0 | 0 |
| - Male | 1366 | 0 | 0 | 1446 | 0 | 0 |
| - Female | 75 | 0 | 0 | 76 | 0 | 0 |
| **Total Permanent Workers** | 126 | 0 | 0 | 171 | 0 | 0 |
| - Male | 117 | 0 | 0 | 162 | 0 | 0 |
| - Female | 9 | 0 | 0 | 9 | 0 | 0 |

8. Details of training given to employees and workers:

| Category | FY 2024-25 | | | | | FY 2023-24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On health and safety measures | | On skill upgradation | | Total (D) | On health and safety measures | | On skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| | | | | | Employees | | | | | |
| Male | 1366 | 918 | 67% | 513 | 38% | 1446 | 721 | 49.86% | 799 | 55.26% |
| Female | 75 | 33 | 44% | 26 | 35% | 76 | 29 | 38.16% | 49 | 64.47% |
| **Total** | **1441** | **951** | **66%** | **539** | **37%** | **1522** | **750** | **49.28%** | **848** | **55.72%** |
| | | | | | Workers | | | | | |
| Male | 4890 | 4890 | 100% | 4890 | 100% | 4147 | 4147 | 100% | 4147 | 100% |
| Female | 2559 | 2559 | 100% | 2559 | 100% | 1980 | 1980 | 100% | 1980 | 100% |
| **Total** | **7449** | **7449** | **100%** | **7449** | **100%** | **6127** | **6127** | **100%** | **6127** | **100%** |

9. Details of performance and career development reviews of employees and workers:

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 1366 | 1366 | 100% | 1446 | 1291 | 89% |
| Female | 75 | 75 | 100% | 76 | 65 | 86% |
| **Total** | **1441** | **1441** | **100%** | **1522** | **1356** | **89%** |
| **Workers** | | | | | | |
| Male | 4890 | 4890 | 100% | 4147 | 4147 | 100% |
| Female | 2559 | 2559 | 100% | 1980 | 1980 | 100% |
| **Total** | **7449** | **7449** | **100%** | **6127** | **6127** | **100%** |

Note: Workers above includes Permanent and other than Permanent workers.

10. Health and Safety Management System:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes. Dixon Technologies has implemented a robust Occupational Health and Safety Management System in accordance with ISO 45001 standards. This system is uniformly deployed across all its manufacturing plants and office locations. It encompasses a comprehensive framework for safety training, risk identification, incident management and continuous improvement. Employees are provided with appropriate safety equipments and gears and the Company conducts regular audits to ensure adherence to safety protocols. Employee engagement and feedback mechanisms further reinforce a strong culture of safety, ensuring a secure and productive workplace.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Dixon Technologies adopts a structured Hazard Identification and Risk Assessment (HIRA) methodology to proactively identify, assess, and mitigate risks across its operations. Routine and non-routine hazards are identified through:

- Regular workplace inspections,
- Safety walkthroughs and job hazard analyses,
- Interactive sessions and discussions with employees and contract workers
- Maintenance of OHS observation sheets at each unit for tracking incidents.

All identified risks are evaluated on severity and likelihood, followed by the implementation of appropriate control measures. The Company places strong emphasis on preventive action and systematic monitoring to reduce potential risks at the source.

c. Whether you have processes for workers to report work related hazards and to remove themselves from such risks. (Y/N)

Yes. The Company has established well-defined channels for hazard reporting. The Company places a high emphasis on extensive training for all its employees enabling them to identify work-related hazards effectively. Each unit appoints dedicated safety officers who serve as the first point of contact for employees to report work-related hazards. Employees are empowered to withdraw from unsafe conditions without fear of reprisal. Reported hazards are addressed within a defined timeframe, and unresolved issues are escalated to senior management for prompt Intervention. In the Company's annual report for 2024-25, various aspects related to safety are detailed, including the number of safety-related incidents, measures taken to ensure a safe and healthy workplace, the number of complaints made by employees and workers, assessments for the year, and details of any corrective action taken or underway to address safety-related incidents are shown.

This comprehensive approach underscores Dixon Technologies' commitment to maintaining a safe and healthy work environment for its employees, thereby fostering productivity and well-being..

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. In addition to workplace-related health services, employees and workers have access to non-occupational medical and healthcare facilities. These services support the holistic well-being of personnel and reflect the Company's broader commitment to employee welfare.

11. Details of safety related incidents, in the following format:

| Safety Incident /Number | Category* | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| Total recordable work-related injuries | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |

*Including the Contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Dixon places utmost importance on the safety, health, and overall well-being of its employees and workers. The Company has embedded a culture of safety across all operations, underpinned by proactive risk management, continuous improvement, and a commitment to employee welfare. To foster a safe working environment, the following key measures have been implemented:

- Safety Awareness Campaigns: Regular awareness drives are conducted to educate employees and workers about workplace safety practices and hazard prevention.
- Shop Floor Management (1S, 2S and 5S): Supervisors ensure adherence to the 1S, 2S and 5S principles (Sort and Set in Order), maintaining cleanliness and order on the shop floor, which significantly reduces the risk of accidents.
- Routine Safety Audits & Inspections: Periodic safety audits and planned inspections are carried out for both plant operations and auxiliary equipment to identify and rectify safety non-conformities.
- Risk Assessment & Control: All routine and non-routine factory activities are systematically assessed using risk rating mechanisms. Based on the potential impact and severity, control measures are implemented to mitigate risks.
- Corrective and Preventive Actions (CAPA): Non-conformities are addressed through horizontal deployment of CAPA, ensuring lessons learned are shared across departments to prevent recurrence.
- Employee Health & Wellness: Beyond physical safety, the Company promotes holistic well-being through wellness programs, mental health support, and initiatives aimed at maintaining a healthy work-life balance.

In support of its safety framework, Dixon has established a comprehensive Environment, Health, and Safety (EHS) Management System, certified with international standards including:

- ISO 9001:2015 – Quality Management System
- ISO 14001:2015 – Environmental Management System
- HIRA – Hazard Identification and Risk Assessment
- RA – Risk Assessment
- CAPA – Corrective and Preventive Action system

13. Number of Complaints on the following made by employees and workers:

| | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Working Conditions | 0 | 0 | NA | 0 | 0 | NA |
| Health & Safety | 0 | 0 | NA | 0 | 0 | NA |

14. Assessments for the year:

| | % of plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100% |
| Working Conditions | 100% |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Dixon Technologies (India) Limited has established a robust Corrective and Preventive Action (CAPA) Standard Operating Procedure (SOP) to address safety-related observations and incidents effectively. This framework ensures that any non-conformities or risks identified during audits or routine inspections are promptly rectified, preventing recurrence and enhancing workplace safety.

Key elements of the CAPA implementation include:

- Timely Remediation: All audit findings are immediately evaluated, and corrective actions are taken without delay.
- Parallel Dissemination: Once corrective measures are finalized, they are disseminated concurrently across all manufacturing units to ensure uniform implementation and minimize future risks.

In addition to CAPA, regular safety and security audits are conducted across all plant locations. These audits form an integral part of the Company's risk mitigation strategy and serve to:

- Reinforce adherence to internal safety protocols and statutory guidelines.
- Identify potential hazards and operational inefficiencies.
- Foster a culture of continuous improvement and accountability in safety performance

## Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, life insurance and compensatory benefits are extended to both (A) employees and (B) workers. These are primarily provided through government-mandated schemes under the Employees' Provident Fund Organisation (EPFO) and Employees' State Insurance Corporation (ESIC). In addition to statutory coverage, Dixon has instituted a dedicated Welfare Fund, which is utilized to provide ex-gratia financial assistance in the unfortunate event of an employee's or worker's death. This underlines the Company's commitment to support the families of its workforce during difficult times.

2. Provide the measures undertaken by the entity to ensure payment of statutory dues by the value chain partners.

Dixon Technologies has implemented stringent processes to ensure compliance with statutory obligations across its value chain. The Company has adopted the following measures:

- Contractual Safeguards: All agreements with vendors and service providers include mandatory clauses requiring adherence to statutory provisions such as Provident Fund (PF) and Employees' State Insurance (ESI).
- Regular Compliance Audits: The Company periodically reviews statutory payments through internal audit mechanisms, ensuring that all deductions and deposits are in line with applicable laws.
- Timely Payments: Dixon ensures prompt payment to vendors, service providers, and workers, aligning with all applicable statutory and regulatory frameworks.

3. Provide the number of employees/workers having suffered grave consequences due to work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

| Particulars | Total No. of affected employees/ workers | | No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment | |
|---|---|---|---|---|
| | FY 2024-25 | FY 2023-24 | FY 2024-25 | FY 2023-24 |
| Employees | 0 | 0 | 0 | 0 |
| Workers | 0 | 0 | 0 | 0 |

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Dixon Technologies is committed to fostering continuous professional development by offering training programs throughout the employee lifecycle. These initiatives are designed to cater to the diverse functional needs across departments and are aimed at enhancing technical, behavioural, and leadership competencies..

As of now, the Company has not implemented formal transition assistance programs to support employees during career endings resulting from retirement or termination of employment. However, the Company remains focused on exploring structured transition support mechanisms in the future as part of its commitment to responsible employment practices and long-term employability.

5. Details on assessment of value chain partners:

| | % of value chain partners (by value of business done with such partners) that were assessed |
|---|---|
| Health and safety practices | The Company has not yet undertaken any assessment of value chain partners. |
| Working Conditions | |

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

# Principle 4:

**Business should respect the interests of and be responsive to all its stakeholders**

**Essential Indicator:**

1. Describe the processes for identifying key stakeholder groups of the Company.

Dixon Technologies firmly believes that strong and transparent stakeholder relationships are the cornerstone of long-term value creation. We recognize the pivotal role our stakeholders play in shaping our business and social impact. At Dixon, stakeholders are not only seen as beneficiaries but also as strategic partners in our growth journey.

We define our key stakeholders as those who are significantly impacted by our operations or who possess the ability to influence our business outcomes. These include investors, shareholders, Board members, employees, local communities, suppliers, customers, contractors, and government authorities.

To address their evolving needs and expectations, Dixon maintains regular, structured engagement through meaningful dialogue, collaboration, and continuous interaction. This helps us understand and address material concerns, identify opportunities for improvement, and integrate stakeholder insights into our business strategy.

Our approach to stakeholder engagement is formalized through the Stakeholder Engagement Policy, which is accessible at: https://www.dixoninfo.com/corporate-governance.

2. List stakeholder groups identified as key for the Company and the frequency of engagement with each stakeholder group.

| Stakeholder Group | Whether identified as vulnerable & marginalised group (Yes/No) | Channels of communication (Emails, SMS, Newspapers, Pamphlets, Advertisements, Community Meetings, Notice Board, Website, Others) | Frequency of engagement (Annually, Half yearly, quarterly / others- please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Investors/ Shareholders | No | • Annual General Meetings<br>• Company Website<br>• Investor Analyst Meets / Calls<br>• Annual Reports<br>• Press Releases<br>• Quarterly / Half-Yearly / Annual Financial Statements | Quarterly / Half-Yearly / Annually | To meet statutory requirements and maintain transparency.<br>Key topics:<br>• Business updates<br>• Financial performance<br>• Corporate governance<br>• ESG disclosures |
| Employees | No | • Email<br>• Employee Surveys<br>• Company Website<br>• Annual Performance Reviews<br>• Engagement Activities | Ongoing | To foster employee well-being and engagement.<br>Key topics:<br>• Training & development<br>• Rewards & recognition<br>• Familiarization with business performance and goals |
| Community | Yes | • CSR Initiatives<br>• Volunteering Initiatives | Ongoing / Regular Basis | To uplift local communities and act as a responsible corporate citizen.<br>Key topics:<br>• CSR project delivery<br>• Evaluation and impact assessment |
| Customers and Suppliers | No | • Emails<br>• Newspaper Advertisements<br>• Social media<br>• Company Website<br>• Face-to-Face Meetings | Ongoing / Regular Basis | To support business continuity and build long-term partnerships.<br>Key topics:<br>• Customer feedback<br>• Business development<br>• Supplier audits |
| Government Authorities | No | • Statutory Disclosures and Filings<br>• Official Meetings | Ongoing / Regular Basis | To ensure business compliance within the regulatory framework.<br>Key topics:<br>• Regulatory compliance<br>• Taxation and other legal obligations |

## Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

   The Company actively engages with stakeholders to address key issues and gather feedback on its business operations, with a strong emphasis on environmental, social, and governance (ESG) parameters. To facilitate this, the Company has an ESG Committee dedicated to sharing insights from various stakeholder groups. Additionally, Dixon has a CSR Committee responsible for overseeing, monitoring, and guiding its corporate social responsibility (CSR) initiatives. To safeguard operations against potential risks, the Company has established a Risk Management Committee, which plays a pivotal role in identifying threats and formulating effective mitigation strategies.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Yes, Dixon Technologies actively leverages stakeholder consultations to identify, prioritize, and manage key environmental and social issues. As part of this process, the Company conducted a comprehensive materiality assessment to map sustainability topics that are most relevant to its operations and stakeholders. These engagements involved diverse stakeholder groups, including employees, investors, suppliers, customers, and local communities.

   Insights gathered from these engagements informed the prioritization of material ESG topics and directly influenced the Company's policy formulation and operational strategy. This approach ensures that Dixon's sustainability initiatives remain responsive to stakeholder expectations and aligned with the Company's long-term mission and values.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

   Dixon Technologies demonstrates a strong commitment to supporting vulnerable and marginalized communities. Through its CSR initiatives, the Company partners with local NGOs and community leaders to address critical issues such as access to education, healthcare, women empowerment, and skill development. The details pertaining to CSR initiatives taken by the Company are specified in the CSR section of the Integrated Report of the Company.

   Employee volunteering is also a key component of these efforts, fostering meaningful interactions and providing direct assistance to underprivileged groups. These initiatives are designed to promote inclusive growth and community resilience. Detailed disclosures on these efforts can be found in the "Communities" section of the Integrated Report.

# Principle 5:

**Business should respect and promote human rights**

### Essential Indicator:

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees /workers covered (B) | % (B/A) | Total (C) | No. of employees /workers covered (D) | % (D/C) |
| **Employees** | | | | | | |
| Permanent | Nil | Nil | Nil | Nil | Nil | Nil |
| Other than Permanent | Nil | Nil | Nil | Nil | Nil | Nil |
| **Total Employees** | **Nil** | **Nil** | **Nil** | **Nil** | **Nil** | **Nil** |

| Category | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees /workers covered (B) | % (B/A) | Total (C) | No. of employees /workers covered (D) | % (D/C) |
| **Workers** | | | | | | |
| Permanent | Nil | Nil | Nil | Nil | Nil | Nil |
| Other than Permanent | Nil | Nil | Nil | Nil | Nil | Nil |
| **Total Workers** | **Nil** | **Nil** | **Nil** | **Nil** | **Nil** | **Nil** |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2024-25 | | | | | FY 2023-24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 1366 | 0 | 0 | 1366 | 100% | 1446 | 0 | 0 | 1446 | 100% |
| Female | 75 | 0 | 0 | 75 | 100% | 76 | 0 | 0 | 76 | 100% |
| **Other than Permanent** | | | | | | | | | | |
| Male | 0 | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0 | 0% |
| Female | 0 | 0 | 0 | 0 | 0% | 0 | 0 | 0 | 0 | 0% |
| **Workers** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 117 | 0 | 0 | 117 | 100% | 162 | 0 | 0 | 162 | 100% |
| Female | 9 | 0 | 0 | 9 | 100% | 9 | 0 | 0 | 9 | 100% |
| **Other than Permanent** | | | | | | | | | | |
| Male | 4773 | 4773 | 100% | - | - | 3985 | 1580 | 39.65% | 2405 | 60.35% |
| Female | 2550 | 2550 | 100% | - | - | 1971 | 1578 | 80.06% | 392 | 19.89% |

3. Details of remuneration/salary/wages, in the following format:

a. The details are provided below:

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration / salary / wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 7 | 2,15,00,000 | 2 | 8,00,000 |
| Key Managerial Personnel | 4 | 2,93,79,320 | 0 | 0 |
| Employees other than BoD and KMP | 1,362 | 4,86,113 | 75 | 6,00,000 |
| Workers | 117 | 2,49,648 | 9 | 2,59,343 |

Note: above figures are on a standalone basis and includes details of Permanent employees and workers.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Gross wages paid to females as % of total wages | 18.37% | 4.51% |

Note: For the aforesaid calculation, the proportion of gross wages paid to permanent female employees and permanent female workers is based on actual figures. However, the figure of gross wages paid to contractual female workers has been derived on an estimation basis.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. Dixon Technologies has designated focal points at each business unit and factory location through its Human Rights Division, which is responsible for addressing and resolving human rights-related concerns.

In addition, Dixon's Whistleblower Policy serves as a formal channel for reporting grievances related to a wide spectrum of human rights issues, including sexual harassment (POSH), child labor, human trafficking, workplace safety, discrimination, and violations of personal dignity. Employees are encouraged to submit complaints confidentially to the designated authority, and all submissions are addressed with sensitivity and urgency

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Dixon Technologies upholds a zero-tolerance approach towards human rights violations and has embedded strong internal mechanisms for redressal of such grievances. The Human Resources departments across all locations—factories and corporate offices—monitor human rights adherence and are tasked with investigating reported concerns.

Employees have open access to the DARWIN portal, an internal platform that facilitates secure reporting of grievances and potential human rights infringements. Additionally, a dedicated POSH Committee is established at all applicable units to handle cases involving sexual harassment, ensuring a safe and respectful work environment for women.

Further, employees, workers, and senior management are encouraged to escalate human rights concerns through multiple reporting channels, including business heads, supervisors, or the Whistleblower Mechanism, ensuring transparency, accountability, and timely resolution.

6. Number of Complaints on the following made by employees and workers:

The details are provided below:

| | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Sexual Harassment | 2 | 1 | One complaint received during FY 2024-25 was resolved on 17th April, 2025. | 2 | 0 | All the complaints were resolved |
| Discrimination at workplace | 0 | 0 | | 0 | 0 | |
| Child Labour | 0 | 0 | | 0 | 0 | |
| Forced Labour/Involuntary Labour | 0 | 0 | | 0 | 0 | |
| Wages | 0 | 0 | | 0 | 0 | |
| Other Human rights related issues | 0 | 0 | | 0 | 0 | |

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | 2 | 2 |
| ii) Complaints on POSH as a % of female employees / workers | 2.38% | 0.10% |
| iii) Complaints on POSH upheld | 2 | 2 |

Note(s): (1) Of the 2 POSH complaints received, one complaint was disposed off on 17th April, 2025

(2) Only permanent employees and permanent workers of the Company have been considered for the purpose of reporting under this indicator.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Dixon Technologies is firmly committed to fostering a workplace rooted in respect, dignity, and fairness. The Company upholds a zero-tolerance policy towards any form of discrimination or harassment based on race, colour, religion, gender, sexual orientation, age, disability, or any other protected characteristic. This commitment is enshrined in its Anti-Discrimination and Anti-Harassment Policy, which serves as a cornerstone of Dixon's inclusive work culture.

Key elements of the policy include:

- **Clear Guidelines:** The policy explicitly defines discrimination and harassment, ensuring that all employees are aware of their rights and responsibilities.
- **Robust Reporting Mechanism:** Confidential and accessible channels are available for employees to report grievances. All reported cases are addressed promptly and resolved with integrity and fairness.
- **Regular Training and Awareness:** Ongoing programs are conducted to educate employees about acceptable workplace behaviour and the importance of inclusivity and mutual respect.

In addition, Dixon Technologies has implemented a comprehensive Prevention of Sexual Harassment (POSH) Policy aligned with legal and ethical standards. A dedicated Internal Complaints Committee (ICC) comprising trained, impartial members—is responsible for addressing and resolving all POSH-related complaints while maintaining strict confidentiality and compliance with the law.

To reinforce its commitment:

- Awareness workshops and sensitization sessions are held regularly across all units.
- Disciplinary actions, ranging from counselling to termination, are enforced based on the severity of misconduct and in line with applicable policies.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. Dixon Technologies places strong emphasis on the protection and promotion of human rights across its operations and value chain. The Company's Code of Conduct outlines expectations regarding ethical behaviour, including respect for human dignity and labor rights.

Dixon ensures that human rights clauses such as prohibitions on child labor, forced labour, and any form of discrimination are integrated into its contracts and business agreements with suppliers, contractors, and other third-party stakeholders. The Company actively encourages all value chain partners to align with its standards and fosters accountability through regular engagement and contractual obligations

10. Assessment for the year:

| | % of the Company's plants and offices that were assessed (by the Company or statutory authorities or third parties) |
|---|---|
| Child Labour | 100% |
| Forced Labour/Involuntary Labour | 100% |
| Sexual Harassment | 100% |
| Discrimination at workplace | 100% |
| Wages | 100% |
| Other- please specify | - |

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

    Not applicable

## Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

   Dixon Technologies has not encountered any human rights grievances that necessitated changes to existing business processes. However, the Company remains vigilant and committed to making process-level changes as and when required to uphold its human rights obligations.

2. Details of the scope and coverage of any Human rights due diligence conducted.

   Dixon Technologies has conducted human rights assessment as part of its broader commitment to ESG principles. This includes obtaining feedback from employees on aspects such as workplace dignity, safety, inclusion, and equity. Additionally, the Company participates in the 'Great Place to Work' survey each year, which evaluates workplace practices across parameters like Credibility, Respect, Fairness, Pride, and Camaraderie.

   Dixon's repeated recognition as a "Great Place to Work" for four consecutive years is a testament to the effectiveness of these assessments and the Company's ongoing commitment to fostering a respectful and inclusive workplace.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

   Dixon Technologies is working towards developing an infrastructure that is equipped with appropriate infrastructure to support access for differently abled visitors. This includes ramps, elevators, and other necessary modifications. The Company strongly believes in creating an inclusive environment that upholds dignity and accessibility for all individuals, in full compliance with the Rights of Persons with Disabilities Act, 2016.

4. Details on assessment of value chain partners:

| | **% of value chain partners (by value of business done with such partners) that were assessed** |
|---|---|
| Sexual Harassment | During the year, the Company has not conducted any assessment for its value chain partners, however, the same are being assessed on ROHS and EHS parameters. |
| Discrimination at workplace | |
| Child Labour | |
| Forced Labour/Involuntary Labour | |
| Wages | |
| Others – please specify | |

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

   None as no assessment of the value chain partners was conducted during the year.

# Principle 6:

**Business should respect and make efforts to protect and restore the environment.**

## Essential Indicator:

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | FY 2024-25 (TJ) | FY 2023-24 (TJ) |
|---|---|---|
| **From renewable sources (TJ)** | | |
| Total electricity consumption (A) | 17.05 | 15.22 |
| Total fuel consumption (B) | - | 0.29 |
| Energy consumption through other sources (C) | - | - |
| **Total energy consumed from renewable sources (A+B+C)** | **17.05** | **15.51** |
| **From non-renewable sources (TJ)** | | |
| Total electricity consumption (D) | 139.49 | 88.98 |
| Total fuel consumption (E) | 16.84 | 14.19 |
| Energy consumption through other sources (F) | - | - |
| **Total energy consumed from non- renewable sources (D+E+F)** | **156.34** | **103.17** |
| **Total energy consumed (A+B+C+D+E+F)** | **173.78** | **118.68** |
| **Energy intensity per Lakh Rupee of turnover** (Total energy consumed / Revenue from operations) | 0.00032 | 0.00018 |
| **Energy intensity per Lakh Rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total energy consumed / Revenue from operations adjusted for PPP)* | 0.00663 | 0.32 |
| **Energy intensity in terms of physical output (Lakh Units)**** | 0.10236 | - |
| **Energy intensity** (optional) – the relevant metric may be selected by the entity | - | - |

* The source for Purchasing Power Parity (PPP) is International Monetary Fund (IMF). The PPP rates considered is 20.66 as per the 2025 update

**For the purpose of calculating energy intensity in terms of physical output, number of units of various products manufactured by Dixon have been considered.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance for BRSR Core Indicators has been carried out by an external agency i.e. Forvis Mazars LLP.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, Dixon Technologies has not identified any of its sites or facilities as Designated Consumers (DCs) under the Perform, Achieve and Trade (PAT) scheme. However, the Company continues to pursue internal energy efficiency initiatives and remains aligned with national energy conservation goals.

3. Provide details of the following disclosures related to water, in the following format:

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Water withdrawal by source (in kiloliters)** | | |
| (i) Surface water | 0 | 0 |
| (ii) Groundwater | 41,654.19 | 2,99,526 |
| (iii) Third party water | 30,096.20 | 9,697 |
| (iv) Seawater / desalinated water | 0 | 0 |
| (v) Others | 0 | 0 |
| **Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)** | **71,750.39** | **3,09,223** |
| **Total volume of water consumption (in kilolitres)** | **55,277.63** | **2,95,919.4** |

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Water intensity per Lakh Rupee of turnover** (Total water consumption / Revenue from operations) | 0.10 | 0.46 |
| **Water intensity per Lakh Rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total water consumption / Revenue from operations adjusted for PPP) | 2.11 | 1056.03 |
| **Water intensity in terms of physical output (Lakh Units)*** | 32.63 | - |
| **Water intensity** (optional) – the relevant metric may be selected by the entity | - | - |

*For the purpose of calculating water intensity in terms of physical output, number of units of various products manufactured by Dixon have been considered.

**Note:** At one location, where direct measurement of water withdrawal and consumption is not available, water usage has been estimated in line with the guidelines of the Central Ground Water Authority (CGWA), as recommended by the Industry Standard Forum under the BRSR Core framework. As per CGWA norms, standard water consumption for office settings is considered as 45 litres per person per working day. Accordingly, withdrawal and consumption figures for this location have been derived by multiplying the average number of employees by 45 Litres and the number of working days.

For certain other locations, where water withdrawal is being measured but corresponding consumption and discharge data is not monitored, it has been assumed that 50% of the withdrawn water is consumed and the remaining 50% is discharged.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance for BRSR Core indicators has been carried out by an external agency i.e. Forvis Mazars LLP.

4. Provide the following details related to water discharged:

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) To Surface water | - | Nil |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (ii) To Groundwater | - | 4,059.6 |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | 4,059.6 |
| (iii) To Seawater | - | Nil |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (iv) Sent to third-parties | 10,984.47 | 9,244 |
| - No treatment | 10,984.47 | 5,980 |
| - With treatment – please specify level of treatment | - | 3,264 |
| (v) Others | 5,488.29 | Nil |
| - No treatment | 4,467 | - |
| - With treatment – Secondary Treatment | 1,021.29 | - |
| **Total water discharged (in kiloliters)** | **16,472.76** | **13,303.60** |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance for BRSR Core indicators has been carried out by an external agency i.e. Forvis Mazars LLP.

5. Has the Company implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Although water consumption at Dixon Technologies is relatively minimal due to the nature of its operations in the electronics manufacturing sector, the Company consistently undertakes initiatives to optimize water use and ensure responsible wastewater management. Most Dixon facilities are equipped with Sewage Treatment Plants (STPs) to treat wastewater generated primarily from sanitation facilities. The treated water is reused within the premises, particularly for gardening and landscaping, thereby promoting water conservation. All practices are in compliance with the applicable regulatory guidelines issued by environmental authorities.

6. Please provide details of air emissions (other than GHG emissions) by the Company, in the following format:

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| $NO_x$ | µg/m³ | 24.48 | 29.09 |
| $SO_x$ | µg/m³ | 16.01 | 16.16 |
| Particulate matter (PM) (Including PM10 & PM2.5) | µg/m³ | 126.18 | 120.40 |
| Persistent organic pollutants (POP) | - | - | - |
| Volatile organic compounds (VOC) | - | - | - |
| Hazardous air pollutants (HAP) | - | - | - |
| Others – please specify Mercury, Cadmium, Chromium etc. | - | - | - |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**No**

7. Provide details of greenhouse gas emissions (Scope1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| **Total Scope 1 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | 2,170.40 | 621 |
| **Total Scope 2 emissions** (Break-up of the GHG into CO2, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | 28,170.13 | 20,342 |
| **Total Scope 1 and Scope 2 emission intensity per Lakh rupee of turnover** (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | | 0.056 | 0.03 |
| **Total Scope 1 and Scope 2 emission intensity per Lakh rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) | | 1.16 | 78.71 |
| **Total Scope 1 and Scope 2 emission intensity in terms of physical output* (t (Lakh Units))** | | 17.91 | - |
| **Total Scope 1 and Scope 2 emission intensity** (optional) – the relevant metric may be selected by the entity | - | - | - |

*For the purpose of calculating total Scope 1 and Scope 2 emission intensity in terms of physical output, number of units of various products manufactured by Dixon have been considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance for BRSR Core indicators has been carried out by an external agency i.e. Forvis Mazars LLP.

8. Does the Company have any project related to reducing Green House Gas emission? If yes, then provide details.

Dixon Technologies has integrated sustainability principles into its core business strategy, with a strong focus on reducing greenhouse gas (GHG) emissions and minimizing its carbon footprint. The Company has undertaken several targeted initiatives across its operations, including:

- Installation of Solar Panels: Renewable energy generation is promoted through the installation of solar panels at various manufacturing and office locations, reducing reliance on conventional energy sources.
- Transition to Cleaner Fuels: The Company has phased out High-Speed Diesel (HSD) in favor of Piped Natural Gas (PNG), a cleaner alternative that significantly reduces carbon emissions.
- Deployment of Energy-Efficient Equipment: Dixon actively uses energy-efficient solutions, such as sensor-based lighting, transformer load optimization, interconnected air compressors, auto-stop mechanisms for DG sets, and LED lighting in place of traditional CFLs.

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- Fleet Modernization: The Company is progressively upgrading its transport fleet from BS-IV to BS-VI emission standards, thereby reducing vehicular emissions.

9. Provide details related to waste management by the Company, in the following format:

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Total Waste generated (in metric tonnes)** | | |
| Plastic waste **(A)** | 351.10 | 87.089 |
| E-waste **(B)** | 21.6 | 0.53 |
| Bio-medical waste **(C)** | 0.01 | - |
| Construction and demolition waste **(D)** | - | N.A. |
| Battery waste **(E)** | - | N.A. |
| Radioactive waste **(F)** | - | N.A. |
| Other Hazardous waste. Please specify, if any. **(G)** (Used Oil and Empty barrels cans) | 4.22 | 1.21 |
| Other Non-hazardous waste generated **(H)**. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 583.64 | 47.526 |
| **Total (A+B + C + D + E + F + G + H)** | **960.57** | **136.355** |
| **Waste intensity per rupee of turnover** (Total waste generated Revenue from operations) | 0.0018 | 0.00021 |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total waste generated / Revenue from operations adjusted for PPP) | 0.0367 | 0.48 |
| **Waste intensity in terms of physical output (Lakh Units)*** | 0.5671 | - |
| **Waste intensity** (optional) – the relevant metric may be selected by the entity | - | - |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Recycled | Nil | Nil |
| (ii) Re-used | Nil | Nil |
| (iii) Other recovery operations | Nil | Nil |
| **Total** | Nil | Nil |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Incineration | - | 0.018 |
| (ii) Landfilling | Nil | Nil |
| (iii) Other disposal operations | 960.57 | 136.337 |
| **Total** | **960.57** | **136.355** |

*For the purpose of calculating waste intensity in terms of physical output, number of units of various products manufactured by Dixon have been considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance for BRSR Core Indicators has been carried out by an external agency i.e. Forvis Mazars LLP.

10. Briefly describe the waste management practices adopted in your establishment. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Dixon Technologies is committed to minimizing environmental impact through a structured and sustainable waste management approach. The Company has implemented robust systems for the segregation, collection, and disposal of waste, aligning with its commitment to the principles of Reduce, Reuse, and Recycle (3Rs).

To ensure responsible disposal and recycling:

- E-waste, plastic waste, and hazardous waste are managed in partnership with government-authorized recyclers, in strict adherence to applicable environmental regulations.
- The Company ensures full compliance with all relevant norms concerning the handling, storage, transportation, and disposal of hazardous materials.

In addition, Dixon limits the use of hazardous substances in the manufacturing of electronic and electrical equipment. Specifically, the Company proactively restricts the use of:

- Lead
- Mercury
- Cadmium
- Hexavalent Chromium
- Polybrominated Biphenyls (PBB)
- Polybrominated Diphenyl Ethers (PBDE)

These restrictions are in line with global standards such as the RoHS Directive, promoting safer and more sustainable product development.

Continuous Improvement Measures:

- Periodic internal audits and reviews are conducted to monitor and enhance waste management practices.
- Process optimizations are identified and implemented to reduce waste generation at source.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

| Sl. No. | Location of operations/ offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|---|---|---|---|
| The Company is dedicated to the responsible and sustainable utilization of ecological resources, with a strong commitment to preserving the planet's rich biodiversity. It takes careful measures to ensure that its operations do not have any severe or irreversible effects on biological resources or biodiversity. Consequently, the Company ensures that none of its operations or offices are situated in or around ecologically sensitive or protected areas, such as national parks or wildlife sanctuaries. All of its office locations and plants are strategically located in industrial areas. This approach reflects the Company's commitment to environmental stewardship while maintaining its operational efficiency. | | | |

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| During the reporting period, no projects undertaken by the Company needed to get the Environment Impact Assessment (EIA) done | | | | | |

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

| Sl. No. | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|---|---|---|---|---|
| Yes, the Company's operations and units comply with the applicable environmental laws and regulations and operate as per the rules, regulations and guidelines laid down by the Central and State Pollution Control Boards. Yes, the Company has adhered to all compliance requirements, and no penalties were imposed on it in the fiscal year 2024-25. This demonstrates the Company's commitment to maintaining a high standard of environmental responsibility | | | | |

## Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area – Nil

(ii) Nature of operations – Nil

(iii) Water withdrawal, consumption and discharge in the following format:

| Parameter | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | - | - |
| (ii) Groundwater | - | - |
| (iii) Third party water | - | - |
| (iv) Seawater / desalinated water | - | - |
| (v) Others | - | - |
| **Total volume of water withdrawal (in kiloliters)** | - | **-** |
| **Total volume of water consumption (in kiloliters)** | - | **-** |
| **Water discharge by destination and level of treatment (in kilolitres) -** | | |
| (i) Into Surface water | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (ii) Into Groundwater | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (iii) Into Seawater | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (iv) Sent to third-parties | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| (v) Others | - | - |
| - No treatment | - | - |
| - With treatment – please specify level of treatment | - | - |
| **Total water discharged (in kilolitres)** | - | - |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

**No**

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

| Parameter | Unit | FY 2024-25 | FY 2023-24 |
|---|---|---|---|
| **Total Scope 3 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | The Company has not yet computed Scope 3 emissions. | The Company has not yet computed its scope 3 emissions. |
| **Total Scope 3 emissions per rupee of turnover** | MT $CO_2$ /Rupee turnover | | |
| **Total Scope 3 emission intensity** | | | |

Note: Indicate if any independent assessment, evaluation, or assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**No**

3. With respect to the ecologically sensitive areas reported in Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable

4. If the entity provided below taken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

| Sl. No. | Initiative undertaken | Details of the initiative (Web-link, if any, may be provided along-with summary) | Outcome of the initiative |
|---|---|---|---|
| 1 | ROHS Friendly Products | Dixon collaborates with customers to produce ROHS friendly products | Reduced hazardous substances content in products, contributing to environmental safety |
| 2 | Eco Material Drive | Dixon has initiated a drive for eco-friendly materials in its supply chain | Increased adoption of sustainable materials, reducing environmental impact |

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes, Dixon Technologies has implemented a comprehensive Business Continuity and Disaster Management Plan (BCP/DMP) to ensure the uninterrupted functioning of its critical operations during unforeseen events such as natural disasters, cyberattacks, infrastructure failures, or other disruptions.

The plan comprises the following key elements:

- Risk Assessment and Business Impact Analysis to identify vulnerabilities and evaluate potential operational disruptions.
- Recovery Strategies and Action Plans to restore essential services and minimize downtime.
- Periodic Drills and Simulations to prepare employees across locations for effective response during emergencies.
- Data Backup and IT Resilience Measures, including offsite storage and failover systems to safeguard data integrity and business-critical applications.

This plan is periodically reviewed and updated to align with emerging risks and industry best practices. By embedding resilience into its operations, Dixon safeguards its assets, employees, clients, and stakeholders, ensuring continuity of service and upholding trust in the Company's capabilities.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

No significant adverse environmental impact has been identified across the Company's value chain. Dixon Technologies continuously monitors and engages with its suppliers and partners to ensure environmentally responsible practices are upheld throughout its operations.

7. % of Value chain partners (by value of business done with such partners) that were assessed for Environmental Impacts? ???

   Nil, no value chain partners were assessed for environmental impacts during FY 2024-25.

8. How Many green credits have been generated or produced

   a By the listed entity - Nil

   b By the top ten ( in terms of value of purchase and sales respectively) value chain partners - The Company has not ascertained green credits for its value chain partners

# Principle 7:

**Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

## Essential Indicator:

1. a. Number of affiliations with trade and industry chambers/associations.

   5 (Five)

   b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the Company is a member of/affiliated to.

| Sl. No. | Name of the trade and industry chambers/associations | Reach of trade and industry chambers/ associations (State/ National) |
|---|---|---|
| 1 | Confederation of Indian Industry (CII) | National |
| 2 | Electronic Industries Association of India (ELCINA) | National |
| 3 | Electric Lamp and Component Manufacturers (ELCOMA) | National |
| 4 | Federation of Indian Chambers of Commerce & Industry (FICCI) | National |
| 5 | Consumers Electronics and Appliances Manufacturers Association (CEAMA) | National |

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the Company, based on adverse orders from regulatory authorities.

| Name of the authority | Brief of the case | Corrective action taken |
|---|---|---|
| | N.A. | |

## Leadership Indicators

1. Details of public policy positions advocated by the Company:

| Sl. No. | Public Policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/ No) | Frequency of Review by Board (Annually/ Half yearly/Quarterly/ Others- please specify) | Web Link, if available |
|---|---|---|---|---|---|
| 1 | The Company takes proactive steps to engage with Industry chambers and associations, advocating for best practices in policy development. | | No | N.A. | N.A. |

# Principle 8:

**Businesses should promote inclusive growth and equitable development.**

## Essential Indicator:

1. Details of Social Impact Assessments (SIA) of projects undertaken by the Company, based on applicable laws, in the current financial year.

| Name and brief details of project | SIA Notification No | Date of notification | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|---|---|---|---|---|---|
| The Company has not conducted any Social Impact Assessments of the projects undertaken by the Company. However, the Company undertakes Impact Assessment of its CSR activities and their impact created by the CSR initiatives on the lives of the people. The said assessment was carried out by the CSR team of the Company through a thourough review of project related documents, interactions with beneficiaries and key stakeholders/ visits to implementation locations. | | | | | |

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Company, in the following format:

| Sl. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In ₹) |
|---|---|---|---|---|---|---|
| Not applicable | | | | | | |

3. Describe the mechanisms to receive and redress grievances of the community.

Yes, the Company has a well-established and responsive grievance redressal mechanism for community stakeholders. Dixon Technologies proactively engages with local communities through its Corporate Social Responsibility (CSR) initiatives, addressing critical concerns related to health, nutrition, education, sanitation, and skill development.

The governance of CSR activities is overseen by a dedicated CSR Committee, which is responsible for recommending, monitoring, and reviewing CSR budgets and expenditures. Final approvals and periodic reviews are conducted by the Board of Directors to ensure alignment with community needs and Company objectives.

Communities can voice their concerns, suggestions, and grievances by directly contacting the Company at investorrelations@dixoninfo.com, ensuring transparency, accessibility, and accountability in the grievance redressal process.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| | FY 2024-25 | FY 2023-24 |
|---|---|---|
| Directly sourced from MSMEs/small producers | 12%* | 7% |
| Sourced directly from within the district and neighbouring districts. | 52%* | 31% |

*The figures have been computed on the basis of the Company's purchase register.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

| Location | FY 2024-25 | FY 2023-24 |
|---|---|---|
| **Rural** | | |
| % of Job creation in Rural areas | Nil | Nil |
| **Semi-urban** | | |
| % of Job creation in Semi-urban areas | Nil | Nil |
| **Urban** | | |
| % of Job creation in Urban areas | 79% | 100% |
| **Metropolitan** | | |
| % of Job creation in Metropolitan areas | 21% | Nil |

Note: The aforesaid data is based on the categorization of areas as per census 2011, in line with the RBI circular.

## Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

| Details of negative social impact identified | Corrective action taken |
|---|---|
| Nil | |

2. Provide the following information on CSR projects undertaken by the Company in the designated aspirational districts as identified by government bodies:

| Sl. No. | State | Aspirational District | Amount spent (In ₹) |
|---|---|---|---|
| During the FY 2024-25, no CSR projects were undertaken by the Company in any designated aspirational districts as identified by Niti Aayog, Government of India. | | | |

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/ vulnerable groups?

   No

   (b) From which marginalized/vulnerable groups do you procure?

   Not Applicable

   (c) What percentage of total procurement (by value) does it constitute?

   Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by the Company (in the current financial year), based on traditional knowledge:

| Sl. No. | Intellectual Property based on traditional knowledge | Owned/ Acquired (Yes/ No) | Benefit shared (Yes/No) | Basis of calculating benefit share |
|---|---|---|---|---|
| Not applicable as the Company does not own or acquired any intellectual property rights based on traditional knowledge. | | | | |

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

| Name of authority | Brief of the Case | Corrective action taken |
|---|---|---|
| Not applicable | | |

6. Details of beneficiaries of CSR Projects:

The Company is deeply committed to operating and growing its business in a socially responsible way. The Company has a Corporate Social Responsibility Policy, approved by the Board that outlines the idea of the Company to contribute to the community at large. The details of the CSR projects undertaken by the Company during the FY 2024-25 and the beneficiaries therein are as under:

| Sl. No. | CSR Project | No. of persons benefitted from CSR Projects | % of beneficiaries from vulnerable and marginalized group |
|---|---|---|---|
| 1 | Saint Hardyal Educational and Orphans Welfare Society (SHEOWS) | 120 abandoned children and destitute elderly individuals | 100% |
| 2 | Jan Madhyam | 249 people (88 Male, 161 Females) (168 abled and 81 disabled) | 100% |
| 3 | Purkal Youth Development Society | 36 Students (22 Girls and 14 Boys) | 100% |
| 4 | Krishnashray Gurukul SEDI | 83 beneficiaries | 100% |
| 5 | Labhya Foundation | 2,30,325+ Vulnerable Children<br>17,274+ Government school teachers<br>4,894+ Government schools of Uttarakhand | 100% |
| 6 | Bansividya Memorial Trust | 136 Children | 100% |
| 7 | Champa Devinder Dhingra Sports Trust | Not ascertained | 100% |
| 8 | Routes 2 Roots | 20 Government schools | 100% |
| 9 | Reimagining Higher Education Foundation | 137 Undergraduate students, 17 undergraduate interns | 100% |
| 10 | Latika Roy Memorial Foundation | 91 disabled children and their families | 100% |

# Principle 9:

**Businesses should engage with and provide value to their consumers in a responsible manner**

## Essential Indicator:

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company operates strictly on a Business-to-Business (B2B) model and, as such, does not directly engage with the end consumers of its products.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

| | As a percentage to total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 100% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | 100% |

3. Number of consumer complaints in respect of the following:

| Number of consumer complaints in respect of the following: | FY 2024-25 | | | FY 2023-24 | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | Nil | | | Nil | | |
| Advertising | | | | | | |
| Cyber-security | | | | | | |
| Delivery of essential services | | | | | | |
| Restrictive Trade Practices | | | | | | |
| Unfair Trade Practices | | | | | | |
| Other | | | | | | |

4. Details of instances of product recalls on account of safety issues:

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | 0 | Not Applicable |
| Forced recalls | 0 | Not Applicable |

5. Does the Company have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has implemented a robust Cybersecurity Policy aimed at safeguarding data across all end-user devices and IT infrastructure. The policy outlines comprehensive guidelines for secure data handling, threat detection, risk mitigation, and incident response. In addition, Dixon Technologies has a dedicated Data Privacy Policy that governs the collection, usage, storage, and protection of personal and sensitive data in compliance with applicable regulations.

The Data Privacy Policy is publicly accessible at: https://www.dixoninfo.com/corporate-governance

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

Nil

7. Provide the following information relating to data breaches:

| | Provide the following information relating to data breaches: |
|---|---|
| a. Number of instances of data breaches along-with impact | 0 |
| b. Percentage of data breaches involving personally identifiable information of customer | 0 |
| c. Impact, if any, of the data breaches | 0 |

## Leadership Indicators

1. **Channels/platforms where information on products and services of the Company can be accessed (provide web-link, if available).**

   Consumers and other interested stakeholders can access detailed information about the Company's business verticals, services, and offerings through the Company's official website at www.dixoninfo.com. The website provides comprehensive insights into each business segment and includes dedicated email addresses to facilitate direct communication with the respective departments, ensuring transparency and ease of access to relevant information.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Dixon operates on a Business-to-Business (B2B) model, it does not have direct interaction with the end users of its products. The responsibility of informing and educating consumers regarding the safe and responsible usage of the products rests with Dixon's clients, who are the end-brand owners.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Dixon does not directly offer any essential consumer services. However, in the event of unforeseen disruptions that may impact stakeholders, the Company ensures timely and transparent communication through its official website, mass media platforms, and intimations to stock exchanges, as per regulatory requirements.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as whole? (Yes/No)**

   Not Applicable

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INDEPENDENT AUDITOR'S REASONABLE ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN DIXON TECHNOLOGIES (INDIA) LIMITED'S BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR CORE)

To the Board of Directors of Dixon Technologies (India) Limited

We have undertaken to perform a reasonable assurance engagement for Dixon Technologies (India) Limited (the 'Company') as per the "Scope, Boundary and Limitations" paragraph given below, vide agreement dated 26 August 2024 in respect of the agreed Sustainability Information listed below in accordance with the "Criteria" stated below. This Sustainability Information is as included in the Business Responsibility and Sustainability Report (BRSR') of the Company for the year ended 31 March 2025. This engagement was conducted by a multidisciplinary team, including professionals with suitable skills and experience in auditing environmental, social, and economic information (Chartered Accountants, Company Secretary, Lawyer, Engineers and Environment Professionals).

**Identified Sustainability Information**

The Identified Sustainability Information for the year ended 31 March 2025 is summarized below:

The Identified Sustainability Information of the Company are the nine Key Performance Indicators out of BRSR of the Company for the year ended 31 March 2025 (BRSR Core'). The Reporting Boundary for BRSR is on a standalone basis as disclosed under Question No. 13 of Section A of the BRSR.

Our reasonable assurance engagement was with respect to the year ended 31 March 2025 information only unless otherwise stated and we have not performed any procedures with respect to earlier periods and, therefore, do not express any opinion thereon.

**Criteria**

The Criteria used by the Company to prepare the Identified Sustainability Information is summarized below:

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The Company prepared the Identified Sustainability Information based on the requirements of:

- Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended);

- BRSR Requirements for listed entities per Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024;

- SEBI Press Release PR No.36/2024 dated 18 December 2024;

- Industry Standards on Reporting of BRSR Core per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated 20 December 2024; and

- SEBI Circular SEBI/HO/CFD/CFD - PoD- 1/P/CIR/2025/42 dated 28 March 2025.

**Management's Responsibilities**

The Company's management is responsible for establishing the "Criteria" for preparing Identified Sustainability Information, including the reporting boundary of BRSR taking into account applicable Laws and Regulations, if any, related to reporting on Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the "Criteria". This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation of BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

**Inherent limitations**

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.

Measurement of BRSR Core metrics, some of which are estimates, is subject to inherent measurement uncertainty, for example, GHG footprint, Water footprint, Energy footprint, Waste. Obtaining sufficient appropriate evidence to support our opinion does not reduce the uncertainty in the amounts and metrics

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code'), which is founded on fundamental principles of integrity, objectivity, professional competence, and due care, confidentiality, and professional behavior.

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Corporate Overview
Statutory Reports
Financial Statements

Our firm applies International Standard on Quality Management ('ISQM') 1, "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" and accordingly maintains a comprehensive system of quality management, including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

**Our Responsibility**

Our responsibility is to express a reasonable assurance opinion on the Identified Sustainability Information covered in the "Scope, Boundary, and Limitations" paragraph given below, based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the International Standard on Assurance Engagements ('ISAE') 3000 (Revised), "Assurance Engagements other than Audits or Reviews of Historical Financial Information", issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information are prepared, in all material respects, in accordance with the Reporting "Criteria". A reasonable assurance engagement involves assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.

We also followed the data and assurance approach provided under Annexure I of SEBI's Circular no. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122, dated 12 July 2023, prescribing the format of BRSR Core.

**Scope, Boundary and Limitations**

***Scope and Boundary***

- The scope of our reasonable assurance covers the Identified Sustainability Information for the period 1 April 2024 to 31 March 2025, with the Reporting Boundary for BRSR being limited to the Company on a standalone basis, as disclosed under Question No. 13 of Section A of the BRSR.

- The data review and validation of the Company was performed through physical site visits and/or together with desktop reviews.

***Limitations***

Our reasonable assurance scope excludes the following and therefore we do not express an opinion on the same:

- Operations of the Company other than those covered in the "Scope and Boundary".

- Aspects of BRSR and data/information (qualitative or quantitative) other than Identified Sustainability Information.

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- Data and information outside the defined reporting period i.e., Financial Year 2024-25.
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.
- Data related to Company's environmental, economic and financial performance, strategy and other related linkages expressed in the Company's Integrated Annual Report 2024-25 or any other Report, containing Identified Sustainability Information.
- Effectiveness of management's internal controls of the Company, while we considered the same when determining the nature and extent of our procedures; however, our reasonable assurance engagement was not designed to provide assurance on these internal controls.
- The Company's compliance with Acts, Regulations and Guidelines, other than those as specified in Identified Sustainability Information.

**Assurance Procedures**

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, analytical procedures and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- Obtained an understanding of the following:
  - Company's business activities, processes and its operating locations, as identified by the Company.
  - Identified Sustainability Information and related disclosures.
  - Assessment criteria and their suitability for the evaluation and/or measurements of the Identified Sustainability Information.
- Interviewed people involved to understand the reporting process, governance, data management systems and controls in place during the reporting period.
- Performed substantive testing on a sample basis of Identified Sustainability Information, as covered in the "Scope, Boundary and Limitations" to verify whether the data was appropriately recorded, collated, measured and reported with underlying supporting documents.

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- Checked the consistency of the data/information within the Identified Sustainability Information.
- Tested the mathematical accuracy of the data provided on a test-check basis.
- Assessed the level of adherence of the "Criteria", as mentioned above by the Company while reporting.
- Verified the financial numbers, which are also used for Identified Sustainability Information from the Integrated Annual Report 2024-25.
- Assessed the appropriateness of various assumptions, estimations and thresholds used by the Company in the preparation of Identified Sustainability Information.
- Undertook analytical review procedures to support the reasonableness of the data used in Identified Sustainability Information.
- Enquired to corroborate with the relevant management personnel to understand the progress against the Sustainability commitments.
- Obtained written representations from Company's Management.

We also performed such other procedures as we considered necessary in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

**Other information**

The Company's management is responsible for the other information. The other information comprises the information included in the Company's Integrated Annual Report (but does not include the Identified Sustainability Information and assurance report thereon).

Our opinion on the Identified Sustainability Information does not cover the other information and we do not express any form of assurance thereon.

In connection with our assurance engagement of the Identified Sustainability Information, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Identified Sustainability Information or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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**Opinion**

Based on the procedures we have performed and the evidence we have obtained, Identified Sustainability Information for the year ended 31 March 2025 are prepared in all material respects, in accordance with the "Criteria".

**Emphasis of Matter**

We draw attention to the following matters:

- The financial numbers used in some of the indicators of the Identified Sustainability Information are extracted from the Integrated Annual Report 2024-25 and hence are not audited by us.
- The Company presently follows manual processes for non-financial (ESG) data management systems and currently not integrated with other Reporting Systems.

Our opinion is not modified in respect of these matters.

**Intended use or purpose**

The Identified Sustainability Information and our reasonable assurance report are intended for users who have reasonable knowledge of the BRSR Core attributes, the reporting criteria and Identified Sustainability Information and who have read the information in the Identified Sustainability Information with reasonable diligence and understand that the Identified Sustainability Information is prepared and assured at appropriate levels of materiality.

Our opinion is not modified in respect of this matter.

For **FORVIS MAZARSLLP**

Firm Registration No.: AAI-2887

FORVIS MAZARS LLP

**Sarika Gosain**
Partner

Gurugram
25 August 2025

# Independent Auditor's Report

To
The Members of
**DIXON TECHNOLOGIES (INDIA) LIMITED**

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of DIXON TECHNOLOGIES (INDIA) LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

## Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our Auditor's Report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of our auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of Management's and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We have determined that there are no key audit matters to communicate in our report.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report to the extent applicable that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial. Refer note 41 to the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity (ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity (ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above contain any material misstatement.

v. The final dividend paid by the Company during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 53 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting of the Company. The amount of dividend proposed is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No.: 000050N/N500045

**Rahul Singhal**
Partner
Membership No.: 096570
UDIN: 25096570BMIQMO4710

Place: New Delhi
Date: 20 May 2025

# Annexure A to the Independent Auditor's Report

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date to the members of DIXON TECHNOLOGIES (INDIA) LIMITED on the standalone financial statements as of and for the year ended 31 March 2025**

In terms to the information and explanation sought by us and given by the Company and the books of account examined by us in the normal course of audit and to the best our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets recognized in the standalone financial statement.

(b) The Company has a regular program of physical verification of its property, plant and equipment and right to use assets under which these assets are verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification.

(c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the standalone financial statements are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans are held in the name of the Company based on the confirmations directly received by us from lenders.

(d) The Company has not revalued its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(e) There are no proceedings which have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

(ii) (a) The Management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stock lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management and in respect of goods-in-transit, the material amount of goods have been received subsequent to year end. We are of the opinion that the coverage and procedure of such verification by the management is appropriate, having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on physical verification as compared with books of account.

(b) During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. In our opinion the quarterly returns or statements filed by the Company with such banks are in agreement with the unaudited books of account of the Company for the respective quarters.

(iii) The Company has made investments, provided guarantee, granted loans and advances in the nature of loans, secured or unsecured, to companies during the year, in respect of which:

(a) The Company has granted loans or advances in the nature of loans, stood guarantee or provided security to other entities, the details of which are as given below:

| Particulars | Loans | Guarantees | Security |
|---|---|---|---|
| Aggregate amount granted / provided during the year | | | |
| - Subsidiaries | 79,845 | 40,168 | - |
| Balance outstanding as at balance sheet date in respect of above cases | | | |
| - Subsidiaries | 24,186 | 57,968 | 1,700 |

(b) The investments made, guarantees provided, security given and the terms and conditions of grant of all loans and advances in the nature of loans and guarantees provided are not, prima facie, prejudicial to the Company's interest.

(c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and in our opinion the repayment of the principal amount and the receipts of interest are regular as per stipulations.

The Company has granted loans and advances in the nature of loans, which are repayable on demand. The repayment of principal amount and receipt of interest has not been demanded by the Company, accordingly in our opinion repayment of principal amount and receipt of interest is regular.

(d) In respect of loans or advances in the nature of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

(f) The Company has granted loans and advances in the nature of loans which are repayable on demand, details of which are given below:

| Particulars | Related parties |
|---|---|
| Aggregate amount of loans/advances in nature of loans (Rs. / Lakh) | |
| - Repayable on demand (A) | 4 |
| - Agreement does not specify any terms or period of repayment (B) | - |
| Total (A+B) | 4 |
| Percentage of loans/advances in nature of loans to the total loans | 0.02% |

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans granted, investments made and guarantees and security provided, as applicable.

(v) The Company has neither accepted any deposits nor the amounts which are deemed to be deposit during the year and further the Company had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Hence reporting under clause 3(v) of the Order are not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 in respect of Company's products. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained by the Company. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of custom, cess and other material statutory dues, as applicable to the Company, with the appropriate authorities during the year. There were no undisputed amounts payable in respect thereof which were outstanding at the year-end for a period of more than six months from the date they become payable. The operations of the Company during the year did not give rise to any liability for service tax, sales tax, value added tax and duty of excise.

(b) There are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except for the following cases:

| Name of the statute | Nature of dues | Amount | Amount paid under Protest | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|---|
| Income Tax Act, 1961 | Income Tax | 738 | - | AY 2013-2014, AY 2016-2017, AY 2018-2019 | Income Tax Appellate Tribunal |
| | Income Tax | 632 | 76 | AY 2014-2015, AY 2017-2018, AY 2019-2020, AY 2020-2021, AY 2021-2022, AY 2022-2023 and AY 2023-24 | Commissioner of Income Tax (Appeals) |
| | | **1,370** | **76** | | |
| Goods and Services Tax Act, 2017 | Goods and Services Tax | 2,726 | 72 | 2017-2018, 2018-2019, 2020-2021 2021-2022, 2022-2023, 2023-2024 and 2024-2025 | Joint Commissioner (Appeal) of Goods and Services |
| | Goods and Services Tax | 133 | - | 2017-2018 | The Assistant Commissioner (Appeal), |
| | Goods and Services Tax | 85 | 21 | 2017-2018, 2018-2019 and 2020-2021 | The Additional Commissioner (Appeal) |

| Name of the statute | Nature of dues | Amount | Amount paid under Protest | Period to which the amount relates | Forum where dispute is pending |
|---|---|---|---|---|---|
| | Goods and Services Tax | 5 | 1 | 2017-2018 | The Commissioner (Appeals), |
| | Goods and Services Tax | 316 | - | 2018-2019 | The Deputy Commissioner (Appeal), |
| | | **3,265** | **94** | - | - |
| Custom Act, 1962 | Custom Duty | 4,967 | 879 | 2009-2010, 2010-2011, 2011-2012, 2013-2014, 2014-2015, 2021-2022 and 2024-2025 | Custom Excise and Service Tax Appellate Tribunal |
| | Custom Duty | 318 | - | 2009-2010, 2010-2011 and 2011-2012 | Commissioner of Customs |
| | | **5,285** | **879** | | |
| Central excise Act, 1944 | Excise Duty | 454 | - | 2007-2008 | The Supreme Court |
| | Excise Duty | 377 | 28 | 2015-2016 and 2016-2017 | Customs Excise and Service Tax Appellate Tribunal |
| | Excise Duty | 36 | - | 2008-2009 | Commissioner of Central Excise |
| | Excise Duty | 28 | - | 2009-2010 | Additional Commissioner of Central Excise |
| | | **895** | **28** | - | - |
| Central Sales Tax Act, 1956 | Sales Tax | 3 | - | 2010-11 and 2011-2012 | High Court |
| | Sales Tax | 1 | - | 2009-2010, 2011-2012 and 2012-2013 | The Deputy Commissioner |
| | Sales Tax | 142 | 49 | 2008-2009, 2010-2011, 2011-2012, 2012-2013 ,2013-2014, 2014-2015, 2015-2016, 2016-2017 and 2017-2018 | The Joint Commissioner (Appeal) |
| | | **146** | **49** | | |

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) We report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

(c) The term loans availed by the Company were applied for the purposes for which the loans were obtained.

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have not been used for long-term purposes during the year by the Company.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies

(x) (a) The Company had not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause 3(x)(a) of the Order are not applicable

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally). Accordingly, provisions of clause 3 (x)(b) of the order are not applicable.

(xi) (a) Considering the principles of materiality outlined in the Standards on Auditing, to the best of our knowledge and no fraud by the Company and on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii)(a)-(c) of the Order are not applicable.

(xiii) All transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the standalone financial statements etc., as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports issued to the Company till date, covering the period under audit.

(xv) During the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, hence provisions of Section 192 of the Act are not applicable.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3 (xvi) (a) of the order are not applicable.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration from the Reserve bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company ("CIC") as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order are not applicable.

(d) The Group does not have any CIC as part of the Group.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, the Company has no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with the second proviso to sub-section (5) of Section 135 of the said Act.

(b) The Company does not have any ongoing projects as on 31 March 2025.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No.: 000050N/N500045

**Rahul Singhal**
Partner
Membership No.: 096570
UDIN: 25096570BMIQMO4710

Place: New Delhi
Date: 20 May 2025

# Annexure B to the Independent Auditor's Report on the Standalone Financial Statements of DIXON TECHNOLOGIES (INDIA) LIMITED

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

## (Independent Auditor's report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of sub- section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statements of Dixon Technologies (India) Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

## Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The Company's Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

## Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A Company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

### Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**For S.N. Dhawan & CO LLP**
Chartered Accountants
Firm Registration No.: 000050N/N500045

**Rahul Singhal**
Partner
Membership No.: 096570
UDIN: 25096570BMIQMO4710

Place: New Delhi
Date: 20 May 2025

# Standalone Balance Sheet

as at 31st March 2025

(₹ in Lakhs)

| Particulars | Note No. | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, plant and equipment | 7 | 57,372 | 69,611 |
| (b) Capital work-in-progress | 8 | 17,418 | 3,435 |
| (c) Other intangible assets | 9 | 1,044 | 1,154 |
| (d) Right -of-use assets | 10 | 25,798 | 11,609 |
| (e) Financial assets | | | |
| i. Investments | 11 | 1,08,605 | 12,426 |
| ii. Loans | 12 | 24,182 | 45,170 |
| iii. Other financial assets | 13 | 2,288 | 2,205 |
| (f) Other non-current assets | 14 | 918 | 998 |
| | | **2,37,625** | **1,46,608** |
| **Current assets** | | | |
| (a) Inventories | 15 | 38,418 | 39,009 |
| (b) Financial assets | | | |
| i. Trade receivables | 16 | 60,763 | 90,687 |
| ii. Cash and cash equivalents | 17 | 3,753 | 1,979 |
| iii. Bank balances other than cash and cash equivalents | 18 | 151 | 203 |
| iv. Loans | 12 | 4 | 407 |
| v. Other financial assets | 13 | 1,310 | 344 |
| (c) Other current assets | 14 | 5,147 | 4,115 |
| (d) Current tax assets (net) | 19 | 870 | - |
| | | **1,10,416** | **1,36,744** |
| **TOTAL ASSETS** | | **3,48,041** | **2,83,352** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 20 | 1,205 | 1,196 |
| (b) Other equity | 21 | 2,17,072 | 1,38,234 |
| **TOTAL EQUITY** | | **2,18,277** | **1,39,430** |
| **Liabilities** | | | |
| **Non-Current Liabilities** | | | |
| (a) Financial liabilities: | | | |
| i. Borrowings | 22 | 2,700 | 4,425 |
| ii. Lease liabilities | 23 | 11,546 | 12,615 |
| (b) Provisions | 24 | 487 | 1,249 |
| (c) Deferred tax liabilities (net) | 25 | 8,665 | 1,468 |
| (d) Other non current liabilities | 26 | 1,483 | 1,356 |
| | | **24,881** | **21,113** |
| **Current Liabilities** | | | |
| (a) Financial liabilities: | | | |
| i. Borrowings | 27 | 14,966 | 6,034 |
| ii. Lease liabilities | 23 | 1,042 | 854 |
| iii. Trade payables | 28 | | |
| - Total outstanding dues of micro and small enterprises | | 2,954 | 1,819 |
| - Total outstanding dues to creditors other than micro and small enterprises | | 73,801 | 1,05,831 |
| iv. Other financial liabilities | 29 | 5,227 | 1,697 |
| (b) Other current liabilities | 26 | 6,382 | 5,962 |
| (c) Provisions | 24 | 511 | 345 |
| (d) Current tax liabilities (net) | 30 | - | 267 |
| | | **1,04,883** | **1,22,809** |
| **TOTAL LIABILITIES** | | **1,29,764** | **1,43,922** |
| **TOTAL EQUITY AND LIABILITIES** | | **3,48,041** | **2,83,352** |

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Standalone Statement of Profit and Loss

for the Year ended 31st March 2025

(₹ in Lakhs)

| Particulars | Note No. | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| **INCOME** | | | |
| 1 Revenue from operations | 31 | 5,40,090 | 6,41,140 |
| 2 Other income | 32 | 6,647 | 3,729 |
| **3 Total income (1+2)** | | **5,46,737** | **6,44,869** |
| 4 **EXPENSES** | | | |
| (a) Cost of materials consumed | 33 | 4,58,911 | 5,65,215 |
| (b) Changes in inventories of finished goods and work-in-progress | 34 | 820 | 887 |
| (c) Employee benefits expenses | 35 | 26,442 | 18,835 |
| (d) Finance costs | 36 | 5,303 | 4,148 |
| (e) Depreciation and amortisation expenses | 37 | 7,065 | 6,398 |
| (f) Other expenses | 38 | 29,258 | 24,688 |
| **Total expenses (4)** | | **5,27,799** | **6,20,171** |
| **5 Profit before exceptional items and tax (3-4)** | | **18,938** | **24,698** |
| 6 Exceptional items | 39 | 48,950 | - |
| **7 Profit before tax (5+6)** | | **67,888** | **24,698** |
| **8 Tax expenses:** | 40 | | |
| (a) Current tax | | 4,061 | 6,135 |
| (b) Deferred tax | | 7,211 | (156) |
| (c) Income tax related to earlier years (net) | | 26 | 153 |
| **Tax expenses (8)** | | **11,298** | **6,132** |
| **9 Profit for the year (7-8)** | | **56,590** | **18,566** |
| **10 Other comprehensive income ('OCI')** | | | |
| (a) Items that will not be reclassified to profit or loss - re-measurement of post employment benefit obligations | | (59) | 134 |
| (b) Income tax relating to items that will not be reclassified to profit and loss | | 13 | (33) |
| **Other comprehensive income for the year** | | **(46)** | **101** |
| **11 Total comprehensive income for the year (9+10)** | | **56,544** | **18,667** |
| **12 Earnings per equity share ("EPS")** | 44 | | |
| (Nominal value of share ₹ 2) | | | |
| (a) Basic (₹) | | 94.44 | 31.12 |
| (b) Diluted (₹) | | 93.01 | 30.93 |

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Rahul Singhal
**Partner**
Membership No. 096570

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Standalone Statement of Cash Flows

for the Year ended 31st March 2025

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| Profit before tax | 67,888 | 24,698 |
| **Adjustments for :** | | |
| Depreciation and amortisation expense | 7,065 | 6,398 |
| Finance costs | 5,303 | 4,148 |
| Interest income | (2,492) | (3,464) |
| Dividend income | (2,900) | - |
| (Gain)/loss on lease modification/closure | (989) | (247) |
| (Profit)/loss on sale of mutual fund investments | (1) | (18) |
| Provision for doubtful debts/loans and advances written back | 450 | 87 |
| (Profit)/loss on sale of property, plant and equipment | (215) | 126 |
| (Profit)/loss on disinvestment of shares in joint venture | (48,950) | - |
| (Profit)/loss on disposal on investment | 10 | - |
| Subsidy income | (911) | (168) |
| Share based payment expenses | 6,020 | 959 |
| | **30,278** | **32,519** |
| **Changes in working capital:** | | |
| Adjustments for (increase)/decrease in operating assets: | | |
| Inventories | 591 | 4,258 |
| Trade receivables | 32,060 | 2,555 |
| Other current assets | (1,032) | 1,596 |
| Other financial assets | | |
| - non-current | (83) | (10) |
| - current | 71 | 2,420 |
| **Adjustments for increase/(decrease) in operating liabilities:** | | |
| Trade payables | (30,890) | (12,839) |
| Other current financial liabilities | 2,320 | (53) |
| Other current liabilities | 421 | 473 |
| Provisions | (654) | (32) |
| **Cash generated from operating activities** | **33,082** | **30,887** |
| Income tax paid (net) | (5,223) | (6,956) |
| **Net cash generated from/(used in) operating activities** | **27,859** | **23,931** |
| **B. Cash flow from investing activities** | | |
| Capital expenditure on property, plant and equipment and intangible assets | (19,036) | (15,127) |
| Sale proceeds of property, plant and equipment | 1,270 | 1,463 |
| Loans given | - | (18,066) |
| Repayment of loan given | 21,391 | - |
| Investment in mutual funds | - | 3,000 |
| Investment in shares of subsidiaries | (47,240) | (1,652) |
| Investment in equity shares of other Company | (24,863) | - |
| Disinvestment in joint venture Company | 24,863 | - |
| (Increase)/decrease in bank balances not classified as cash and cash equivalent (net) | 53 | 317 |
| Profit/(loss) on mutual fund investments | 1 | 18 |
| Dividend income | 2,900 | - |
| Interest income received | 2,492 | 3,464 |
| **Net cash generated from/(used in) investing activities** | **(38,169)** | **(26,583)** |

# Standalone Statement of Cash Flows

for the Year ended 31st March 2025

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **C. Cash flow from financing activities** | | |
| Interest paid | (4,264) | (3,138) |
| Repayment of lease liabilities | (1,861) | (1,771) |
| Proceeds from issue of share | 13,993 | 4,689 |
| Proceeds/(repayment) from/of current borrowings (net) | 8,800 | 3,500 |
| Repayment of non current Borrowings | (1,593) | (1,263) |
| Dividend paid | (2,991) | (1,786) |
| **Net cash generated from/(used in) financing activities** | **12,084** | **231** |
| **Net increase/(decrease) in cash and cash equivalents (A+B+C)** | **1,774** | **(2,421)** |
| Cash and cash equivalents at the beginning of the year | 1,979 | 4,400 |
| **Cash and cash equivalents at the end of year (see note 17)** | **3,753** | **1,979** |

**Notes:**

i. The statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 on 'Statements of Cash Flows'.

ii. Figures in brackets indicate cash outflow.

iii. Figures for the previous year have been regrouped wherever considered necessary.

iv. Current taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Standalone Statement of Changes in Equity

for the Year ended 31st March 2025

## a. Equity share capital

| Particular | ₹ / Lakh |
|---|---|
| **Balance as at 1 April 2023** | **1,191** |
| Shares issued under employee stock option schemes | 5 |
| **Balance as at 31 March 2024** | **1,196** |
| Shares issued under employee stock option schemes | 9 |
| **Balance as at 31 March 2025** | **1,205** |

## b. Other equity

(₹ in Lakhs)

| Particulars | General Reserve | Securities Premium | Capital Redemption Reserve | Other Comprehensive Income<br>Remeasurement of Defined Benefit Plans | Share Option Outstanding | Retained Earnings | Total |
|---|---|---|---|---|---|---|---|
| **Balance as at 1 April 2023** | **3,046** | **26,578** | **33** | **(180)** | **1,685** | **84,287** | **1,15,449** |
| Profit for the year | - | - | - | - | - | 18,566 | 18,566 |
| Final Dividend paid | - | - | - | - | - | (1,787) | (1,787) |
| Share options expenses for the year | - | - | - | - | 1,221 | - | 1,221 |
| Transfer for share option exercised during the year | 1,059 | - | - | - | (1,059) | - | - |
| Premium on issue of share under employee stock option schemes | - | 4,684 | - | - | - | - | 4,684 |
| Remeasurement Gain/(Loss) on defined benefit plans, net of income tax | - | - | - | 101 | - | - | 101 |
| **Balance as at 31 March 2024** | **4,105** | **31,262** | **33** | **(79)** | **1,847** | **1,01,066** | **1,38,234** |
| Profit for the year | - | - | - | - | - | 56,590 | 56,590 |
| Final Dividend paid | - | - | - | - | - | (2,991) | (2,991) |
| Share options expenses for the year | - | - | - | - | 11,301 | - | 11,301 |
| Transfer for share option exercised during the year | 2,675 | - | - | - | (2,675) | - | - |
| Premium on issue of share under employee stock option schemes | - | 13,984 | - | - | - | - | 13,984 |
| Remeasurement Gain/(Loss) on defined benefit plans, net of income tax | - | - | - | (46) | - | - | (46) |
| **Balance as at 31 March 2025** | **6,780** | **45,246** | **33** | **(125)** | **10,473** | **1,54,665** | **2,17,072** |

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 1 Corporate Information

Dixon Technologies (India) Limited is a Company incorporated in India, with its registered office situated at B-14 & 15, Phase-II, Noida, Gautam Buddha Nagar, Uttar Pradesh, India-201305. The Company's CIN is L32101UP1993PLC066581. It was incorporated in 1993 under the provisions of the Companies Act 1956.

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited.

The Company is primarily involved in manufacturing of electronic goods such as consumer durables, home appliances, lighting products and mobile phones.

The board of directors of the Company approved the financial statement for the year ended 31st March, 2025 on 20th May, 2025.

## 2 Statement of compliance and going concern assumptions

These standalone financial statements are prepared and presented in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time as notified under section 133 of Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act") and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. The accounting policies have been consistently applied for all the periods presented in the standalone financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

## 3 Basis of preparation of standalone financial statements

The standalone financial statements have been prepared on a historical cost basis, except for

- Derivative Financial Instruments at fair value;
- Certain financial assets and liabilities at fair value (refer to accounting policy regarding financial instruments);
- Employee's defined benefit plan measured as per actuarial valuation;
- Employee stock option plans measured at fair value;

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle. Based on nature of operations, the Company has considered an operating cycle of 12 months.

The standalone financial statements are presented in Indian Rupee/ INR, which is the functional currency of the Company and all values are rounded to the nearest lakhs (₹ / 00000), except when otherwise indicated.

## 4 Use of estimates and judgements

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented. These estimates involves the use of judgements or assumptions based on the latest available reliable information.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and future periods are affected.

The Company uses the following critical accounting judgements, estimates and assumptions in preparation of its standalone financial statements:

- Determination of useful life of property, plant and equipment and other intangible assets
- Loss allowance for expected credit losses
- Measurement of defined benefit obligations – Key actuarial assumptions
- Recognition and measurement of provisions and contingencies
- The net realisable value of an item of inventory
- Lease term regarding exercise of extension options
- Recognition of deferred tax assets / liabilities
- Provision for warranty obligations

## 5 Material accouting policies informaton

### 5.1 Investment in subsidiaries, joint ventures, and associates

Investments in subsidiaries, joint ventures, and associates are recognised at cost less any impairment loss and are not adjusted to fair value. The cost of investment represents the amount paid for the acquisition of the said investment. The Company assesses carrying value of investments annually, or more frequently if there are any indications of impairment

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

on such investments. If the carrying amount of an investment exceeds its estimated recoverable amount, the impairment loss is recognized in the Statement of Profit and Loss..

## 5.2 Property, plant and equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

### Depreciation and useful life

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life as mentioned in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc

| Asset | Useful life |
|---|---|
| Plant and machinery | 2-15 years |
| Furniture and fixtures | 3-10 years |
| Vehicles | 8-10 years |
| Office equipment | 3-7 years |
| Computers | 3-6 years |
| Buildings | 9-60 years |

Freehold land is not depreciated

The Company conducts an annual review of the residual value, useful lives, and depreciation method of its assets. If there are differences between the current expectations and previous estimates, the change is accounted for as a prospective change in accounting estimate.

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. If the next overhaul is undertaken earlier than the previously estimated life of the economic benefit, the carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss. If an asset's carrying amount exceeds its estimated recoverable amount, the carrying amount is immediately written down to its recoverable amount.

### Derecognition

The Company derecognized property, plant and equipment when it is disposed of or when there are no future economic benefits expected from its continued use. The gain or loss resulting from the disposal or retirement of a property, plant, and equipment item is calculated as the difference between the sales proceeds and the carrying amount of the asset. This gain or loss is recognized in the Statement of Profit and Loss.

### Capital Work in Progress:

Capital work-in-progress is recorded at its cost, which encompasses expenses incurred during the construction period. This cost also includes interest on the amount borrowed for the acquisition of qualifying assets and other expenses related to project implementation, to the extent that these expenses pertain to the period before the commencement of commercial production.

## 5.3 Other intangible assets

Other intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed annually, and any changes in estimates are applied prospectively. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The useful lives of other intangible assets are assessed as either finite or indefinite.

### Useful life and amortisation

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Amortization is recognized in a straight-line manner over the useful lives of the assets, starting from the date of capitalization. The useful lives of the assets is determined as follows:

| Category | Useful life |
|---|---|
| Computer software | 3-6 years |

The estimated useful life of other intangible assets is reviewed at the end of each reporting period, and any changes in estimate are accounted for prospectively.

Derecognition

Other intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount.

### 5.4 Impairment of property, plant and equipment and other intangible assets

At the end of each reporting year, the Company assesses whether there are any indications of impairment for its property, plant and equipment and other intangible assets. If there is any indication, the Company estimates the recoverable amount of the asset to determine the extent of impairment loss, if any. If it's not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Corporate assets are allocated to individual cash-generating units if a reasonable and consistent allocation basis can be identified.

Other intangible assets with indefinite useful lives and other intangible assets not yet available for use are tested for impairment at least annually, as well as when there is an indication of impairment. The recoverable amount is determined based on the higher of fair value less costs to sell and value in use. Value in use is assessed by discounting the estimated future cash flows to their present value using a pre-tax discount rate that reflects market assessments of the time value of money and asset-specific risks.

If the recoverable amount of an asset or cash-generating unit is lower than its carrying amount, the carrying amount is reduced to the recoverable amount, and an impairment loss is recognized immediately in the Statement of Profit and Loss.

### 5.5 Inventories

Inventories are valued at the lower of the cost (net of eligible input tax credits) and net realisable value (except waste and scrap which are valued at estimated net realisable value).

Raw materials, stores and spare parts, and packing materials are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. The cost is computed on using 'First in First Out' method ('FIFO'). Cost includes expenditure incurred for acquiring inventories like purchase price, import duties, taxes (net of tax credit) and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work in progress includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs incurred in bringing the inventories to their present location and condition. The cost of finished goods and work-in-progress is computed on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### 5.6 Government grants

Government Grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Government grants whose primary condition is that the group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the standalone statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

### 5.7 Revenue recognition

Revenue from contracts with customers is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of discounts or incentives offered by the Company as part

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of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of products:

Revenue from the sale of products is recognised when the control of the goods has been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Sale of service

Revenue from rendering services is recognised over time in the accounting period in which the services are rendered and the Company has an enforceable right to payment for services.

## 5.8 Leases

The Company assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of identified asset;
- the Company has substantially all of the economic benefits from the use of the asset through the period of lease and;
- the Company has the right to direct the use of the asset.

As a lessee

i. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The right-of-use assets are also subject to impairment.

ii. Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of building and machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of building and machinery and equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

## 5.9 Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in

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deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

### Current tax

Current tax is based on taxable profit for the year. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## 5.10 Borrowing costs

Borrowing cost includes interest expense, amortisation of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, that are attributable to the acquisition or construction or production of a qualifying asset, are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

## 5.11 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

### Contingent assets

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may not be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

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### Warranties provision

Provisions for warranty-related costs are recognised as an expense in the Statement of Profit and Loss when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually. See note no. 24 of the standalone financial statement

### Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

## 5.12 Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences and other terminal benefits.

### Short-term employee benefits

Employee benefits such as wages, salaries, bonus, ex-gratia, short-term compensated absences, performance linked rewards, including non-monetary benefits that are expected to be settled within 12 months are classified as short-term employee benefits and are recognised in the period in which the employee renders services and are measured at the amounts expected to be paid when the liabilities are settled.

### Defined contribution plan

Contribution payable to the recognised provident fund, employee state insurance, employee pension scheme and other employee social security scheme etc., which are substantially defined contribution plans, is recognised as expense based on the undiscounted amount of obligations of the Company to contribute to the plan.

### Defined benefit plan

Defined benefit plans comprising of gratuity and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

### Other long-term employee benefits

Other long-term employee benefit comprises of leave encashment towards unavailed leave and compensated absences, which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

### Termination benefits:

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary retirement scheme in exchange for these benefits. Expenditure on Voluntary Retirement Scheme (VRS) is charged to the Statement of Profit and Loss when incurred.

## 5.13 Share-based payments

The Company issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value as at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the shares that will eventually vest with corresponding increase in equity. Fair value of the options on the grant date is calculated considering the following:

- Including the impact of market-based performance conditions (e.g. equity share price of an entity) and non-vesting conditions (e.g. holding the shares for the specific period of time)
- Excluding the impact of service and non-market performance conditions (e.g. achieving revenue or profitability target)

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At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. However, fair value of options is not remeasured subsequently.

### 5.14 Statement of Cash Flows

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 5.15 Earnings per share

Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

### 5.16 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less and deposits which are subject to insignificant risk of changes in value.

### 5.17 Fair value measurement

The Company measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use, or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities (for which fair value is measured or disclosed in the financial statements) are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable other than quoted prices included in Level 1.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the

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fair value measurement as a whole) at the end of each reporting period.

Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for disposal in discontinued operations.

## 5.18 Financial Instruments

### Initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost include trade receivables, loan to subsidiary, joint ventures, and associates, and loans to employees.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss.

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Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either:

a. the Company has transferred substantially all the risks and rewards of the asset, or

b. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Company evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the risk of the debt instruments. In addition, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ii. Financial liabilites

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by accounting standards. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in accounting standards are satisfied.

Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and instruments are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing borrowings and instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### iii. Off setting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone financial statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### iv. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit or loss as other expense. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit or loss as other expense.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

v Dividend and interest income

a. Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

b. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### 6.1 Recent accounting pronouncements

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective tor annual repoting periods beginning on or after April 01, 2024:

- Ind AS – 117 Insurance Contracts and
- Lease Liability in Sale and Leaseback — Amendments to Ind AS 116

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

### 6.2 Significant Judgements and Key sources of Estimation in applying Accounting Policies

Information about significant judgments and key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

a. Recognition of Deferred Tax Assets: The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

judgment is required in assessing the impact of any legal or economic limits.

b. Useful lives of depreciable/amortizable assets (tangible and intangible): Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.

c. Classification of Leases: The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

d. Employee benefit: Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases, and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

e. Provisions and Contingencies: The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities, and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgment by management regarding the probability of exposure to potential loss.

f. Impairment of financial assets: The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is an indication of impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

g. Fair value measurement of Financial Instruments: When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk, and volatility.

h. Warranty : Warranty Provision is measured at discounted present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the liability. Product warranty liability and warranty expenses are recorded at the time the product is sold, if the claims of the customers under warranty are probable, and the amount can be reasonably estimated.

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 7 Property, plant and equipment

(₹ in Lakhs)

| Particulars | Land (See Note i) | Buildings | Plant and machinery | Furniture and fixtures | Vehicles | Office equipment | Computers | Total |
|---|---|---|---|---|---|---|---|---|
| At cost or deemed cost | | | | | | | | |
| **Balance as at 1 April 2023** | **12,631** | **12,148** | **44,038** | **2,811** | **1,284** | **1,613** | **1,214** | **75,739** |
| Additions | 2,363 | 5,365 | 8,065 | 382 | 394 | 375 | 336 | 17,280 |
| Disposals | - | 355 | 1,874 | 31 | 155 | 59 | 15 | 2,489 |
| **Balance as at 31 March 2024** | **14,994** | **17,158** | **50,229** | **3,162** | **1,523** | **1,929** | **1,535** | **90,530** |
| Additions | 6 | 944 | 6,689 | 64 | 323 | 218 | 151 | 8,395 |
| Disposals/reclassification | 14,390 | 465 | 1,577 | 22 | 182 | 33 | 34 | 16,703 |
| **Balance as at 31 March 2025** | **610** | **17,637** | **55,341** | **3,204** | **1,664** | **2,114** | **1,652** | **82,222** |
| **Accumulated depreciation and impairment** | | | | | | | | |
| i. Accumulated depreciation | | | | | | | | |
| **Balance as at 1 April 2023** | **56** | **1,845** | **11,809** | **1,064** | **331** | **887** | **700** | **16,692** |
| Charge for the year | 8 | 554 | 3,306 | 274 | 163 | 231 | 279 | 4,815 |
| Disposals | - | 36 | 770 | 20 | 39 | 46 | 14 | 925 |
| **Balance as at 31 March 2024** | **64** | **2,363** | **14,345** | **1,318** | **455** | **1,072** | **965** | **20,582** |
| Charge for the year | - | 649 | 3,527 | 288 | 186 | 267 | 269 | 5,186 |
| Disposals | - | 46 | 1,007 | 10 | 141 | 31 | 20 | 1,255 |
| **Balance as at 31 March 2025** | **64** | **2,966** | **16,865** | **1,596** | **500** | **1,308** | **1,214** | **24,513** |
| ii. Impairment losses | | | | | | | | |
| **Balance as at 1 April 2023** | **-** | **-** | **337** | **-** | **-** | **-** | **-** | **337** |
| Additions | - | - | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - |
| **Balance as at 31 March 2024** | **-** | **-** | **337** | **-** | **-** | **-** | **-** | **337** |
| Additions | - | - | - | - | - | - | - | - |
| Disposals | - | - | - | - | - | - | - | - |
| **Balance as at 31 March 2025** | **-** | **-** | **337** | **-** | **-** | **-** | **-** | **337** |
| **Net carrying amount** | | | | | | | | |
| **As at 31 March 2024** | **14,930** | **14,795** | **35,547** | **1,844** | **1,068** | **857** | **570** | **69,611** |
| **As at 31 March 2025** | **546** | **14,671** | **38,139** | **1,608** | **1,164** | **806** | **438** | **57,372** |

**Notes:**

i. Land includes, freehold land located at Plot no C 2/1, Selaqui, Dehradun, Uttarakhand, which was purchased through auction from a Bank during the financial year 2016-17. The aforesaid land is registered in the name of the company. A party has initiated legal case disputing ownership of the said land at various courts/ tribunals, including Hon'ble Debt Recovery Tribunal at Lucknow and Dehradun ('DRT') and Hon'ble Debt Recovery Appellate Tribunal, Allahabad ('DRAT') and Hon'ble Nainital High Court. The matter has been decided by DRAT in the favour of the Company. The Company, being bonafide purchaser of the said land under the auction carried out by the Bank as per SARFAESI Act, 2002 is defending the matters at Hon'ble Nainital High Court. As on date, the matter is sub-judice. The cost of land is ₹ 250 lakh and capital assets created thereon is having the net block of ₹ 2,145 lakh as at 31 March 2025.

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 7 Property, plant and equipment (Contd..)

ii For information of the assets pledged as security against borrowings, see note 22, 27 and 42.

iii. There are no proceedings against the Company, that have been initiated or pending against it for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

## 8 Capital work-in-progress

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Capital work in progress | 17,418 | 3,435 |
| | **17,418** | **3,435** |

**Notes:**

**a) Ageing of capital work in progress**

As at 31 March, 2025

(₹ in Lakhs)

| Particulars | Amount in capital work in progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1- 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 15,010 | 2,188 | 220 | - | 17,418 |

As at 31 March, 2024

(₹ in Lakhs)

| Particulars | Amount in capital work in progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1- 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 3,007 | 428 | - | - | 3,435 |

**b)** Projects in progress comprises projects of Washing Machine, LED Television, Lighting Products, Mobile Phones and others.

**c)** There is no capital project in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

**d)** For disclosure of contractual commitments for the acquisition of property, plant and equipment, see note 41(d).

## 9 Other intangible assets

(₹ in Lakhs)

| Particulars | Computer Software |
|---|---|
| As at cost or deemed cost | |
| **Balance as at 01 April 2023** | **1,399** |
| Additions | 524 |
| Disposals | - |
| **Balance as at 31 March 2024** | **1,923** |
| Additions | 174 |
| Disposals | - |
| **Balance as at 31 March 2025** | **2,097** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 9 Other intangible assets (Contd..)

(₹ in Lakhs)

| Particulars | Computer Software |
|---|---|
| Accumulated amortisation | |
| **Balance as at 01 April 2023** | **522** |
| Charge for the year | 247 |
| Disposals | - |
| **Balance as at 31 March 2024** | **769** |
| Charge for the year | 284 |
| Disposals | - |
| **Balance as at 31 March 2025** | **1,053** |
| **Net carrying amount** | |
| **As at 31 March 2024** | **1,154** |
| **As at 31 March 2025** | **1,044** |

## 10 Right -of-use assets

(₹ in Lakhs)

| Particulars | Land | Building | Total |
|---|---|---|---|
| Gross carrying amount | | | |
| **Balance as at 01 April 2023** | - | **17,322** | **17,322** |
| Additions | - | - | - |
| Disposals/ adjustment | - | 2,346 | 2,346 |
| **Balance as at 31 March 2024** | - | **14,976** | **14,976** |
| Additions/adjustments | 14,933 | 5,493 | 20,426 |
| Disposals/ adjustment | - | 6,948 | 6,948 |
| **Balance as at 31 March 2025** | **14,933** | **13,521** | **28,454** |
| Accumulated depreciation | | | |
| **Balance as at 01 April 2023** | **-** | 2,821 | 2,821 |
| Charge for the year | | | |
| - Capital work in progress | - | 29 | 29 |
| - Statement of profit and loss account | - | 1,336 | 1,336 |
| Disposals/ Adjustment | - | 819 | 819 |
| **Balance as at 31 March 2024** | - | **3,367** | **3,367** |
| Charge for the year | | | |
| - Capital work in progress | - | 17 | 17 |
| - Statement of profit and loss account | 177 | 1,418 | 1,595 |
| Disposals/ adjustment | - | 2,323 | 2,323 |
| **Balance as at 31 March 2025** | **177** | **2,479** | **2,656** |
| **Net carrying value** | | | |
| **Balance as at 31 March 2024** | - | **11,609** | **11,609** |
| **Balance as at 31 March 2025** | **14,756** | **11,042** | **25,798** |

**Note:**

For the information of lease liabilities and other disclosures see note 23

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 11 Investments
### A. Non-current investments

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | Number of Shares | ₹ / Lakh | Number of Shares | ₹ / Lakh |
| **i. Investment in equity instrument** | | | | |
| **a. In subsidiary companies (Unquoted, at cost)** | | | | |
| Dixon Global Private Limited | 10,00,000 | 100 | 10,00,000 | 100 |
| Equity shares of ₹ 10 each | | | | |
| Padget Electronics Private Limited | 1,50,00,000 | 3,450 | 1,50,00,000 | 3,450 |
| Equity shares of ₹ 10 each | | | | |
| Dixon Electro Appliances Private Limited | 51,000 | 5 | 51,000 | 5 |
| Equity shares of ₹ 10 each | | | | |
| Dixon Electro Manufacturing Private Limited | 16,830 | 15,003 | 10,000 | 1 |
| Equity shares of ₹ 10 each | | | | |
| Dixon Technologies Solutions Private Limited | 10,000 | 1 | 10,000 | 1 |
| Equity shares of ₹ 10 each | | | | |
| Dixtel Communications Private Limited | - | - | 1,00,000 | 10 |
| Equity shares of ₹ 10 each | | | | |
| Dixon Electroconnect Private Limited | 10,000 | 1 | - | - |
| Equity shares of ₹ 10 each | | | | |
| Dixon IT Devices Private Limited | 10,000 | 1 | - | - |
| Equity shares of ₹ 10 each | | | | |
| Dixon Teletech Private Limited | 10,000 | 1 | - | - |
| Equity shares of ₹ 10 each | | | | |
| Dixon Display Technologies Private Limited (formerly known as Dixon Infotech Private Limited) | 10,000 | 1 | 10,000 | 1 |
| Equity shares of ₹ 10 each | | | | |
| Dixtel Infocom Private Limited | 10,000 | 1 | 10,000 | 1 |
| Equity shares of ₹ 10 each | | | | |
| Califonix Tech And Manufacturing Private Limited | 2,15,50,000 | 2,155 | 2,15,50,000 | 2,155 |
| Equity shares of ₹ 10 each | | | | |
| Ismartu India Private Limited | 1,38,73,846 | 32,234 | - | - |
| Equity shares of ₹ 10 each | | | | |
| | | **52,953** | | **5,724** |
| **b. In jointly controlled entities (Unquoted, at cost)** | | | | |
| AIL Dixon Technologies Private Limited (see note 54) | - | - | 95,00,000 | 950 |
| Equity shares of ₹ 10 each | | | | |
| Rexxam Dixon Electronics Private Limited | 60,00,000 | 600 | 60,00,000 | 600 |
| Equity shares of ₹ 10 each | | | | |
| | | **600** | | **1,550** |
| **c. Others (fair value through profit and loss) (Unquoted)** | | | | |
| Amplus RJ Solar Private Limited | 15,36,800 | 154 | 15,36,800 | 154 |
| Equity shares of ₹ 10 each | | | | |
| Aditya Infotech Limited (see Note 54) | 73,05,805 | 49,900 | - | - |
| Equity shares of ₹ 1 each | | | | |
| | | **50,054** | | **154** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 11 Investments (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | Number of Shares | ₹ / Lakh | Number of Shares | ₹ / Lakh |
| **ii. Investment in Preference shares** | | | | |
| **a. In subsidiary company** | | | | |
| **(Unquoted, at cost)** | | | | |
| Dixon Electro Appliances Private Limited | 4,99,80,000 | 4,998 | 4,99,80,000 | 4,998 |
| Preference shares of ₹10 Each | | | | |
| | | **4,998** | | **4,998** |
| **Total** | | **1,08,605** | | **12,426** |
| Aggregate carrying value of unquoted investments | | 1,08,605 | | 12,426 |
| Aggregate amount of impairment in the value of investments | | - | | - |

**Notes:**

I. No investment is pledged as security by the Company.

**II. Information of subsidiaries and jointly controlled entities**

| Name of the entity | Principal activity | Place of incorporation | Principal place of business | Proportion of ownership interest/ voting rights held by the group | |
|---|---|---|---|---|---|
| | | | | As at 31 March 2025 | As at 31 March 2024 |
| **Subsidiary Companies** | | | | | |
| i. Dixon Global Private Limited | Trading | Noida, India | Noida, India | 100% | 100% |
| ii. Padget Electronics Private Limited | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| iii. Dixon Electro Manufacturing Private Limited | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| iv. Dixon Technologies Solutions Private Limited | Manufacturing | Noida, India | Dehradun India | 100% | 100% |
| v. Dixon Electro Appliances Private Limited | Manufacturing | Noida, India | Ludhiana, India Noida, India | 51% | 51% |
| vi. Dixtel Communications Private Limited** | Trading | Noida, India | Noida, India | - | 100% |
| vii. Dixon Display Technologies Private Limited (formerly known as Dixon infotech Private Limited)# | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| viii. Dixtel Infocom Private Limited# | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| ix. Califonix Tech and Manufacturing Private Limited | Manufacturing | Noida, India | Noida, India | 50% | 50% |
| x. Dixon Electroconnect Private Limited* | Manufacturing | Noida, India | Noida, India | 100% | - |
| xi. Dixon IT Devices Private Limited* | Manufacturing | Noida, India | Noida, India | 100% | - |
| xii. Dixon Teletech Private Limited* | Manufacturing | Noida, India | Noida, India | 100% | - |
| xiii. Ismartu India Private Limited *** | Manufacturing | Noida, India | Noida, India | 50.1% | - |
| **Jointly controlled entities** | | | | | |
| i. AIL Dixon Technologies Private Limited (till 08 July, 2024) | Manufacturing | Noida, India | Andhra Pradesh, India | - | 50% |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 11 Investments (Contd..)

| Name of the entity | Principal activity | Place of incorporation | Principal place of business | Proportion of ownership interest/ voting rights held by the group | |
|---|---|---|---|---|---|
| | | | | As at 31 March 2025 | As at 31 March 2024 |
| ii. Rexxam Dixon Electronics Private Limited | Manufacturing | Noida, India | Noida, India | 40% | 40% |

* Incorporated during the year.

# Incorporated in previous year

**During the year, Dixtel Communications Private Limited, wholly owned subsidiary of the Company has been struke off from the Register of Companies vide its order dated 21 September, 2024.

*** The equity shares purchased during the year

### III. Operation details of jointly controlled entities

i. AIL Dixon Technologies Private Limited (till 08 July 2024)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Income | 16,031 | 63,271 |
| Expenses | 15,764 | 62,563 |

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Assets | - | 32,159 |
| Liabilities | - | 28,452 |
| Contingent liabilities | - | 3,328 |
| Commitments (net of advance) | - | - |

**Notes**

- The operations are disclosed to the extent of the share of the Company.

ii. Rexxam Dixon Electronics Private Limited

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Income | 17,362 | 14,501 |
| Expenses | 15,496 | 13,288 |

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Assets | 11,815 | 10,658 |
| Liabilities | 8,421 | 8,807 |
| Contingent liabilities | 45 | 45 |
| Commitments (net of advance) | 46 | 1 |

**Notes**

- The operations are disclosed to the extent of the share of the Company.
- The information disclosed above is based on the latest audited financial statement of the company

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 12 Loans

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-Current** | | |
| (Unsecured, considered good) | | |
| a. Loans to related parties (see note 51) | | |
| - Subsidiaries | 24,182 | 45,170 |
| | 24,182 | 45,170 |
| **Current** | | |
| (Unsecured, considered good) | | |
| a. Loans to related parties (see note 51) | | |
| - Subsidiaries | 4 | 7 |
| - Joint Ventures Companies | - | 400 |
| | 4 | 407 |

**Notes**

**i. Disclosures of inter corporate loans as required by section 186(4) of the Companies Act, 2013 are as follows :**

| Particulars | Rate of interest – Current year | Rate of interest – Previous year | Repayment term | Secured/ Unsecured | As at 31 March 2025 (₹ In lakhs) | As at 31 March 2024 (₹ in Lakhs) |
|---|---|---|---|---|---|---|
| **A. Non current loan** | | | | | | |
| **(For setting up new business facility)** | | | | | | |
| i. Padget Electronics Private Limited | SBI+1 Year MCLR (9.00%) | SBI+1 Year MCLR (8.65%) | From 01 June, 2023 to 31 March,2029 | Unsecured | 9,450 | 11,600 |
| ii. Dixon Electro Manufacturing Private Limited | SBI+1 Year MCLR (9.00%) | SBI+1 Year MCLR (8.65%) | From 30 April, 2024 to 31 March,2031 | Unsecured | 10,796 | 29,634 |
| iii. Dixon Technologies Solutions Private Limited | SBI+1 Year MCLR (9.00%) | SBI+1 Year MCLR (8.65%) | From 30 April, 2024 to 30 April,2034 | Unsecured | 3,536 | 3,936 |
| iv. Dixon Display Technologies Private Limited (formerly known as Dixon Infotech Private Limited) | SBI+1 Year MCLR (9.00%) | - | From 01 April, 2026 to 30 April,2036 | Unsecured | 400 | - |
| | | | | | 24,182 | 45,170 |
| **B. Current loan** | | | | | | |
| **(For working capital facility)** | | | | | | |
| i. Dixon Electro Appliances Private Limited | SBI+3 month MCLR (8.55%) | SBI+3 month MCLR (8.20%) | Repayable on demand | Unsecured | - | 7 |
| ii. AIL Dixon Technologies Private Limited | - | 11.00% | Repayable on demand | Unsecured | - | 400 |
| iii. Dixtel Infocom Private Limited | SBI+3 month MCLR (8.55%) | - | Repayable on demand | Unsecured | 1 | - |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 12 Loans (Contd..)

| Particulars | Rate of interest - Current year | Rate of interest - Previous year | Repayment term | Secured/ Unsecured | As at 31 March 2025 (₹ In lakhs) | As at 31 March 2024 (₹ in Lakhs) |
|---|---|---|---|---|---|---|
| iv. Dixon Electroconnect Private Limited | SBI+3 month MCLR (8.55%) | - | Repayable on demand | Unsecured | 1 | - |
| v. Dixon IT Devices Private Limited | SBI+3 month MCLR (8.55%) | - | Repayable on demand | Unsecured | 1 | - |
| vi. Dixon Teletech Private Limited | SBI+3 month MCLR (8.55%) | - | Repayable on demand | Unsecured | 1 | - |
| | | | | | **4** | **407** |

**ii. Disclosure of loans and advances in the nature of loans given to subsidiaries and other companies in which directors are interested as required by Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:**

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A. Non-current loans** | | |
| i. Padget Electronics Private Limited | 9,450 | 11,600 |
| (Maximum amount outstanding during the year ₹ 11,600 Lakh (Previous year ₹ 11,900 lakh)) | | |
| ii. Dixon Electro Manufacturing Private Limited | 10,796 | 29,634 |
| (Maximum amount outstanding during the year ₹ 32,999 Lakh (Previous year ₹ 29,634 lakh)) | | |
| iii. Dixon Technologies Solutions Private Limited | 3,536 | 3,936 |
| (Maximum amount outstanding during the year ₹ 3,936 Lakh (Previous year ₹ 4,987 lakh)) | | |
| iv. Dixon Display Technologies Private Limited (formerly known as Dixon Infotech Private Limited) | 400 | - |
| (Maximum amount outstanding during the year ₹ 400 Lakh (Previous year Nil)) | | |
| | **24,182** | **45,170** |
| **B. Current loans (repayable on demand):** | | |
| i. Dixon Electro Appliances Private Limited | - | 7 |
| ii. AIL Dixon Technologies Private Limited | - | 400 |
| iii. Dixtel Infocom Private Limited | 1 | - |
| iv. Dixon Electroconnect Private Limited | 1 | - |
| v. Dixon IT Devices Private Limited | 1 | - |
| vi Dixon Teletech Private Limited | 1 | - |
| | **4** | **407** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 12 Loans (Contd..)

### iii. Disclosures for Loans or advances granted to promoters, directors and the related parties

The Company has given loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties

a. repayable on demand or

b. without specifying any terms or period of repayment

(₹ in Lakhs)

| Type of Borrower | Amount of loan or advances in nature of loan outstanding As at 31 March, 2025 | Percentage to the total loans and advances in the nature of loans % |
|---|---|---|
| Promoters | - | - |
| Directors | - | - |
| KMPs | - | - |
| Related parties | 4 | 0.02% |

(₹ in Lakhs)

| Type of Borrower | Amount of loan or advances in nature of loan outstanding As at 31 March, 2024 | Percentage to the total loans and advances in the nature of loans % |
|---|---|---|
| Promoters | - | - |
| Directors | - | - |
| KMPs | - | - |
| Related parties | 407 | 0.89% |

## 13 Other financial assets

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non-current** | | |
| a. Amount paid under protest to government authorities (see note 41) | 1,126 | 1,118 |
| b. Security deposits | 1,162 | 1,087 |
| | **2,288** | **2,205** |
| **II. Current** | | |
| a. Advances to employees | 124 | 99 |
| b. Amount receivables from government authorities (Incentive and refund receivables) | 1,184 | 145 |
| c. Other receivables | 2 | 59 |
| d. Outstanding forward Marked to Market (MTM) | - | 41 |
| | **1,310** | **344** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 14 Other assets

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non-current** | | |
| a. Capital advances | 918 | 998 |
| b. Other advances considered doubtful | 32 | 32 |
| Less : Provision for doubtful advances | (32) | (32) |
| | - | - |
| | **918** | **998** |
| **II. Current** | | |
| a. Balance with government authorities (see note below) | 2,313 | 1,473 |
| b. Advances to suppliers | 1,962 | 1,881 |
| c. Prepaid expenses | 872 | 761 |
| | **5,147** | **4,115** |

**Note:**

Balance with government authorities includes goods and service tax, custom duty etc.

## 15 Inventories

(Valued at lower of cost and net realisable value)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Raw material, store and spares and packing material etc. | | |
| - in stock | 26,059 | 27,992 |
| - in transit | 4,118 | 1,956 |
| b. Work-in-progress | 687 | 1,663 |
| c. Finished goods | 7,554 | 7,398 |
| | **38,418** | **39,009** |

**Note:** For details of Inventories pledged as security for borrowings, see note no. 42.

## 16 Trade receivables

(unsecured)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. from related parties (see note 51) | 6,405 | 1,731 |
| b. from others | 54,922 | 89,070 |
| | **61,327** | **90,801** |
| Less: Allowances for doubtful debts | 564 | 114 |
| | **60,763** | **90,687** |

**Note:** For details of trade receivables pledged as security for borrowings, see note 42

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 16 Trade receivables (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Trade receivables** | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 60,763 | 90,687 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | 564 | 114 |
| | **61,327** | **90,801** |
| **Impairment Allowance (allowance for bad and doubtful debts)** | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | 564 | 114 |
| | **564** | **114** |
| **Trade receivables (Net)** | **60,763** | **90,687** |

### Ageing for trade receivables - billed – current outstanding as at 31st March, 2025 is as follows:

(₹ in Lakhs)

| Particulars | Current but not due | Outstanding for the following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 -12 months | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables– considered good | 37,915 | 21,993 | 136 | 719 | - | - | 60,763 |
| Undisputed trade receivables– which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed trade receivables– credit impaired | - | - | - | 564 | - | - | 564 |
| Disputed trade receivables - considered good | - | - | - | - | - | - | - |
| Disputed trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed trade receivables – credit impaired | - | - | - | - | - | - | - |
| | **37,915** | **21,993** | **136** | **1,283** | **-** | **-** | **61,327** |

### Ageing for trade receivables - billed – current outstanding as at 31st March, 2024 is as follows:

(₹ in Lakhs)

| Particulars | Current but not due | Outstanding for the following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 -12 months | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed trade receivables– considered good | 62,189 | 27,020 | 941 | 537 | - | - | 90,687 |
| Undisputed trade receivables– which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed trade receivables– credit impaired | - | - | - | 114 | - | - | 114 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 16 Trade receivables (Contd..)

(₹ in Lakhs)

| Particulars | Current but not due | Outstanding for the following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 -12 months | 1-2 years | 2-3 years | More than 3 years | |
| Disputed trade receivables– considered good | - | - | - | - | - | - | - |
| Disputed trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed trade receivables– credit impaired | - | - | - | - | - | - | - |
| | **62,189** | **27,020** | **941** | **651** | **-** | **-** | **90,801** |

**Note(s):**

i. The average credit period on sale of goods is 30 days to 60 days. No interest is charged on overdue trade receivables.

ii. Trade receivables ageing have been disclosed on due basis.

iii. There is no unbilled trade receivables as at the year end.

## 17 Cash and cash equivalents

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Balances with banks | | |
| - in current accounts | 3,482 | 1,703 |
| - in escrow accounts | 247 | 248 |
| b. Cash on hand | 24 | 28 |
| | **3,753** | **1,979** |

**Note:** There are no cash and cash equivalent balances held by the entity that are not available for use by the Company

## 18 Bank balances other than cash and cash equivalents

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Margin money deposits (see note below) | 148 | 201 |
| b. Balance in earmarked account -unpaid dividend accounts | 3 | 2 |
| | **151** | **203** |

**Note**

The Margin money are earmarked and is not available for use by the Company as per term of contract. Margin Money deposit balances are more than 3 month but less than 12 months. Margin money is held against letter of credit, bank guarantee, submitted with various taxation departments.

## 19 Current tax assets (net)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Advance income tax (net of provision) | 870 | - |
| | **870** | **-** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 20 Equity share capital

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | No of shares | ₹ / Lakhs | No of shares | ₹ / Lakhs |
| **Authorised** | | | | |
| Equity shares of ₹ 2 each | 13,00,00,000 | 2,600 | 13,00,00,000 | 2,600 |
| **Issued, subscribed and paid-up** | | | | |
| Equity shares of ₹ 2 each fully paid up | 6,02,36,688 | 1,205 | 5,98,21,595 | 1,196 |
| | **6,02,36,688** | **1,205** | **5,98,21,595** | **1,196** |
| **a. Reconciliation of equity shares** | | | | |
| Balance as at the beginning of the year | 5,98,21,595 | 1,196 | 5,95,60,165 | 1,191 |
| Share issued under employees stock option schemes | 4,15,093 | 9 | 2,61,430 | 5 |
| **Balance as at the end of the year** | **6,02,36,688** | **1,205** | **5,98,21,595** | **1,196** |

### b. Terms and rights of equity shareholders

The Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each share holders. There is no restriction on distribution of dividend, however, the same is subject to the approval of the share holders in the annual general meeting except in the case of interim dividend.

### c. Detail of holders holding more than 5% of the aggregate shares in the Company.

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | No of shares | % holding | No of shares | % holding |
| Mr. Sunil Vachani | 32,14,409 | 5.34% | 37,11,411 | 6.20% |
| Mrs. Kamla Vachani | 38,67,098 | 6.42% | 40,44,250 | 6.76% |
| Mrs. Gayatri Vachani | 38,87,561 | 6.45% | 38,87,561 | 6.50% |
| PSV family trust** | 94,49,786 | 15.69% | 94,49,786 | 15.80% |
| | **2,04,18,854** | **33.90%** | **2,10,93,008** | **35.26%** |

### d Details of share held by Promoters*

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | | % change during the year |
|---|---|---|---|---|---|
| | No of shares | ₹ / Lakh | No of shares | ₹ / Lakh | |
| **Promotor Name** | | | | | |
| Mr. Sunil Vachani | | | | | |
| No's of shares | 32,14,409 | 64 | 37,11,411 | 74 | |
| % holding | 5.34% | 5.34% | 6.20% | 6.20% | -0.86% |
| **Promotor's Group** | | | | | |
| Mrs. Gayatri Vachani | | | | | |
| No's of shares | 38,87,561 | 78 | 38,87,561 | 78 | |
| % holding | 6.45% | 6.45% | 6.50% | 6.50% | -0.05% |
| Mr. Suresh Vaswani | | | | | |
| No's of shares | 5,12,053 | 10 | 5,76,573 | 12 | |
| % holding | 0.85% | 0.85% | 0.96% | 0.96% | -0.11% |
| PSV family trust** | | | | | |
| No's of shares | 94,49,786 | 189 | 94,49,786 | 189 | |
| % holding | 15.69% | 15.69% | 15.80% | 15.80% | -0.11% |
| KSV family trust** | | | | | |
| No's of shares | 23,62,447 | 47 | 23,62,447 | 47 | |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 20 Equity share capital (Contd..)

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | | % change during the year |
|---|---|---|---|---|---|
| | No of shares | ₹ / Lakh | No of shares | ₹ / Lakh | |
| % holding | 3.92% | 3.92% | 3.95% | 3.95% | -0.03% |
| Mr. Kamal Vachani | | | | | |
| No's of shares # | 3,802 | - | 3,802 | - | |
| % holding | 0.01% | 0.01% | 0.01% | 0.01% | 0.00% |
| Mr. Ravi Vachani | | | | | |
| No's of shares ## | 6,900 | - | 10,280 | - | |
| % holding | 0.01% | 0.01% | 0.02% | 0.02% | -0.01% |

* As defined under the Companies Act, 2013, but does not include person considered as Promoter group as per Regulations 2 (1) (zb) of SEBI ICDR Regulations.

** PSV Family Trust and KSV Family Trust formed part of the Promoter group with effect from 21 November 2023 wherein Mr. Sunil Vachani and Mrs. Gayatri Vachani are the Trustees to the said trusts.

# share held of ₹0.08 lakh (previous year ₹ 0.08 Lakh)

## share held of ₹ 0.14 lakh (previous year ₹ 0.21 Lakh)

### e. Summary of dividend and proposed dividend

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Cash dividends on equity shares declared and paid** | | |
| Final dividend for the year ended on 31 March 2024: ₹ 5 per share (previous year ₹ 3 per share) | 2,991 | 1,787 |
| | **2,991** | **1,787** |
| **Proposed dividends on Equity shares** | | |
| Final dividend for the year ended on 31 March 2025: ₹ 8 per share (previous year ₹5 per share) | 4,819 | 2,991 |
| | **4,819** | **2,991** |

The Board of Directors have recommended a final dividend of 400% (INR 8.00/- per Equity Share of ₹ 2/- each) for the financial year 2024-2025 subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

**f.** Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date- Nil

### g. Shares held by Holding or ultimate Holding company

The Company does not have any Holding Company.

### h. Shares reserved for issue under employee stock option

For details of shares reserved for issue and shares issued under the Employee Stock Option Plan (ESOP) of the Company, see note 50. These options are granted to the employees subject to cancellation under circumstance of his cessation of employment with the Company on or before the vesting date.

| Particulars | No of shares | |
|---|---|---|
| | As at 31 March 2025 | As at 31 March 2024 |
| No. of share reserved | 16,10,617 | 25,67,960 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 21 Other equity

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. General reserve | 6,780 | 4,105 |
| b. Securities premium | 45,246 | 31,262 |
| c. Capital redemption reserve | 33 | 33 |
| d. Other comprehensive income | (125) | (79) |
| e. Share option outstanding account | 10,473 | 1,847 |
| f. Retained earnings | 1,54,665 | 1,01,066 |
| | **2,17,072** | **1,38,234** |
| **a. General reserve** | | |
| Opening balance | 4,105 | 3,046 |
| Transfer for share option exercised during the year | 2,675 | 1,059 |
| **Closing balance** | **6,780** | **4,105** |
| **b. Securities premium** | | |
| Opening balance | 31,262 | 26,578 |
| Add: Premium on issue of share under employees stock option schemes (see note 50) | 13,984 | 4,684 |
| **Closing balance** | **45,246** | **31,262** |
| **c. Capital redemption reserve** | | |
| Opening balance | 33 | 33 |
| **Closing balance** | **33** | **33** |
| **d. Other comprehensive income-** | | |
| Remeasurement of defined benefit plans | | |
| Opening balance | (79) | (180) |
| Movement during the year | (46) | 101 |
| **Closing balance** | **(125)** | **(79)** |
| **e. Share option outstanding account** | | |
| Opening balance | 1,847 | 1,685 |
| Add : Granted/ vested during the year | 11,301 | 1,221 |
| Less : Exercised during the year (see note 50) | (2,675) | (1,059) |
| **Closing balance** | **10,473** | **1,847** |
| **f. Retained earnings** | | |
| Opening balance | 1,01,066 | 84,287 |
| Add : Profit for the year | 56,590 | 18,566 |
| **Less: Appropriation** | | |
| -Final dividend on equity shares for the year ended 31 March, 2024 (₹5 per share) | (2,991) | - |
| -Final dividend on equity shares for the year ended 31 March, 2023 (₹3 per share) | - | (1,787) |
| **Closing balance** | **1,54,665** | **1,01,066** |

**Notes:**

**a. General reserve:**

The Company had transferred a part of the net profit of the Company to general reserve in earlier years. It also includes amount transferred to general reserve for share option exercised during the year and earlier years.

**b. Securities premium**

The amount received in excess of the face value of the equity shares issued by the Company is recognised in securities premium. It can be used for issue of bonus shares, write- off of equity related expenses etc.

**c. Capital redemption reserve:**

The reserve has been created by buy back of equity shares and fully convertible cumulative participatory preference shares.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 21 Other equity (Contd..)

**d. Other comprehensive income:**

Other comprehensive income comprises the balance of remeasurement of retirement benefit plans.

**e. Share option outstanding:**

The above reserve relates to share options granted by the Company to its employees including employees of Subsidiaries and Joint Ventures under its employee share option plan.

**f. Retained earnings:**

Retained earnings are profits of the Company earned till date less transferred to other reserves and dividend paid during the year.

## 22 Borrowings

(at amortised cost)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **-Non Current** | | |
| **i. From banks** | | |
| **(Secured)** | | |
| a. Term Loan | | |
| - HDFC Bank Limited (see note 'I' below) | 4,346 | 5,839 |
| | **4,346** | **5,839** |
| **ii. From non banking financial companies** | | |
| **(Secured)** | | |
| - Tata Capital Housing Finance Limited (see note 'II' below) | - | 100 |
| | - | 100 |
| **Total** | **4,346** | **5,939** |
| Less: Current maturities of long term borrowings (see note 27) | 1,646 | 1,514 |
| | **2,700** | **4,425** |

**Notes:**

**I Borrowing from HDFC Bank Limited**

a. Term loan from HDFC Bank Limited

| Particulars | | Term loan-1 | Term loan-2 |
|---|---|---|---|
| A. Outstanding balance current year | ₹/Lakh | 814 | 3,532 |
| Outstanding balance previous year | ₹/Lakh | 1,241 | 4,598 |
| B. Rate of Interest | % | 6 month MCLR+0.60% | Repo Rate +1.06% with quarterly reset |
| C. Terms of repayment | | Repayable in 5 years including 1 year of moratorium followed by 20%, 20%, 30%, and 30% repayment in 2nd, 3rd, 4th and 5th year respectively | Repayable in 6.5 years including 1.5 year of moratorium followed by 10%, 15%, 15%,30% and 30% repayment in Ist, 2nd,3rd, 4th and last year respectively. |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 22 Borrowings (Contd..)

### b. Nature of Securities

Term loan-1

- Secured against first pari - passu charge on all movable fixed assets of the company (except those charged exclusively to other lenders)
- exclusive charge on movable fixed assets of unit located at plot no. 262 M, Industrial Area, Central Hope Town, Selaqui, Dehradun, Uttarakhand (both present and future)
- first pari passu charged over movable fixed assets of the unit located at C-3/1, Selaqui Industrial Area Dehradun, Uttarakhand
- exclusive charge on immovable property located at Plot No C-2/1, UPSIDC Industrial Area, Selaqui, vikas Nagar, Dehradun, Uttarakhand

Term loan-2

- secured against first pari passu charge on all movable fixed assets of the company (except those exclusively charged with other banks).
- exclusive charge on immovable fixed assets of the company located at Khasra No. 1050/2, 1050/6, 1050/7, 1050/8, 1050/9 situated at Mauza East Hope Town, Tehsil Vikas Nagar, Pargana- Pachwa Doon, District – Dehradun (Uttrakhand)

### II Term loan from Tata Capital Housing Finance Limited

Rate of interest

Rate of interest is bearing of 12.25% p.a.

Repayment term

The loan had been fully repaid during the year.

Security

Loan is secured by mortgage of the related asset Unit no. 2, TH-1, Rajpura Dehradun and now, charge stand released.

### III Term of repayment of long term borrowings

| Particulars | As at 31 March, 2025 | | As at 31 March, 2024 | |
|---|---|---|---|---|
| | No. of Installments | ₹ / Lakh | No. of Installments | ₹ / Lakh |
| **Secured monthly repayment** | | | | |
| Less than 1 year | - | - | 12 | 21 |
| Due 1 to 5 years | - | - | 37 | 79 |
| More than 5 years | - | - | - | - |
| **Secured quarterly repayment** | | | | |
| Less than 1 year | 12 | 1,646 | 16 | 1,493 |
| Due 1 to 5 years | 16 | 2,700 | 28 | 4,346 |
| More than 5 years | - | - | - | - |
| | | **4,346** | | **5,939** |

**IV** The Company has not defaulted in the repayment of dues to its lenders.

**V** Borrowings from banks and financial institution have been used for the specific purpose for which it was taken at the balance sheet date.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 23 Lease liabilities

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A) Non current** | | |
| a. Lease liabilities | 11,546 | 12,615 |
| | **11,546** | **12,615** |
| **B) Current** | | |
| a. Lease liabilities | 1,042 | 854 |
| | **1,042** | **854** |

### II Movement in lease liabilities during the year:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **a. Lease liabilities** | | |
| - Non current | 11,546 | 12,615 |
| - Current | 1,042 | 854 |
| | **12,588** | **13,469** |
| **b. Balance at the Beginning of the year** | 13,469 | 16,057 |
| Additions during the year | 5,465 | - |
| | 18,934 | 16,057 |
| **Finance cost accrued during the year:** | | |
| - Capital work in progress | 87 | 167 |
| - Statement of profit and loss account | 1,042 | 986 |
| Total cash outflow | (1,861) | (1,771) |
| Derecognised during the year | (5,614) | (1,970) |
| **Balance as at end of the year** | **12,588** | **13,469** |
| **c. Maturity analysis of lease liabilities:** | | |
| **i. The table below provides details regarding the maturities of lease liabilities:** | | |
| 0-3 Months | 260 | 220 |
| 3-6 Months | 261 | 216 |
| 6-12 Months | 521 | 418 |
| 1-3 years | 2,173 | 2,101 |
| 3-5 years | 1,293 | 1,488 |
| Above 5 years | 8,080 | 9,026 |
| **Total** | **12,588** | **13,469** |
| **ii. The table below provides details regarding of lease liabilities on undiscounted basis** | | |
| Before 3 months | 514 | 440 |
| 3-6 months | 514 | 435 |
| 6-12 months | 1,028 | 878 |
| 1-3 years | 3,972 | 3,688 |
| 3-5 years | 2,772 | 2,769 |
| Above 5 years | 13,900 | 64,907 |
| **Total** | **22,700** | **73,117** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 23 Lease liabilities (Contd..)

d. Other disclosure

(₹ in Lakhs)

| Particulars | Note No | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| Depreciation charge for right-of-use assets by class of underlying asset : | | | |
| - Capital work in progress | | 17 | 29 |
| - Statement of profit and loss account | 37 | 1,595 | 1,336 |
| Interest expense on lease liabilities: | | | |
| - Capital work in progress | | 87 | 167 |
| - Statement of profit and loss account | 36 | 1,042 | 986 |
| The expense relating to short-term leases including leases with a lease term of one month or less | 38 | 485 | 268 |
| Payment of lease liabilities | 23 | 1,861 | 1,771 |
| | | | |
| Additions/ adjustments to right-of-use assets | 10 | 20,426 | - |
| Gains or (losses) arising from lease modification/closure | 32 | 989 | 247 |
| The carrying amount of right-of-use assets | 10 | 25,798 | 11,609 |

i. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

ii. Lease contracts entered by the Company majorly pertains to buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

iii. 6% to 9% of interest rate implicit in the lease or lessee's incremental borrowing rate used for the measurement of lease liabilities.

### III Disclosures for operating leases other than leases coverd in Ind AS 116

i. The Company has entered into cancellable operating leases and transactions for leasing of accommodation for factory building, service centre, office space, godown, transit house etc. The tenure of lease is generally one year.

Terms of lease include operating terms for renewal, increase in rent in future period and terms of cancellation.

ii. The Company has given its properties on lease to one party. Tenure of leases is 14 years. Terms of the lease include operating term for renewal, increase in rent in future period and term of cancellation have a notice period of 3 months, accordingly no lease obligation have been disclosed.

Lease expenses/income recognised during the year

(₹ in Lakhs)

| | See Note | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| **a. As a lessee -rent expenses** | | | |
| Factory building, godown, office space, service centre and transit house | 38 | 485 | 268 |
| **b. As a lessor -rent income (production facility charges)** | 31 | | |
| Factory building | | 222 | 279 |

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# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 24 Provisions

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A) Non current** | | |
| a. Provision for employee benefit | | |
| i. For gratuity (see note 47) | 383 | 1,158 |
| ii. For compensated absences | 104 | 91 |
| | **487** | **1,249** |
| **B) Current** | | |
| a. Provision for employee benefits | | |
| i. For gratuity (see note 47) | 167 | 160 |
| ii. For compensated absences | 25 | 25 |
| b. Provision for warranty (see note below) | 319 | 160 |
| | **511** | **345** |
| **Note:** | | |
| **Movement in provision for warranty** | | |
| Opening balance | 160 | 409 |
| Provision made during the year | 325 | 683 |
| Claim paid / adjustments during the year | 166 | 932 |
| **Closing provision** | **319** | **160** |

**Basis of warranty:**

The Company provides warranty on lighting products and washing machines to specific customers.
Lighting products are replaced with new product and in respect of washing machines, defective parts are changed/ repaired.

## 25 Deferred tax liabilities (net)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **a. Deferred tax liabilities** | 12,186 | 5,332 |
| **b. Deferred tax assets** | 3,521 | 3,864 |
| | **8,665** | **1,468** |

**Note:**

For deferred tax movement and tax reconciliation see note 40.

## 26 Other liabilities

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A) Non Current** | | |
| a. Deferred grant (see note 'i' below) | 1,483 | 1,356 |
| | **1,483** | **1,356** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 26 Other liabilities (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Note:** | | |
| i. Movement in deferred grant during the year: | | |
| **Deferred Grant:** | | |
| Balance at the beginning of the year | 1,356 | 1,277 |
| Capital grant recognised during the year | 356 | 247 |
| | **1,712** | **1,524** |
| Less: Income recognised on account of depreciation of property, plant and equipment on grant assets. | 229 | 168 |
| | **1,483** | **1,356** |
| **B) Current** | | |
| a. Advances received from customers | 677 | 1,660 |
| b. Statutory dues | 5,705 | 4,302 |
| | **6,382** | **5,962** |

## 27 Short term borrowings

(at amortised cost)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. From Related parties (Unsecured) | | |
| i. Dixon Global Private Limited (see note 'I') | 1,020 | 1,020 |
| ii. Padget Electronics Private Limited (see note 'I') | 12,300 | 3,500 |
| | | |
| b. Current maturities of long term borrowings (see note 'II' below) | 1,646 | 1,514 |
| | **14,966** | **6,034** |

**Notes:**

I a. **Interest Rate:** The interest rate applicable to this borrowing is based on the SBI 3-month MCLR (Marginal Cost of Funds Based Lending Rate). The effective interest rate as on date is 8.55% per annum (previous year 8.20%).

b. **Term of borrowing-** The borrowing is repayable on-demand, which grants the lender the right to request repayment at any time.

II. For security clause and repayment terms of borrowings, see note 22.

## 28 Trade payables

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Total outstanding dues of micro and small enterprises* | 2,954 | 1,819 |
| b. Total outstanding dues to creditors other than micro and small enterprises | 73,801 | 1,05,831 |
| | **76,755** | **1,07,650** |
| * For detailed disclosure of micro and small enterprises see note 43 | | |
| Trade payable to related parties (see note 51) | - | 3,170 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 28 Trade payables (Contd..)

### Ageing for trade payables outstanding as at 31 March 2025 is as follows:

(₹ in Lakhs)

| Particulars | Not due | Outstanding for the following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 2,954 | - | - | - | - | 2,954 |
| (ii) Others | 69,649 | 3,314 | 100 | 12 | - | 73,075 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| | **72,603** | **3,314** | **100** | **12** | **-** | **76,029** |
| Accrued expenses | | | | | | 726 |
| | **72,603** | **3,314** | **100** | **12** | **-** | **76,755** |

### Ageing for trade payables outstanding as at 31 March, 2024 is as follows:

(₹ in Lakhs)

| Particulars | Not due | Outstanding for the following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | 1,819 | - | - | - | - | 1,819 |
| (ii) Others | 97,253 | 6,075 | 64 | 37 | 104 | 1,03,533 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| | **99,072** | **6,075** | **64** | **37** | **104** | **1,05,352** |
| Accrued expenses | - | - | - | - | - | 2,298 |
| | **99,072** | **6,075** | **64** | **37** | **104** | **1,07,650** |

## 29 Other current financial liabilities

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Outstanding forward marked to market (MTM) | 52 | - |
| b. Unclaimed dividend | 3 | 2 |
| c. Interest accrued but not due on borrowings | 20 | 24 |
| d. Payable for property, plant and equipment | 2,884 | 1,671 |
| e. Other payables | 2,268 | - |
| | **5,227** | **1,697** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 30 Current tax liabilities (net)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Current tax liabilities (net of advances) | - | 267 |
| | **-** | **267** |

## 31 Revenue from operations

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Sale of products | 5,22,872 | 6,31,551 |
| b. Sale of services | 16,055 | 9,136 |
| c. Other operating revenues | 1,163 | 453 |
| | **5,40,090** | **6,41,140** |
| **Notes** | | |
| **A. Revenue from contracts with customers disaggregated based on nature of product or service** | | |
| **a. Revenue from sale of products** | | |
| Manufactured goods | 5,22,872 | 6,31,551 |
| | **5,22,872** | **6,31,551** |
| **b. Revenue from sale of services** | | |
| Service charges | 2,567 | 1,002 |
| Job work charges | 13,488 | 8,134 |
| | **16,055** | **9,136** |
| **c. Other operating revenues** | | |
| Export incentives | 30 | 6 |
| Rent (production facility charges) | 222 | 279 |
| Other incentives including amortisation of deferred payment | 911 | 168 |
| | **1,163** | **453** |
| **Total revenue from operations** | **5,40,090** | **6,41,140** |
| **B. Revenue from contracts with customers disaggregated based on geography** | | |
| a. Domestic | 5,39,278 | 6,40,527 |
| b. Exports | 812 | 613 |
| | **5,40,090** | **6,41,140** |
| **C. Reconciliation of gross revenue from contracts with customers** | | |
| Gross revenue from sale of products | 5,23,604 | 6,32,295 |
| Add: Cash discount and credit note etc | (732) | (744) |
| **Net revenue recognised from contracts with customers** | **5,22,872** | **6,31,551** |
| **D. Disclosure based on time** | | |
| **Sale of products** | | |
| Goods transferred at a point of time | 5,22,872 | 6,31,551 |
| | **5,22,872** | **6,31,551** |
| **Sale of services and lease** | | |
| Services transferred at a point of time | 16,277 | 9,415 |
| | **16,277** | **9,415** |
| **E. Export benefit and other incentives** | | |
| **On systematic basis when benefit accrued** | | |
| - Export | 30 | 6 |
| - Other incentive | 911 | 168 |
| | **941** | **174** |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 32 Other income

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **A. Interest income on:** | | |
| a. Fixed deposits with bank (margin money) | 10 | 14 |
| b. Loans to subsidiaries and joint ventures | 2,439 | 3,423 |
| c. Others | 43 | 27 |
| **B. Other non operating income** | | |
| a. Dividend received from investments carried at cost | 2,900 | - |
| b. Gain on lease modification/closure | 989 | 247 |
| c. Exchange fluctuations (net) | 50 | - |
| d. Gain on sale or fair value of mutual funds (at FVTPL) | 1 | 18 |
| e. Gain on sale of property, plant and equipment (net) | 215 | - |
| | **6,647** | **3,729** |

## 33 Cost of materials consumed

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Raw materials at the beginning of the year** | 27,992 | 30,189 |
| Add: Purchases (Including Components) | 4,56,978 | 5,63,018 |
| | **4,84,970** | **5,93,207** |
| Less: Raw materials at the end of the year | 26,059 | 27,992 |
| | **4,58,911** | **5,65,215** |

## 34 Changes in inventories of finished goods and work-in-progress

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Inventories at the beginning of the year** | | |
| Finished goods | 7,398 | 5,913 |
| Work in progress | 1,663 | 4,035 |
| | **9,061** | **9,948** |
| **Inventories at the end of the year** | | |
| Finished goods | 7,554 | 7,398 |
| Work in progress | 687 | 1,663 |
| | **8,241** | **9,061** |
| **Changes in inventories of finished goods and work in progress** | **820** | **887** |

## 35 Employee benefits expense

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Salaries, wages and bonus | 17,097 | 14,848 |
| b. Contribution to provident fund and other funds | 1,032 | 938 |
| c. Gratuity expense (see note 47) | 302 | 298 |
| d. Share based payments to employees (see note 50) | 6,020 | 959 |
| e. Staff welfare expenses | 1,991 | 1,792 |
| | **26,442** | **18,835** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 36 Finance costs

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Interest on borrowings | 4,257 | 3,160 |
| b. Interest on lease obligation | 1,042 | 986 |
| c. Other borrowing cost | 4 | 2 |
| | **5,303** | **4,148** |

## 37 Depreciation and amortisation expense

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Depreciation on property, plant and equipment | 5,186 | 4,815 |
| b. Amortisation of other intangible assets | 284 | 247 |
| c. Amortisation on right of use assets | 1,595 | 1,336 |
| | **7,065** | **6,398** |

## 38 Other expenses

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Consumption of stores and spares | 905 | 702 |
| b. Contractor wages and job work charges | 14,024 | 11,374 |
| c. Power and fuel | 3,968 | 3,387 |
| d. Rent | 485 | 268 |
| e. Repairs and maintenance: | | |
| - for buildings | 68 | 43 |
| - for Plant and equipment | 223 | 191 |
| - for others | 410 | 458 |
| f. Insurance | 623 | 627 |
| g. Rates and taxes | 278 | 303 |
| h. Selling and distribution expenses | 3,370 | 3,273 |
| i. Donations to others | 7 | 7 |
| j. Director's sitting fees | 43 | 19 |
| k. Payment to auditors (see note below) | 52 | 43 |
| l. Provision for doubtful debts / loans and advances written back | 450 | 87 |
| m. Exchange fluctuations (net) | - | 21 |
| n. Loss on sale of property, plant and equipment (net) | - | 126 |
| o. Corporate social responsibility expenses (see note 48) | 511 | 480 |
| p. Bank charges | 150 | 215 |
| q. Miscellaneous expenses | 3,691 | 3,064 |
| | **29,258** | **24,688** |

**Note:**

Payment to auditors comprises:

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 38 Other expenses (Contd..)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Statutory auditors** | | |
| Audit and limited reviews fees | 38 | 34 |
| Tax audit fees | 4 | 3 |
| Certification fees | 1 | - |
| Out of pocket expenses | 9 | 6 |
| | **52** | **43** |

## 39 Exceptional items

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Gain on sale/ fair value of equity shares (see note 54) | 48,950 | - |
| | **48,950** | **-** |

## 40 Tax expense

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Current tax expense | 4,061 | 6,135 |
| Deferred tax benefit | 7,211 | (156) |
| | **11,272** | **5,979** |
| Income Tax for earlier years (net) | 26 | 153 |
| **Tax expenses for the year recognised in Profit and loss** | **11,298** | **6,132** |
| Tax expense recognised in other comprehensive income ('OCI') | 13 | (33) |
| | **13** | **(33)** |
| **Total** | **11,311** | **6,099** |
| **A. Reconciliation of tax expenses and accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024** | | |
| Profit before tax | 67,888 | 24,698 |
| Applicable income tax rate | 25.17% | 25.17% |
| Estimated income tax expense | 17,086 | 6,216 |
| | | |
| Tax effect of adjustments to reconcile expected income tax expense to reported | | |
| i. Income tax for earlier years | 26 | 153 |
| ii. Effect of non-deductible expenses | 129 | (121) |
| iii. Effect of exempt non-operating income | (730) | - |
| iv. Effect of income taxable at differential tax rates | (5320) | - |
| v. Others | 107 | (116) |
| **Income tax expense in the Statement of Profit and Loss** | **11,298** | **6,132** |
| **B. Movement in the deferred tax liabilities (net):** | | |
| **Deferred tax (net)** | | |
| a. Deferred tax liabilities | 12,186 | 5,332 |
| b. Deferred tax assets | 3,521 | 3,864 |
| | **8,665** | **1,468** |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 40 Tax expense (Contd..)

(₹ in Lakhs)

| Particulars | As at 1 April, 2024 | Recognised in profit and loss | Recognised in other comprehensive income ("OCI") | As at 31 March, 2025 |
|---|---|---|---|---|
| **Deferred tax liabilities** | | | | |
| - Difference between tax depreciation and depreciation/ amortisation charged in financial statement | 5,332 | 6,854 | - | 12,186 |
| | **5,332** | **6,854** | **-** | **12,186** |
| **Deferred tax assets** | | | | |
| - Provision for doubtful advances | 22 | (14) | - | 8 |
| - Provision for doubtful debts | 29 | 113 | - | 142 |
| - Provision for employee benefits | 423 | (234) | 13 | 203 |
| - Lease liabilities | 3,390 | (222) | - | 3,168 |
| | **3,864** | **(357)** | **13** | **3,521** |
| | **1,468** | **7,211** | **(13)** | **8,665** |

(₹ in Lakhs)

| Particulars | As at 1 April, 2023 | Recognised in Profit and loss | Recognised in other comprehensive income " OCI" | As at 31 March, 2024 |
|---|---|---|---|---|
| **Deferred tax liabilities** | | | | |
| - Difference between tax depreciation and depreciation/ amortisation charged in financial statement | 5,986 | (654) | - | 5,332 |
| | **5,986** | **(654)** | **-** | **5,332** |
| **Deferred tax assets** | | | | |
| - Provision for doubtful advances | 6 | 16 | - | 22 |
| - Provision for doubtful debts | 9 | 20 | - | 29 |
| - Provision for employee benefits | 340 | 116 | (33) | 423 |
| - Lease liabilities | 4,041 | (651) | - | 3,390 |
| | **4,396** | **(499)** | **(33)** | **3,864** |
| | **1,590** | **(155)** | **33** | **1,468** |

## 41 Contingent liabilities and commitments

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **a. Claims against the Company not acknowledged as debt** | | |
| **i. Disputed tax and other liabilities for:** | | |
| a. Income tax | 1,370 | 1,643 |
| b. Sales tax | 146 | 432 |
| c. Goods and service tax | 3,265 | 569 |
| d. Excise, custom duty and service tax | 6,180 | 2,124 |
| e. Other disputes | 11 | 18 |
| | **10,972** | **4,786** |
| **ii. Summary of amount paid under protest against above:** | | |
| a. Sales tax | 49 | 135 |
| b. Excise, custom duty and service tax | 907 | 907 |
| c. Goods and service tax | 94 | 76 |
| d. Income tax | 76 | - |
| | **1,126** | **1,118** |

Future cash flows in respect of the above matters are determinable only in receipt of judgements/ decisions pending at various forums/ authorities.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 41 Contingent liabilities and commitments (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **b. Guarantees excluding financial guarantees** | | |
| i. Guarantees issued by bankers on behalf of Company (These are covered by the charge created in favour of Company's banker by way of hypothecation of stock and trade receivables besides pledge of fixed deposits as margin money) | 708 | 641 |
| **c. Other money for which the Company is contingently liable** | | |
| i. Corporate guarantees given to Banks on behalf of subsidiaries for purpose of financial assistance. | 57,968 | 5,18,630 |
| ii. Letters of Credit (outstanding) | 15,848 | 7,641 |
| iii. Bill discounting with banks | 11,362 | 8,110 |
| iv. a) Bond given to custom department on behalf of the joint venture company | 100 | 100 |
| b) Bond given to custom department on behalf of the subsidiary company | 1,600 | 6,100 |
| c) Bond given to custom department under authorised economic operator | 380 | 539 |

The Company has reviewed its disputed liabilities and proceedings and does not expect material impact on financial position of the Company.

d. Capital commitments:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Estimated amount of contracts remaining to be executed on capital account and not provided | 7,030 | 10,185 |

e. The Company has other commitments, for purchase of goods and services and employee benefits, in the normal course of business.

f. There are no amount which were required to be transferred to Investor Education and Protection Fund by the Company.

g. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

## 42 Assets pledged as security

The carrying amount of assets mortgaged as security for current and non-current borrowings are :

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current assets:** | | |
| **Financial assets** | | |
| Trade receivables (net) | 60,763 | 90,687 |
| Inventories (excluding in transit) | 34,300 | 37,053 |
| **Total current assets mortgaged as security** | **95,063** | **1,27,740** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 42 Assets pledged as security (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non-current:** | | |
| Land | 366 | 366 |
| Buildings | 2,598 | 2,585 |
| Plant and machinery and others | 40,994 | 38,818 |
| **Total non-currents assets mortgaged as security** | **43,958** | **41,769** |
| **Total assets mortgaged as security** | **1,39,021** | **1,69,509** |

## 43 Statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED):

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year | | |
| - Principal amount | 2,954 | 1,819 |
| - interest due | - | - |
| b. the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| c. the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| d. the amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| e. the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006 | - | - |

The information of Micro, Small and Medium Enterprises have been disclosed to the extent information is available with the Company, the same have been relied upon by the auditors.

## 44 Earnings per share ("EPS")

| Particulars | Units | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| **a. Basic EPS** | | | |
| Profit for the year | ₹ / Lakh | 56,590 | 18,566 |
| Weighted average number of equity shares for calculation of basic EPS | No's | 5,99,22,869 | 5,96,61,976 |
| Face value of per share | ₹ | 2 | 2 |
| Basic earnings per share | ₹ | 94.44 | 31.12 |
| **b. Diluted EPS** | | | |
| Profit for the year | ₹ / Lakh | 56,590 | 18,566 |
| Weighted average number of equity shares for calculation of diluted EPS (See note below) | No's | 6,08,44,524 | 6,00,22,586 |
| Face value of per share | ₹ | 2 | 2 |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 44 Earnings per share ("EPS") (Contd..)

| Particulars | Units | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| Diluted Earnings per share | ₹ | 93.01 | 30.93 |
| **Note:** | | | |
| The weighted average number of equity shares for the purpose of diluted earnings per share: | | | |
| Weighted average number of equity shares outstanding | No's | 5,99,22,869 | 5,96,61,976 |
| | | | |
| Weighted average number of potential equity shares on exercise of stock option | No's | 9,21,655 | 3,60,610 |
| **Weighted average number of equity shares for calculation of diluted earnings per share** | **No's** | **6,08,44,524** | **6,00,22,586** |

## 45 Details of research and development expenditure

(₹ in Lakhs)

| | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **a. Revenue expenditure** | | |
| Cost of materials consumed | 243 | 161 |
| Employee benefits expense | 669 | 694 |
| Depreciation and amortisation expense | 123 | 115 |
| Other expenses | 449 | 240 |
| | **1,484** | **1,210** |
| **b. Capital expenditure** | | |
| Purchase of property, plant and equipment | 199 | 429 |
| | **199** | **429** |

The expenditure on research and development activities are included in respective head of expenses as presented in the standalone financial statements.

## 46 Financial instruments

### a. Categories of financial instruments

The carrying amount of the Company's financial instruments is as below:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Financial asset** | | |
| **I Measured at cost** | | |
| i. Investments in subsidiaries and jointly controlled entities | 58,551 | 12,272 |
| **II Measured at amortised cost** | | |
| i. Other financial assets | | |
| - Non-current | 2,288 | 2,205 |
| - Current | 1,310 | 303 |
| ii. Trade receivables | 60,763 | 90,687 |
| iii. Cash and cash equivalents | 3,753 | 1,979 |
| iv Other bank balances | 151 | 203 |
| v Loans | | |
| - Non current | 24,182 | 45,170 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| - Current | 4 | 407 |
| **III Measured at fair value through Profit and Loss (FVTPL)** | | |
| i. Investments | | |
| - Non current | 50,054 | 154 |
| - Current | - | - |
| ii. Outstanding forward Marked to Market (MTM) | - | 41 |

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Financial liabilities** | | |
| **I Measured at fair value through Profit and Loss (FVTPL)** | | |
| i. Outstanding forward marked to market (MTM) | 52 | - |
| **II Measured at amortised cost** | | |
| i. Borrowings | | |
| - Non current | 2,700 | 4,425 |
| - Current (including current maturities of long term borrowings) | 14,966 | 6,034 |
| ii. Lease liabilities | | |
| - Non current | 11,546 | 12,615 |
| - Current | 1,042 | 854 |
| iii. Trade payables | 76,755 | 1,07,650 |
| iv. Other current financial liabilities | 5,175 | 1,697 |

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

**Level I:** includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level II:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level III:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset are included in level 3.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

i. Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

ii. The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use Unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value.

iii. The fair values of the remaining fair value through other comprehensive income "FVTOCI" financial assets are derived from quoted market prices in active markets.

iv. The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Interest rate swaps, foreign exchange forward contracts and commodity forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Company's own non-performance risk. As at 31 March 2025, the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

### b. Fair value hierarchy

The disclosure of the financial instruments measured at fair value and valuation technique are as follows:

(₹ in Lakhs)

| Particulars | Fair value hierarchy | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **Financials assets** | | | |
| Outstanding forward contracts (MTM,FVTPL) | Level II | - | 41 |
| Investments in equity shares | Level III | 50,054 | 154 |
| **Financials liabilities** | | | |
| Outstanding forward contracts (MTM,FVTPL) | Level II | 52 | - |

### c. Financials risk management objectives and policies:

The Company's principal financial liabilities comprise liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables,cash and cash equivalents that are derived directly from its operations.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company is exposed to Market Risk, Credit Risk & liquidity risk.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

### d. Financial risk management

The Company's senior management oversees the risk management framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk
- Liquidity risk

#### A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.

I. Currency risk

a. The operation of the Company give exposure to foreign exchange risk arising from foreign currency transactions and foreign currency loans, primarily with respect to the USD, CNY and JPY. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The Company hedge the foreign currency exposure. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

b. The Company uses foreign exchange forward contracts to hedge its exposure in foreign currency risk. The company measures the forward contract at fair value through profit and loss.

c. The spot component of forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

The foreign currency exposures for the year ended are as follows:

(₹ in Lakhs)

| Particulars | | As at 31 March 2025 | | | As at 31 March 2024 | | |
|---|---|---|---|---|---|---|---|
| | | Total | Hedged | Unhedged | Total | Hedged | Unhedged |
| Payables | In USD / Lakh | 263 | 44 | 219 | 516 | 140 | 376 |
| | In CNY / Lakh | 320 | - | 320 | 628 | - | 628 |
| | In JPY/Lakh | 716 | - | 716 | 1,088 | - | 1,088 |
| | In ₹ / Lakh | 26,709 | 3,796 | 22,913 | 50,863 | 11,645 | 39,218 |
| | | | | | | | |
| Receivables | In USD / Lakh | 1 | - | 1 | 1 | - | 1 |
| | In ₹ / Lakh | 77 | - | 77 | 107 | - | 107 |

*i. Foreign currency risk exposure (unhedged only)*

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Financial assets | 77 | 107 |
| Financial liabilities | 22,913 | 39,218 |
| **Net exposure (liabilities)** | **22,836** | **39,111** |

*ii. Sensitivity*

The details of the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currency . 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Impact on profit or loss before tax | 228 | 391 |
| Impact on total equity as at the end of reporting year | 171 | 293 |

II. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations like non-convertible bonds and short term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

The following table provides a break-up of the Company's fixed and floating rate borrowings:

*a. Interest rate risk exposure*

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Variable rate borrowings | 17,666 | 10,359 |
| Fixed rate borrowings | - | 100 |
| **Total borrowings** | **17,666** | **10,459** |

*b. Sensitivity Analysis*

The sensitivity analyses below have been determined based on the exposure to interest rates for floating rate liabilities, after the impact of hedge accounting, assuming the amount of the liability outstanding at the year-end was outstanding for the whole year.

The details of the Company's sensitivity to a 1% increase and decrease in interest rate are as follows:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Impact on profit or loss for the year | 177 | 104 |
| Impact on total equity as at the end of reporting year | 132 | 78 |

Impact on profit for the year are gross of tax and impact on total equity is net of tax.

III. Other price risks

The Company is exposed to equity price risks arising from equity investments.

Equity investments in unlisted entities are held for strategic rather than trading purposes. The Company does not actively trade these investments.

Equity price sensitivity analysis

Company has invested mostly in subsidiaries and joint venture. Hence no amount recognised in the statement of profit and loss as all amount of investment are carried at cost.

### B Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company's exposure to customers is diversified and three customers contributes to more than 10% of outstanding trade receivable.

Reconciliation of loss allowance provision

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Opening balance** | 114 | 34 |
| Additional provision made | 450 | 80 |
| **Closing provision** | **564** | **114** |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

The provision for loss allowances of trade receivables have been made by the management on the evaluation of trade receivables. The management at each reporting period made an assessment on recoverability of balances and on the best estimate basis the provision for loss allowances have been created.

### C Liquidity risk management

a. Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b. The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

The tables include principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

**Maturities of financial liabilities**

(₹ in Lakhs)

| As on 31 March, 2025 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| **Non Derivative** | | | | | |
| Long term borrowings | - | 2,700 | - | - | 2,700 |
| Short term borrowings including current maturities of long term debt | 14,966 | - | - | - | 14,966 |
| Trade payables | 76,755 | - | - | - | 76,755 |
| Lease liabilities | 1,042 | 2,173 | 1,293 | 8,080 | 12,588 |
| Other financial liabilities | 5,175 | - | - | - | 5,175 |

(₹ in Lakhs)

| As on 31 March, 2024 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| **Non Derivative** | | | | | |
| Long term borrowings | - | 3,196 | 1,229 | - | 4,425 |
| Short term borrowings including current maturities of long term debt | 6,034 | - | - | - | 6,034 |
| Trade payables | 1,07,650 | - | - | - | 1,07,650 |
| Lease liabilities | 854 | 2,101 | 1,488 | 9,026 | 13,469 |
| Other financials liabilities | 1,697 | - | - | - | 1,697 |

The following table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

**Maturities of financial assets**

(₹ in Lakhs)

| As on 31 March, 2025 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| **Non derivative** | | | | | |
| Other financial assets | | | | | |
| - Current | 1,310 | - | - | - | 1,310 |
| - Non- current | - | | - | 2,288 | 2,288 |
| Investments | - | - | - | 1,08,605 | 1,08,605 |
| Trade receivables | 60,763 | - | - | - | 60,763 |
| Cash and cash equivalents | 3,753 | - | - | - | 3,753 |
| Bank balances other than cash and cash equivalent | 151 | - | - | - | 151 |
| Loans | | | | | |
| - Current | 4 | - | - | - | 4 |
| - Non current | 6,800 | 12,476 | 3,130 | 1,776 | 24,182 |

(₹ in Lakhs)

| As on 31 March, 2024 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| **Non derivative** | | | | | |
| Other financial assets | | | | | |
| - Current | 303 | - | - | - | 303 |
| - Non- current | - | 2,205 | - | - | 2,205 |
| Investments | - | - | - | 12,426 | 12,426 |
| Trade receivables | 90,687 | - | - | - | 90,687 |
| Cash and cash equivalents | 1,979 | - | - | - | 1,979 |
| Bank balances other than cash and cash equivalent | 203 | - | - | - | 203 |
| Loans | | | | | |
| - Current | 407 | | | | 407 |
| - Non current | 4,800 | 9,600 | 9,600 | 21,170 | 45,170 |

e. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents and current investments.

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Net debt | | |
| a. Borrowings | | |
| - Non current | 2,700 | 4,425 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 46 Financial instruments (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| - Current (including current maturities of long term debt) | 14,966 | 6,034 |
| | **17,666** | **10,459** |
| b. Cash and cash equivalents | 3,753 | 1,979 |
| | **3,753** | **1,979** |
| **Net debt** | **13,913** | **8,480** |
| **Total equity** | **2,18,277** | **1,39,430** |
| **Net debt to equity ratio** | **6.37%** | **6.08%** |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

The management have not considered the lease liability as a part of debt, however treated as operating liability for capital management.

## 47 Employee benefit obligations

### a. Defined Contribution Plan

Provident Fund and Other Funds : A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 and other acts to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Contribution to provident fund and other funds | | |
| a. Contribution to provident fund | 886 | 820 |
| b. Contribution to employee state insurance | 22 | 30 |
| c. Contribution to national pension scheme | 124 | 88 |
| | **1,032** | **938** |

### b. Defined benefits plan

**Gratuity:** The Company provides gratuity benefits to its employees in accordance with the provisions of the Payment of Gratuity Act, 1972. The resent value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

(i) Principal actuarial assumptions

(₹ in Lakhs)

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| Future salary increase | | 6.00% | 6.00% |
| Discount rate | | 6.93% | 7.23% |
| Mortality rates | | 100% of IALM (2012-14) | 100% of IALM (2012-14) |
| Attributes of ages: withdrawal rate (%) | | | |
| | up to 30 years | 3.00% | 3.00% |
| | From 31 to 44 years | 2.00% | 2.00% |
| | Above 44 years | 1.00% | 1.00% |
| Retirement age (years) | | 58 | 58 |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 47 Employee benefit obligations (Contd..)

### (ii) Amount recognised in the Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Current service cost | 220 | 206 |
| Interest cost on defined benefit obligation | 95 | 92 |
| Interest income on plan assets | (13) | - |
| Net interest cost | 82 | 92 |
| **Expense recognised in the statement of profit and loss** | **302** | **298** |

### (iii) Amount recognised in Other Comprehensive Income (OCI)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Remeasurement on the net defined benefit liability: | | |
| Actuarial (gains) / losses arising from changes in demographic assumptions | - | - |
| Actuarial (gains) / losses arising from changes in financial assumptions | 45 | 17 |
| Actuarial gains/ (loses) arising from plan assets | 1 | - |
| Actuarial (gains) / losses arising from experience adjustments | 13 | (151) |
| **Amount recognised in other comprehensive income** | **59** | **(134)** |

**Notes:**

i. The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' in the statement of profit and loss.

ii. The remeasurernent of the net defined benefit liability is Included-in other comprehensive income.

iii. The Company gratuity scheme is funded.

### (iv) Movements in the present value of the defined benefit obligation:

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Liability at the beginning of the year** | **1,318** | **1,248** |
| Interest Costs | 95 | 92 |
| Current Service Costs | 220 | 206 |
| Benefits paid | (129) | (94) |
| Actuarial (Gain)/Loss on obligations due to change in Obligation | 59 | (134) |
| **Liability at the end of the year** | **1,563** | **1,318** |

The amount included in the financial statements arising from the entity's obligation in respect of its defined benefit plans is as follows:

### (v) Actuarial gain/(loss) on plan assets

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Expected interest income | **14** | **-** |
| Actual income on plan assets | 13 | - |
| Actuarial gain/(loss) for the year on plan assets | (1) | - |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 47 Employee benefit obligations (Contd..)

### (vi) Changes in plan assets

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Fair value of plan assets at the beginning of the year** | **-** | **-** |
| Actual return on plan assets | 13 | - |
| Employer contribution | 1,000 | - |
| **Fair value of plan assets at the end of the year** | **1,013** | **-** |

### vii) Balance Sheet and related analysis

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Present Value of the obligation at end of the year | **1,563** | **1,318** |
| Fair value of plan assets | 1,013 | - |
| Unfunded Liability/provision in Balance Sheet | **550** | **1,318** |

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Provision for gratuity | | |
| - Non-Current | 383 | 1,158 |
| - Current | 167 | 160 |
| | **550** | **1,318** |

### (viii) Experience Adjustments

(₹ in Lakhs)

| Particulars | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2023 | Year ended 31 March, 2022 | Year ended 31 March, 2021 |
|---|---|---|---|---|---|
| Present value of DBO | 1,563 | 1,318 | 1,248 | 1,077 | 875 |
| Fair value of plan assets | - | - | - | - | - |
| Funded status | - | - | - | - | - |
| Gain/(loss) on obligation | (59) | 134 | (66) | (14) | (7) |
| Gain/(loss) on plan assets | - | - | - | - | - |

### (ix) Sensitivity Analysis

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A, Impact of the change in discount rate** | | |
| Present Value of Obligation at the end of the year (net) | 1,563 | 1,318 |
| Impact due to increase of 0.50 % | (76) | (65) |
| Impact due to decrease of 0.50 % | 83 | 71 |
| **B. Impact of the change in salary increase** | | |
| Present Value of Obligation at the end of the year | 1,563 | 1,318 |
| Impact due to increase of 0.50 % | 75 | 66 |
| Impact due to decrease of 0.50 % | (70) | (61) |

Notes:

i. Sensitivities due to mortality and withdrawals are not material, hence impact of change not calculated.

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 47 Employee benefit obligations (Contd..)

ii. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

iii. The above sensitivity analysis are without giving the impact of tax.

(ix) Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

| Financial year | Amount |
|---|---|
| With in 1 year | 167 |
| Between 1 to 5 years | 335 |
| Above 5 years | 48 |
| | **550** |

Description of Actuarial Risk Exposure:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow:

a. Salary Increases: Change in rate of future salary increase in subsequent years will result in higher liability.

b. Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

c. Mortality and disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

d. Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates in subsequent valuations can impact Plan's liability.

### C. Actuarial assumptions for compensated absences are as below:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| i. Discounting rate | 6.93% | 7.23% |
| ii. Future increase salary | 6.00% | 6.00% |

Liability for compensated absences is recognised on the basis of actuarial valuation as per Projected Unit Credit Method

## 48 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of average net profit of the immediately preceding three financial year on Corporate Social Responsibility ('CSR') activities. The focus areas for CSR activities identified are promoting education, skill development, art and culture, healthcare, welfare of senior citizens, environment sustainability, disaster relief and rural development projects. The Company has formed a CSR committee as per the Act.

### (i) The amount spent by the Company on CSR activates is as below:

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| A. Gross amount required to be spent by the Company (include unspent amount of previous year) | 511 | 480 |
| **Total (A)** | **511** | **480** |
| B. Amount spent by the company: | | |
| a. Expenditure/payments | | |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 48 Corporate Social Responsibility (Contd..)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| i. Saint Hardyal Educational and Orphans Welfare Society (SHEOWS) | 60 | 50 |
| ii. Jan Madhyam | 25 | 20 |
| iii. Nav Abhiyan | - | 10 |
| iv. Purkal Youth Development Society | 27 | 28 |
| v. Krishnashray Foundation | 14 | - |
| vi. Labhya Foundation | 38 | 40 |
| vii. Bansividya Memorial Trust | 30 | 15 |
| viii. Champa Devinder Dhingra Sports Trust | 2 | - |
| ix. Mahavir Foundation Trust | - | 10 |
| x. Routes 2 Roots | 20 | - |
| xi. Reimagining Higher Education Foundation | 260 | 260 |
| xii. Latika Roy Memorial Foundation | 35 | 22 |
| xiii. Utkarsh Global Foundation | - | 10 |
| xiv. Chinmaya Organisation For Rural Development (CORD) | - | 5 |
| xv. Etasha Soceity | - | 5 |
| xvi. Sapna | - | 5 |
| **Total** | **511** | **480** |
| C. Shortfall at the end of the year | - | - |

There is no payment made to related parties

### (ii) Details of CSR expenditure under section 135(5) of the Act in respect of other than ongoing projects

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Balance as at the beginning of the year** | - | - |
| Amount required to be spent during the period | 511 | 480 |
| Amount deposited in a specified fund of Schedule VII of the Act with in 6 months | - | - |
| Amount spent during the year | 511 | 480 |
| **Shortfall/(excess) as at the closing of the year** | **-** | **-** |

### (iii) Details of excess CSR expenditure under section 135(5) of the Act

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Balance excess spent as at the beginning of the year** | - | - |
| Amount required to be spent during the period | - | - |
| Amount spent during the year | - | - |
| **Shortfall/(excess) as at the closing of the year** | **-** | **-** |

## 49 Segment Reporting

The Chief Operating Decision Maker (CODM) comprises of the Board of Directors ,Vice Chairman and Managing Director and Chief Financial Officer which examines the Company's performance on the basis of single operating segment Electronics Goods. Accordingly segment disclosure has not been made.

Revenue from two customers (Previous year two customers) of the Company represented approximately 45% (Previous year 50%) of the total revenue .

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 50 Employee Stock Option Plan

**A.** The company previously had Dixon Technologies (India) Limited — Employee Stock Option Plan, 2018 ('Dixon ESOP 2018') and Dixon Technologies (India) Limited — Employee Stock Option Plan, 2020 ('Dixon ESOP 2020') which provided for the grant of equity shares of the company to the eligible employees of the Company and its Subsidiary and its Joint Venture Companies. The Board of Directors recommended the establishment of the Dixon ESOP 2018 and Dixon ESOP 2020 to the shareholders on 26th May, 2018 and 22nd August, 2020 respectively and shareholders approved the recommendations of the Board of Directors in Annual General Meeting held on 25th July, 2018 and 29th September, 2020 respectively. The maximum aggregate number of shares that may be awarded under Dixon ESOP 2018 and Dixon ESOP 2020 was 5,00,000 equity shares and 3,00,000 Equity Shares respectively. Further, effective 19th March, 2021, the equity shares of the Company have been splitted from 1 equity share of ₹ 10/- each to 5 equity shares of ₹ 2/- each, therefore, the aforementioned numbers of equity shares have been adjusted accordingly in the below table. Under Dixon ESOP 2018, the Company has approved 4 grants vide its meeting held on 31st October, 2018 , 13th November, 2019, 04th August, 2020 and 25th March, 2022 and under Dixon ESOP 2020 has approved 6 grants vide its meeting held on 30th October, 2020, 20th October, 2022, 06th February, 2023, 26th October, 2023, 24th October 2024 and 19th March 2025.

Further, the Company laid down Dixon Technologies (India) Limited — Employees Stock Option Plan, 2023 ("DIXON ESOP 2023") which provides for the grant of equity shares of the Company to the eligible employees of the Company and its subsidiary companies including its joint venture companies, in accordance with Board of Directors approval dated 26th October, 2023 and members approval accorded through Postal Ballot dated 03rd December, 2023. The maximum aggregate number of shares that may be awarded under Dixon ESOP 2023 is 20,00,000 Equity Shares. Under Dixon ESOP 2023, the Company has approved 3 grants vide its meeting held on 21st March 2024, 20th January 2025 and 19th March 2025. All the ESOP plans are equity settled plans.

| Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Grant IV | Grant-I | Grant II | Grant- III | Grant-IV | Grant V | Grant VI | Grant- I | Grant- II | Grant- III |
| Date of Grant | 25-Mar-22 | 30-Oct-20 | 20-Oct-22 | 06-Feb-23 | 26-Oct-23 | 24-Oct-24 | 19-Mar-25 | 21-Mar-24 | 20-Jan-25 | 19-Mar-25 |
| Date of Share holders Approval | 25-Jul-18 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 03-Dec-23 | 03-Dec-23 | 03-Dec-23 |
| Date of Board of Directors Approval / Committee | 26-May-18 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 26-Oct-23 | 26-Oct-23 | 26-Oct-23 |
| No. of Option | 26,500 | 15,00,000 | 1,66,500 | 41000 | 23,000 | 1,85,000 | 13,700 | 20,00,000 | 15,000 | 15,850 |
| Method of settlement (Cash/ Equity) | Equity | Equity | Equity | Equity | Equity | Equity | Equity | Equity | Equity | Equity |
| Vesting Period | 25-Mar-23 | 30-Oct-21 | 21-Oct-23 | 07-Feb-24 | 27-Oct-24 | 24-Oct-25 | 19-Mar-26 | 21-Mar-25 | 20-Jan-26 | 19-Mar-26 |
| | 25-Mar-24 | 30-Oct-22 | 21-Oct-24 | 07-Feb-25 | 27-Oct-25 | 24-Oct-26 | 19-Mar-27 | 21-Mar-26 | 20-Jan-27 | 19-Mar-27 |
| | 25-Mar-25 | 30-Oct-23 | 21-Oct-25 | 07-Feb-26 | 27-Oct-26 | 24-Oct-27 | 19-Mar-28 | 21-Mar-27 | 20-Jan-28 | 19-Mar-28 |
| | - | 30-Oct-24 | 21-Oct-26 | 07-Feb-27 | 27-Oct-27 | | - | - | - | - |
| | - | 30-Oct-25 | 21-Oct-27 | 07-Feb-28 | 27-Oct-28 | | - | - | - | - |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 50 Employee Stock Option Plan (Contd..)

| Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Grant IV | Grant-I | Grant II | Grant- III | Grant-IV | Grant V | Grant VI | Grant- I | Grant- II | Grant- III |
| Exercise Price (Per Share ₹) | 3,458.52 | 1,538.262 | A. 75,000 equity shares @ ₹ 2,563.59<br>B. 25,000 equity shares @ ₹ 2,777.22<br>C. 66,500 equity shares @ ₹3,631.75 | 2,617.67 | 4,628.76 | 9170.67 | 5,909.00 | 5909.46 | 14,640.78 | 11,450.00 |
| Exercise Period | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. |
| Extension of Exercise Period | None | None | None | None | None | None | None | None | None | None |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 50 Employee Stock Option Plan (Contd..)

| Particulars | 31 March 2025 | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | | | Dixon ESOP 2023 | | |
| | Grant IV | Grant I | Grant II A | Grant II B | Grant II C | Grant III | Grant IV | Grant V | Grant VI | Grant I | Grant II | Grant III |
| **1 Outstanding at the beginning** | | | | | | | | | | | | |
| - Shares arising out of options | 14,700 | 4,25,860 | 60,000 | 4,000 | 12,200 | 32,200 | 19,000 | - | - | 20,00,000 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | - | - | 5,909.46 | - | - |
| **2 New option granted during the year** | | | | | | | | | | | | |
| - Shares arising out of options | - | - | - | - | - | - | - | 1,85,000 | 13,700 | - | 15,000 | 15,850 |
| - Weighted average exercise price | - | - | - | - | - | - | - | 9,170.67 | 5,909.00 | - | 14,640.78 | 11,450.00 |
| **3 Forfeited and expired** | | | | | | | | | | | | |
| - Shares arising out of options | - | 1,800 | - | - | - | - | - | - | - | 7,70,000 | - | - |
| - Weighted average exercise price | - | 1,538.26 | - | - | - | - | - | - | - | 5,909.46 | - | - |
| **4 Options Exercised during the year** | | | | | | | | | | | | |
| - Shares arising out of options | 12,300 | 2,12,330 | 15,000 | 1,000 | 3,800 | 8,200 | 5,000 | - | - | 1,57,463 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | - | - | 5,909.46 | - | - |
| **5 Outstanding at the end** | | | | | | | | | | | | |
| - Shares arising out of options | - | 2,11,730 | 45,000 | 3,000 | 8,400 | 24,000 | 14,000 | 1,85,000 | 13,700 | 7,99,507 | 15,000 | 15,850 |
| - Weighted average exercise price | - | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | 9,170.67 | 5,909.00 | 5,909.46 | 14,640.78 | 11,450.00 |
| **6 Exercisable at the end** | | | | | | | | | | | | |
| - Shares arising out of options | 2,400 | - | - | - | - | - | - | - | - | 2,73,030 | - | - |
| - Weighted average exercise price | 3,458.52 | - | - | - | - | - | - | - | - | 5,909.46 | - | - |

| Particulars | 31 March 2024 | | | | | | |
|---|---|---|---|---|---|---|---|
| | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | Dixon ESOP 2023 |
| | Grant IV | Grant I | Grant II A | Grant II B | Grant II C | Grant III | Grant IV | Grant I |
| **1 Outstanding at the beginning** | | | | | | | | |
| - Shares arising out of options | 22,500 | 6,50,430 | 75,000 | 25,000 | 66,500 | 41,000 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | - | - |
| **2 New option granted during the year** | | | | | | | | |
| - Shares arising out of options | - | - | - | - | - | - | 23,000 | 20,00,000 |
| - Weighted average exercise price | - | - | - | - | - | - | 4,628.76 | 5,909.46 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 50 Employee Stock Option Plan (Contd..)

| Particulars | 31 March 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 |
| | Grant IV | Grant I | Grant II | | | Grant III | Grant IV | Grant I |
| | | | A | B | C | | | |
| **3 Forfeited and expired** | | | | | | | | |
| - Shares arising out of options | 1,500 | 9,040 | - | 16,000 | 42,500 | 1,000 | 4,000 | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | - | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | - |
| **4 Options Exercised during the year** | | | | | | | | |
| - Shares arising out of options | 6,300 | 2,15,530 | 15,000 | 5,000 | 11,800 | 7,800 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | - | - |
| **5 Outstanding at the end** | | | | | | | | |
| - Shares arising out of options | 8,400 | 4,25,860 | 60,000 | 4,000 | 11,200 | 32,000 | 19,000 | 20,00,000 |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | 5,909.46 |
| **6 Exercisable at the end** | | | | | | | | |
| - Shares arising out of options | 6,300 | - | - | - | 1,000 | 200 | - | - |
| - Weighted average exercise price | 3,458.52 | - | - | - | 3,631.75 | 2,617.67 | - | - |

* Fair value of option is based on the valuation report of option.

**B.** The Company has implemented an Employee Stock Option Plan (ESOP) for employees working in its subsidiary and joint ventures companies. These ESOPs are being offered at a discounted price. Furthermore, the Company intends to reclaim the ESOP discounts given to subsidiary employees from the respective subsidiaries.

**C.** Grant I, II, and III of the Dixon ESOP 2018 are fully excerised, and there are no outstanding shares available for exercise in this scheme.

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 51 Related party disclosures

### a. List of related parties

#### i. Subsidiary Companies

a. Dixon Global Private Limited
b. Padget Electronics Private Limited
c. Dixon Electro Appliances Private Limited
d. Dixon Technologies Solutions Private Limited
e. Dixon Electro Manufacturing Private Limited
f. Ismartu India Private Limited (w.e.f. the closing of business hours of 13 August 2024)
g. Dixtel Communications Private Limited (Struck Off from the Register of Companies by ROC vide its order dated 21 September 2024)
h. Dixon Display Technologies Private Limited (formerly known as Dixon Infotech Private Limited) (incorporated as subsidiary on 25 August, 2023)
i. Dixtel Infocom Private Limited (incorporated as subsidiary on 20 September, 2023)
j. Dixon Electroconnect Private Limited (incorporated as subsidiary on 20 September, 2024)
k. Dixon IT Devices Private Limited (incorporated as subsidiary on 19 September, 2024)
l. Dixon Teletech Private Limited (incorporated as subsidiary on 28 September, 2024)
m. Califonix Tech and Manufacturing Private Limited

#### ii. Joint Venture Company

a. AIL Dixon Technologies Private Limited (till 08 July, 2024)
b. Rexxam Dixon Electronics Private Limited

#### iii. Key Managerial Personnel

| | | |
|---|---|---|
| a. | Mr. Sunil Vachani | Executive Chairman |
| b. | Mr. Atul B. Lall | Vice Chairman and Managing Director |
| c. | Mr. Manuji Zarabi | Non Executive Independent Director (till 22 February, 2025) |
| d. | Ms. Poornima Shenoy | Non Executive Independent Director (till 22 February, 2025) |
| e. | Mr. Manoj Maheshwari | Non Executive Independent Director |
| f. | Mr. Keng Tsung Kuo | Non Executive Independent Director |
| g. | Mr. Rakesh Mohan | Non Executive Independent Director |
| h. | Mr. Arun Seth | Non Executive Independent Director |
| i. | Ms. Geeta Mathur | Non Executive Independent Director (w.e.f. 24 October, 2024) |
| j. | Mr. Saurabh Gupta | Chief Financial Officer (CFO) |
| k. | Mr. Ashish Kumar | Company Secretary |

#### iv. Close member of key managerial personnel

| | | |
|---|---|---|
| a. | Mr. Prithvi Vachani | Vice President (Business Development & New Projects) (Son of Executive Chairman) |

#### v. Entities over which executive directors or relatives are able to exercise control/significant influence

a. Light House Partners
b. Topline Electronics Private Limited
c. Smartice LLP
d. Smartice Global
e. Smartice Private Limited

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

### b. Transactions /balances outstanding with related parties

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| **A. Transactions during the year** | | | | | | | | | | |
| **Investment in equity shares** | **47,239** | **1,652** | **-** | **-** | **-** | **-** | **-** | **-** | **47,239** | **1,652** |
| Dixon Display Technologies Private Limited | - | 1 | - | - | - | - | - | - | - | 1 |
| Dixtel Infocom Private Limited | - | 1 | - | - | - | - | - | - | - | 1 |
| Califonix Tech and Manufacturing Private Limited | - | 1,650 | - | - | - | - | - | - | - | 1,650 |
| Dixon Electro Manufacturing Private Limited | 15,002 | - | - | - | - | - | - | - | 15,002 | - |
| Ismartu India Private Limited | 32,234 | - | - | - | - | - | - | - | 32,234 | - |
| Dixon Electroconnect Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon IT Devices Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Teletech Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| **Interest income** | **2,428** | **3,409** | **11** | **14** | **-** | **-** | **-** | **-** | **2,439** | **3,423** |
| Padget Electronics Private Limited | 996 | 1,043 | - | - | - | - | - | - | 996 | 1,043 |
| AIL Dixon Technologies Private Limited | - | - | 11 | 14 | - | - | - | - | 11 | 14 |
| Dixon Electro Appliances Private Limited | 223 | 211 | - | - | - | - | - | - | 223 | 211 |
| Dixon Electro Manufacturing Private Limited | 861 | 1,845 | - | - | - | - | - | - | 861 | 1,845 |
| Dixon Technologies Solutions Private Limited | 335 | 310 | - | - | - | - | - | - | 335 | 310 |
| Dixon Display Technologiess Private Limited | 13 | - | - | - | - | - | - | - | 13 | - |
| **Dividend Income** | **2,900** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **2,900** | **-** |
| Dixon Technologies Solutions Private Limited | 2,600 | - | - | - | - | - | - | - | 2,600 | - |
| Califonix Tech and Manufacturing Private Limited | 300 | - | - | - | - | - | - | - | 300 | - |
| **Finance cost** | **491** | **172** | **-** | **-** | **-** | **-** | **-** | **-** | **491** | **172** |
| Padget Electronics Private Limited | 387 | 89 | - | - | - | - | - | - | 387 | 89 |
| Dixon Global Private Limited | 86 | 83 | - | - | - | - | - | - | 86 | 83 |
| Dixon Electro Manufacturing Private Limited | 18 | - | - | - | - | - | - | - | 18 | - |
| **Sale of services** | **2,023** | **881** | **85** | **192** | **-** | **-** | **-** | **-** | **2,108** | **1,073** |
| Dixon Electro Appliances Private Limited | 195 | 142 | - | - | - | - | - | - | 195 | 142 |
| Dixon Electro Manufacturing Private Limited | 142 | 236 | - | - | - | - | - | - | 142 | 236 |
| Dixon Technologies Solutions Private Limited | 28 | 28 | - | - | - | - | - | - | 28 | 28 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| Califonix Tech and Manufacturing Private Limited | 142 | 118 | - | - | - | - | - | - | 142 | 118 |
| Padget Electronics Private Limited | 1,501 | 354 | - | - | - | - | - | - | 1,501 | 354 |
| Dixon Global Private Limited | 3 | 3 | - | - | - | - | - | - | 3 | 3 |
| Rexxam Dixon Electronics Private Limited | - | - | 50 | 50 | - | - | - | - | 50 | 50 |
| Ismartu India Private Limited | 12 | - | - | - | - | - | - | - | 12 | - |
| AIL Dixon Technologies Private Limited | - | - | 35 | 142 | - | - | - | - | 35 | 142 |
| **Service charges paid** | **4** | **-** | **-** | **-** | **-** | **-** | **70** | **3** | **74** | **3** |
| Smartice Global | - | - | - | - | - | - | 44 | - | 44 | - |
| Ismartu India Private Limited | 4 | - | - | - | - | - | - | - | 4 | - |
| Smartice Private Limited | - | - | - | - | - | - | 26 | 3 | 26 | 3 |
| **Sale of goods** | **21,935** | **14,155** | **8** | **853** | **-** | **-** | **-** | **27** | **21,943** | **15,035** |
| Dixon Global Private Limited | 2,996 | 4,138 | - | - | - | - | - | - | 2,996 | 4,138 |
| Dixon Electro Appliances Private Limited | 440 | 198 | - | - | - | - | - | - | 440 | 198 |
| Dixon Electro Manufacturing Private Limited | 28 | 252 | - | - | - | - | - | - | 28 | 252 |
| Dixon Technologies Solutions Private Limited | 4,589 | 9,359 | - | - | - | - | - | - | 4,589 | 9,359 |
| Califonix Tech and Manufacturing Private Limited | 13,573 | 172 | - | - | - | - | - | - | 13,573 | 172 |
| Padget Electronics Private Limited | 309 | 36 | - | - | - | - | - | - | 309 | 36 |
| AIL Dixon Technologies Private Limited | - | - | - | 97 | - | - | - | - | - | 97 |
| Rexxam Dixon Electronics Private Limited | - | - | 8 | 756 | - | - | - | - | 8 | 756 |
| Topline Electronics Private Limited | - | - | - | - | - | - | - | 27 | - | 27 |
| **Purchase of goods** | **35,809** | **25,321** | **-** | **158** | **-** | **-** | **-** | **-** | **35,809** | **25,479** |
| Dixon Global Private Limited * | 0 | 2 | - | - | - | - | - | - | 0 | 2 |
| Padget Electronics Private Limited | 46 | 12 | - | - | - | - | - | - | 46 | 12 |
| Califonix Tech and Manufacturing Private Limited | 10 | 3 | - | - | - | - | - | - | 10 | 3 |
| Dixon Technologies Solutions Private Limited | 35,752 | 25,304 | - | - | - | - | - | - | 35,752 | 25,304 |
| Dixon Electro Manufacturing Private Limited ** | 0 | - | - | - | - | - | - | - | 0 | - |
| AIL Dixon Technologies Private Limited | - | - | - | 157 | - | - | - | - | - | 157 |
| Rexxam Dixon Electronics Private Limited | - | - | - | 1 | - | - | - | - | - | 1 |
| * Transaction of ₹ 0.43 lakh | | | | | | | | | | |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| ** Transaction of ₹ 0.11 lakh | | | | | | | | | | |
| **Job work charges income** | **6,635** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **6,635** | **-** |
| Padget Electronics Private Limited | 6,635 | - | - | - | - | - | - | - | 6,635 | - |
| **Job work charges expense** | **229** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **229** | **-** |
| Padget Electronics Private Limited | 140 | - | - | - | - | - | - | - | 140 | - |
| Dixon Technologies Solutions Private Limited | 89 | - | - | - | - | - | - | - | 89 | - |
| **Sale of Property, plant and equipment** | **125** | **619** | **94** | **138** | **-** | **-** | **-** | **-** | **219** | **757** |
| Dixon Electro Appliances Private Limited | 2 | 117 | - | - | - | - | - | - | 2 | 117 |
| Dixon Electro Manufacturing Private Limited | - | 1 | - | - | - | - | - | - | - | 1 |
| Califonix Tech and Manufacturing Private Limited | 3 | 2 | - | - | - | - | - | - | 3 | 2 |
| Dixon Technologies Solutions Private Limited | 11 | 120 | - | - | - | - | - | - | 11 | 120 |
| AIL Dixon Technologies Private Limited | - | - | - | 21 | - | - | - | - | - | 21 |
| Padget Electronics Private Limited | 109 | 379 | - | - | - | - | - | - | 109 | 379 |
| Rexxam Dixon Electronics Private Limited | - | - | 94 | 117 | - | - | - | - | 94 | 117 |
| **Purchase of Property, plant and equipment** | **4** | **-** | **-** | **19** | **-** | **-** | **-** | **-** | **4** | **19** |
| Dixon Technologies Solutions Private Limited | 4 | - | - | - | - | - | - | - | 4 | - |
| AIL Dixon Technologies Private Limited | - | - | - | 19 | - | - | - | - | - | 19 |
| **Rent income including goods and service tax** | **98** | **150** | **132** | **129** | **-** | **-** | **-** | **-** | **230** | **279** |
| Padget Electronics Private Limited | 98 | 150 | - | - | - | - | - | - | 98 | 150 |
| Rexxam Dixon Electronics Private Limited | - | - | 132 | 129 | - | - | - | - | 132 | 129 |
| **Rent expenses including goods and service tax** | **21** | **-** | **27** | **-** | **-** | **-** | **-** | **-** | **48** | **-** |
| Padget Electronics Private Limited | 21 | - | - | - | - | - | - | - | 21 | - |
| AIL Dixon Technologies Private Limited | - | - | 27 | - | - | - | - | - | 27 | - |
| **Reimbursement of expenses** | **268** | **94** | **18** | **-** | **-** | **-** | **-** | **-** | **286** | **94** |
| Dixon Electro Manufacturing Private Limited | - | 94 | - | - | - | - | - | - | - | 94 |
| Dixon Electro Appliances Private Limited | 268 | - | - | - | - | - | - | - | 268 | - |
| Rexxam Dixon Electronics Private Limited | - | - | 4 | - | - | - | - | - | 4 | - |
| AIL Dixon Technologies Private Limited | - | - | 14 | - | - | - | - | - | 14 | - |
| **Corporate guarantee charges received** | **231** | **71** | **-** | **-** | **-** | **-** | **-** | **-** | **231** | **71** |
| Padget Electronics Private Limited | 205 | 71 | - | - | - | - | - | - | 205 | 71 |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| Dixon Electro Appliances Private Limited | 16 | - | - | - | - | - | - | - | 16 | - |
| Dixon Technologies Solutions Private Limited | 4 | - | - | - | - | - | - | - | 4 | - |
| Dixon Electro Manufacturing Private Limited | 6 | - | - | - | - | - | - | - | 6 | - |
| **Corporate Guarantee given on behalf of the Subsidiaries and joint venture** | **35,000** | **3,10,900** | **-** | **1,930** | **-** | **-** | **-** | **-** | **35,000** | **3,12,830** |
| Padget Electronics Private Limited | - | 2,87,700 | - | - | - | - | - | - | - | 2,87,700 |
| Dixon Electro Appliances Private Limited | - | 9,000 | - | - | - | - | - | - | - | 9,000 |
| Dixon Technologies Solutions Private Limited | - | 10,000 | - | - | - | - | - | - | - | 10,000 |
| AIL Dixon Technologies Private Limited | - | - | - | 1,930 | - | - | - | - | - | 1,930 |
| Dixon Electro Manufacturing Private Limited | 35,000 | 4,200 | - | - | - | - | - | - | 35,000 | 4,200 |
| **Bond Given to Custom Department by the company on behalf of subsidiaries/joint venture** | **-** | **5,000** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **5,000** |
| Califonix Tech and Manufacturing Private Limited | - | 5,000 | - | - | - | - | - | - | - | 5,000 |
| **Bond released by Custom Department to the company on behalf of subsidiaries/joint venture** | **4,500** | **500** | **-** | **-** | **-** | **-** | **-** | **-** | **4,500** | **500** |
| Padget Electronics Private Limited | - | 500 | - | - | - | - | - | - | - | 500 |
| Califonix Tech and Manufacturing Private Limited | 4,500 | - | - | - | - | - | - | - | 4,500 | - |
| **Loans provided** | **79,845** | **81,746** | **-** | **400** | **-** | **-** | **-** | **-** | **79,845** | **82,146** |
| Padget Electronics Private Limited | 16,500 | 38,420 | - | - | - | - | - | - | 16,500 | 38,420 |
| Dixon Electro Appliances Private Limited | 39,440 | 16,436 | - | - | - | - | - | - | 39,440 | 16,436 |
| Dixon Electro Manufacturing Private Limited | 23,501 | 14,519 | - | - | - | - | - | - | 23,501 | 14,519 |
| Dixon Technologies Solutions Private Limited | - | 12,371 | - | - | - | - | - | - | - | 12,371 |
| Dixon Display Technologies Private Limited | 400 | - | - | - | - | - | - | - | 400 | - |
| Dixtel Infocom Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Electroconnect Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon IT Devices Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Teletech Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| AIL Dixon Technologies Private Limited | - | - | - | 400 | - | - | - | - | - | 400 |
| **Repayment of loans provided** | **1,00,836** | **64,080** | **400** | **-** | **-** | **-** | **-** | **-** | **1,01,236** | **64,080** |
| Padget Electronics Private Limited | 18,650 | 36,250 | - | - | - | - | - | - | 18,650 | 36,250 |
| Dixon Electro Appliances Private Limited | 39,447 | 16,929 | - | - | - | - | - | - | 39,447 | 16,929 |
| Dixon Technologies Solutions Private Limited | 400 | 10,901 | - | - | - | - | - | - | 400 | 10,901 |
| Dixon Electro Manufacturing Private Limited | 42,339 | - | - | - | - | - | - | - | 42,339 | - |
| AIL Dixon Technologies Private Limited | - | - | 400 | - | - | - | - | - | 400 | - |
| **Borrowings received** | **81,889** | **42,850** | **-** | **-** | **-** | **-** | **-** | **-** | **81,889** | **42,850** |
| Padget Electronics Private Limited | 77,320 | 42,850 | - | - | - | - | - | | 77,320 | 42,850 |
| Dixon Electro Manufacturing Private Limited | 4,569 | - | - | - | - | - | - | - | 4,569 | - |
| **Borrowings repaid** | **73,089** | **39,350** | **-** | **-** | **-** | **-** | **-** | **-** | **73,089** | **39,350** |
| Padget Electronics Private Limited | 68,520 | 39,350 | - | - | - | - | - | - | 68,520 | 39,350 |
| Dixon Electro Manufacturing Private Limited | 4,569 | - | - | - | - | - | - | - | 4,569 | - |
| **Director sitting fees** | **-** | **-** | **-** | **-** | **44** | **19** | **-** | **-** | **44** | **19** |
| Mr. Rakesh Mohan | - | - | - | - | 5 | 3 | - | - | 5 | 3 |
| Mr. Manuji Zarabi | - | - | - | - | 11 | 5 | - | - | 11 | 5 |
| Ms. Poornima Shenoy | - | - | - | - | 1 | 2 | - | - | 1 | 2 |
| Ms. Geeta Mathur | - | - | - | - | 3 | - | - | - | 3 | - |
| Mr. Arun Seth | - | - | - | - | 7 | 1 | - | - | 7 | 1 |
| Mr. Manoj Maheshwari | - | - | - | - | 11 | 5 | - | - | 11 | 5 |
| Mr. Keng Tsung Kuo | - | - | - | - | 6 | 3 | - | - | 6 | 3 |
| **Remuneration (including commission)** | **-** | **-** | **-** | **-** | **2,332** | **2,345** | **-** | **-** | **2,332** | **2,345** |
| Mr. Sunil Vachani | - | - | - | - | 716 | 860 | - | - | 716 | 860 |
| Mr. Atul B. Lall | - | - | - | - | 699 | 846 | - | - | 699 | 846 |
| Mr. Saurabh Gupta | - | - | - | - | 692 | 437 | - | - | 692 | 437 |
| Mr. Ashish Kumar | - | - | - | - | 123 | 110 | - | - | 123 | 110 |
| Mr. Prithvi Vachani | - | - | - | - | 36 | 32 | - | - | 36 | 32 |
| Mr. Arun Seth | - | - | - | - | 6 | - | - | - | 6 | - |
| Mr. Rakesh Mohan | - | - | - | - | 12 | 12 | - | - | 12 | 12 |
| Mr. Manuji Zarabi | - | - | - | - | 12 | 12 | - | - | 12 | 12 |
| Ms. Poornima Shenoy | - | - | - | - | 12 | 12 | - | - | 12 | 12 |
| Mr. Manoj Maheshwari | - | - | - | - | 12 | 12 | - | - | 12 | 12 |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| Mr. Keng Tsung Kuo | - | - | - | - | 12 | 12 | - | - | 12 | 12 |
| **ESOPs*** | **-** | **-** | **-** | **-** | **2,379** | **1,138** | **-** | **-** | **2,379** | **1,138** |
| Mr. Atul B. Lall | - | - | - | - | 615 | 615 | - | - | 615 | 615 |
| Mr. Saurabh Gupta | - | - | - | - | 1,549 | 308 | - | - | 1,549 | 308 |
| Mr. Ashish Kumar | - | - | - | - | 215 | 215 | - | - | 215 | 215 |

* Exercised during the year

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| **Outstanding balances** | | | | | | | | | | |
| **Trade payables** | **-** | **3,170** | **-** | **-** | **-** | **-** | | **-** | | **3,170** |
| Dixon Global Private Limited | - | 61 | - | - | - | - | - | - | - | 61 |
| Dixon Technologies Solutions Private Limited | - | 3,109 | - | - | - | - | - | - | - | 3,109 |
| **Trade receivables** | **6,401** | **1,517** | **4** | **214** | **-** | **-** | **-** | **-** | **6,405** | **1,731** |
| AIL Dixon Technologies Private Limited | - | - | - | 209 | - | - | - | - | - | 209 |
| Califonix Tech and Manufacturing Private Limited | 2,292 | 39 | - | - | - | - | - | - | 2,292 | 39 |
| Dixon Electro Appliances Private Limited | 4 | 154 | - | - | - | - | - | - | 4 | 154 |
| Dixon Electro Manufacturing Private Limited | 55 | 588 | - | - | - | - | - | - | 55 | 588 |
| Dixon Technologies Solutions Private Limited | 1,759 | - | - | - | - | - | - | - | 1,759 | - |
| Rexxam Dixon Electronics Private Limited | - | - | 4 | 5 | - | - | - | - | 4 | 5 |
| Padget Electronics Private Limited | 2,187 | 736 | - | - | - | - | - | - | 2,187 | 736 |
| Ismartu India Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Global Private Limited | 91 | - | - | - | - | - | - | - | 91 | - |
| Dixon Display Technologies Private Limited | 12 | - | - | - | - | - | - | - | 12 | - |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| **Loans** | **24,186** | **45,177** | **-** | **400** | **-** | **-** | **-** | **-** | **24,186** | **45,577** |
| Dixon Electro Appliances Private Limited | - | 7 | - | - | - | - | - | - | - | 7 |
| Dixon Electro Manufacturing Private Limited | 10,796 | 29,634 | - | - | - | - | - | - | 10,796 | 29,634 |
| Dixon Technologies Solutions Private Limited | 3,536 | 3,936 | - | - | - | - | - | - | 3,536 | 3,936 |
| AIL Dixon Technologies Private Limited | - | - | - | 400 | - | - | - | - | - | 400 |
| Dixon Display Technologies Private Limited | 400 | - | - | - | - | - | - | - | 400 | - |
| Dixtel Infocom Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Electroconnect Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon IT Devices Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Teletech Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Padget Electronics Private Limited | 9,450 | 11,600 | - | - | - | - | - | - | 9,450 | 11,600 |
| **Borrowings** | **13,320** | **4,520** | **-** | **-** | **-** | **-** | **-** | **-** | **13,320** | **4,520** |
| Dixon Global Private Limited | 1,020 | 1,020 | - | - | - | - | - | - | 1,020 | 1,020 |
| Padget Electronics Private Limited | 12,300 | 3,500 | - | - | - | - | - | - | 12,300 | 3,500 |
| **Payable to Key Management Persons** | **-** | **-** | **-** | **-** | **8** | **-** | **-** | **-** | **8** | **-** |
| Mr. Saurabh Gupta | - | - | - | - | 3 | - | - | - | 3 | - |
| Mr. Ashish Kumar | - | - | - | - | 5 | - | - | - | 5 | - |
| **Bond Given to Custom Department by the company on behalf of Subsidiary/ joint venture** | **1,600** | **6,100** | **100** | **100** | **-** | **-** | **-** | **-** | **1,700** | **6,200** |
| Padget Electronics Private Limited | 1,100 | 1,100 | - | - | - | - | - | - | 1,100 | 1,100 |
| Rexxam Dixon Electronics Private Limited | - | - | 100 | 100 | - | - | - | - | 100 | 100 |
| Califonix Tech and Manufacturing Private Limited | 500 | 5,000 | - | - | - | - | - | - | 500 | 5,000 |
| **Bond Given to Custom Department by Subsidiaries/ joint venture companies on behalf of the company** | **34** | **1,034** | **-** | **-** | **-** | **-** | **-** | **-** | **34** | **1,034** |
| Padget Electronics Private Limited | 34 | 1,034 | - | - | - | - | - | - | 34 | 1,034 |
| **Corporate guarantee** | **57,968** | **5,16,700** | **-** | **1,930** | **-** | **-** | **-** | **-** | **57,968** | **5,18,630** |
| Dixon Electro Appliances Private Limited | 8,768 | 36,000 | - | - | - | - | - | - | 8,768 | 36,000 |
| Dixon Technologies Solutions Private Limited | 10,000 | 10,000 | - | - | - | - | - | - | 10,000 | 10,000 |
| AIL Dixon Technologies Private Limited | - | - | - | 1,930 | - | - | - | - | - | 1,930 |
| Dixon Electro Manufacturing Private Limited | 39,200 | 4,200 | - | - | - | - | - | - | 39,200 | 4,200 |
| Padget Electronics Private Limited | - | 4,66,500 | - | - | - | - | - | - | - | 4,66,500 |

# Notes Forming Part of the Standalone Financial Statements
for the Year ended 31st March 2025

## 51 Related party disclosures (Contd..)

(₹ in Lakhs)

| | Subsidiaries | | Joint Venture | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/ significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 | Year ended 31 March, 2025 | Year ended 31 March, 2024 |
| **Investment in equity shares** | **52,953** | **5,724** | **600** | **1,550** | **-** | **-** | **-** | **-** | **53,553** | **7,274** |
| Dixon Global Private Limited | 100 | 100 | - | - | - | - | - | - | 100 | 100 |
| AIL Dixon Technologies Private Limited | - | - | - | 950 | - | - | - | - | - | 950 |
| Dixon Electro Appliances Private Limited | 5 | 5 | - | - | - | - | - | - | 5 | 5 |
| Padget Electronics Private Limited | 3,450 | 3,450 | - | - | - | - | - | - | 3,450 | 3,450 |
| Dixon Technologies Solutions Private Limited | 1 | 1 | - | - | - | - | - | - | 1 | 1 |
| Dixon Electro Manufacturing Private Limited | 15,003 | 1 | - | - | - | - | - | - | 15,003 | 1 |
| Rexxam Dixon Electronics Private Limited | - | - | 600 | 600 | - | - | - | - | 600 | 600 |
| Dixtel Communications Private Limited | - | 10 | - | - | - | - | - | - | - | 10 |
| Califonix Tech and Manufacturing Private Limited | 2,155 | 2,155 | - | - | - | - | - | - | 2,155 | 2,155 |
| Ismartu India Private Limited | 32,234 | - | - | - | - | - | - | - | 32,234 | - |
| Dixon Display Technologies Private Limited | 1 | 1 | - | - | - | - | - | - | 1 | 1 |
| Dixon Electroconnect Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon IT Devices Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixon Teletech Private Limited | 1 | - | - | - | - | - | - | - | 1 | - |
| Dixtel Infocom Private Limited | 1 | 1 | - | - | - | - | - | - | 1 | 1 |
| **Investment in preference shares** | **4,998** | **4,998** | **-** | **-** | **-** | **-** | **-** | **-** | **4,998** | **4,998** |
| Dixon Electro Appliances Private Limited | 4,998 | 4,998 | - | - | - | - | - | - | 4,998 | 4,998 |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 52 Disclosure of financial ratios

| Particulars | Numerator | Denominator | As at 31 March 2025 | As at 31 March 2024 | Variance % | Reason for variance |
|---|---|---|---|---|---|---|
| Current Ratio | Current Assets | Current Liabilities | 1.05 | 1.11 | -5% | Not material |
| Debt-Equity Ratio | Total debt | Total equity | 0.08 | 0.08 | 0% | Not material |
| Debt Service Coverage ratio | Net operating Income | Total debt service | 2.28 | 1.22 | 87% | Increase in operating profit resulting in increase in debt service coverage ratio |
| Inventory Turnover ratio | Cost of Goods Sold | Average Inventory | 11.88 | 13.76 | -14% | Not material |
| Trade Receivable Turnover Ratio | Net sales | Average trade receivables | 7.13 | 6.98 | 2% | Not material |
| Trade Payable Turnover Ratio | Net purchases | Average trade payables | 4.96 | 4.94 | 0.4% | Not material |
| Net Capital Turnover Ratio | Net sales | Working capital | 97.61 | 46.01 | 112% | The increase in the Capital Turnover Ratio on account of decrease in working capital. The Company has taken the short term borrowing during the year which constitute the decrease in working capital. |
| Net Profit ratio | Profit after tax | Net sales | 0.10 | 0.03 | 233% | Profit after tax increase by an exceptional income which impact the increase in net profit ratio. |
| Return on Equity ratio | Profit after tax | Total equity | 0.26 | 0.13 | 100% | Profit after tax resulting in increase in Return on Equity ratio |
| Return on Capital Employed | Earning before interest and tax | Capital employed | 0.10 | 0.18 | -45% | Due to decrease in the current year profit |
| Return on Investment | Earning before interest and tax | Total Assets | 0.07 | 0.10 | -32% | Due to decrease in the current year profit |

### (i) Working of the ratios

| Basis of Ratios | Year ended 31 March 2025 (₹ in Lakhs) | Ratio | Year ended 31 March 2024 (₹ in Lakhs) | Ratio |
|---|---|---|---|---|
| **a. Current ratio** | | | | |
| Current assets | 1,10,416 | 1.05 | 1,36,744 | 1.11 |
| Current liability | 1,04,883 | | 1,22,809 | |
| **b. Debt Equity ratio** | | | | |
| Total debt (see note ii ) | 17,666 | 0.08 | 10,459 | 0.08 |
| Total equity (Equity share capital+ other equity) | 2,18,277 | | 1,39,430 | |
| **c. Debt service coverage ratio** | | | | |
| Net operating income (Profit after tax+Finance cost+Depreciation and amortisation expenses) | 68,958 | 2.28 | 29,112 | 1.22 |
| Total debt service (Long term debt+Short term debt+Capital lease obligation) | 30,254 | | 23,928 | |
| **d. Inventory turnover ratio** | | | | |
| Cost of goods sold | 4,59,731 | 11.88 | 5,66,102 | 13.76 |
| Average Inventory = (Opening stock + Closing stock) / 2 | 38,714 | | 41,138 | |

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

## 52 Disclosure of financial ratios (Contd..)

| Basis of Ratios | Year ended 31 March 2025 (₹ in Lakhs) | Ratio | Year ended 31 March 2024 (₹ in Lakhs) | Ratio |
|---|---|---|---|---|
| **e. Trade receivables turnover ratio** | | | | |
| Net sales (Total sales - Sales return) | 5,40,090 | 7.13 | 6,41,140 | 6.98 |
| Average trade receivables = (Opening debtors +Closing debtors) / 2 | 75,725 | | 91,877 | |
| **f. Trade payables turnover ratio** | | | | |
| Total purchases (Net of purchase return) | 4,56,978 | 4.96 | 5,63,018 | 4.94 |
| Average trade payables = (Opening creditors + Closing creditors) / 2 | 92,203 | | 1,14,070 | |
| **g. Net capital turnover ratio** | | | | |
| Net sales (Total sales - Sales return) | 5,40,090 | 97.61 | 6,41,140 | 46.01 |
| Working capital = Current assets - Current liabilities | 5,533 | | 13,935 | |
| **h. Net profit ratio** | | | | |
| Profit after tax | 56,590 | 0.10 | 18,566 | 0.03 |
| Net sales (Total sales - Sales return) | 5,40,090 | | 6,41,140 | |
| **i. Return on equity ratio** | | | | |
| Profit after tax | 56,590 | 0.26 | 18,566 | 0.13 |
| Total equity (Equity share capital+ other equity) | 2,18,277 | | 1,39,430 | |
| **j. Return on Capital Employed** | | | | |
| Earnings before interest and tax | 24,241 | 0.10 | 28,846 | 0.18 |
| Capital employed = Total assets - Current liabilities | 2,43,158 | | 1,60,543 | |
| **k. Return on investment** | | | | |
| Earnings before interest and tax | 24,241 | 0.07 | 28,846 | 0.10 |
| Total Assets | 3,48,041 | | 2,83,352 | |

### (ii) Total Debt

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **a. Borrowings** | | |
| Non-current | 2,700 | 4,425 |
| Current | 14,966 | 6,034 |
| | **17,666** | **10,459** |

**53** The Board of Directors have recommended a final dividend of 400% (₹ 8.00/- per Equity Share of ₹ 2/- each) for the financial year 2024-2025 subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

**54** On 08 July 2024, the Company entered into Share Subscription and Purchase Agreement ("SSPA") with Aditya Infotech Limited ("Aditya") for sale of 9,500,000 fully paid up equity shares of AIL Dixon Technologies Private Limited ('AIL Dixon') representing 50% of AIL Dixon equity share capital, the joint venture company. The consideration of this transaction is through exchange of 73,05,805 equity shares of ₹ 1 each, representing 6.50% of Aditya equity share capital on a fully diluted basis and fair value gain of ₹ 48,950 lakhs on these investments has been recognised during the year ended 31 March, 2025 as exceptional item.

**55** Figures for the previous year have been regrouped / rearranged wherever necessary to conform to the current year's presentation.

## 56 Other Statutory Information

(i) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

# Notes Forming Part of the Standalone Financial Statements

for the Year ended 31st March 2025

(ii) No penalties were imposed by the regulator during the financial year ended 31 March, 2025.

(iii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(v) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(vi) The Company has not revalued its property, plant and equipment (including right-of-use assets) or other intangible assets during the current or previous year.

(vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiary

(ix) The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(x) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(xi) The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(xii) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the company.

**57** There are no subsequent event observed after the reporting period which have material impact on the Company's operation.

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Independent Auditor's Report

To
The Members of
**Dixon Technologies (India) Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Dixon Technologies (India) Limited** ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its joint ventures, which comprise the Consolidated Balance Sheet as at 31 March 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information ("the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and other financial information of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act (Ind AS) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint ventures as at 31 March 2025, of consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained, and the audit evidence obtained by other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

## Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our Auditor's Report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated statement of changes in equity and the consolidated statement of cash flows of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group and its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of the Group and of its joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint ventures are also responsible for overseeing the financial reporting process of the respective companies.

## Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to the consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and joint ventures of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Matter

We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs. 2,15,830 lakhs as at 31 March 2025, total revenue of Rs. 4,38,612 lakhs, net profit after tax of Rs. 18,810 lakhs and total comprehensive income of Rs. 18,873, and net cash inflows of Rs. 10,148 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based on the reports of the other auditors.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' report of the Holding Company and subsidiaries incorporated in India, we report the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable:

(xxi) Qualifications or adverse remarks by the respective auditor of the subsidiary incorporated in India, in the Companies (Auditor's Report) Order (CARO) reports of such Holding Company, its Subsidiary included in the Consolidated Financial Statements, are given below:

| S. No. | Name | CIN | Subsidiary Company | Clause number of the CARO report which is qualified or adverse |
|---|---|---|---|---|
| 1 | Ismartu India Private Limited | U74999UP2016FTC085990 | Subsidiary Company | Vii (a) |

2. As required by Section 143(3) of the Act, we report to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries and joint ventures incorporated in India, none of the directors of the Group companies and its joint ventures incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Group and its joint ventures and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Reporting on adequacy of internal financial controls with reference to financial reporting and operating effectiveness of such controls, under section 143(3)(i) of the Act, for five subsidiaries incorporated in India is not applicable in view of exemption available to the Holding Company under Ministry of Corporate Affairs (MCA) notification no. G.S.R. 583(E) dated 13 June 2017, read with general circular No. 08/2017 dated 25 July 2017.

g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint ventures (Refer Note 47 to the consolidated financial statements).

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries incorporated in India.

iv. (a) The respective Managements of the Holding Company and its subsidiaries and joint ventures which are Companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint ventures to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries and joint ventures ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Holding Company and its subsidiaries and joint ventures which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries and joint ventures from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint ventures shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our or other auditor's notice that has caused us or other auditor's to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

v. The final dividend paid by the Holding Company incorporated in India during the year, in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend

The interim dividend declared and paid by subsidiaries companies incorporated in India during the year and until the date of this Audit Report is in accordance with Section 123 of the Act.

As stated in Note 62 to the consolidated financial statements, the respective Board of Directors of the Holding Company incorporated in India, have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting of the Company. The amount of dividend proposed is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend

vi. Based on our examination which included test checks and based on the consideration of the report of the other auditors on separate financial statements, the Holding Company, subsidiaries and joint ventures, have used an accounting software for maintaining its books of account for the financial year ended 31 March 2025, which has a feature of recording audit trail (edit log) facility and the same has been operating throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Holding Company and above referred subsidiaries and joint ventures as per the statutory requirements for record retention.

**For S.N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No.: 000050N/N500045

**Rahul Singhal**
Partner
Membership No.: 096570
UDIN: 25096570BMIQMQ5116

Place: New Delhi
Date: 20 May 2025

# Annexure A to the Independent Auditors Report

**on the Consolidated Financial Statements of Dixon Technologies (India) Limited for the year ended 31 March 2025**

## Independent Auditor's report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our Audit Report of even date)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2025 read with other matter paragraph below, we have audited the internal financial controls with reference to consolidated financial statements of Dixon Technologies (India) Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group') and joint ventures, which are companies incorporated in India, as of that date.

## Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

The respective Management and Board of Directors of the Holding Company, its subsidiaries and joint ventures, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

## Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiaries and joint ventures, as aforesaid, based on our audit and based on consideration of reports of other auditor. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

## Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

### Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiaries and joint ventures, which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note.

### Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the Consolidated Financial Statements in so far as it relates to two (2) subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

**For S.N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No.: 000050N/N500045

**Rahul Singhal**
Partner
Membership No.: 096570
UDIN: 25096570BMIQMQ5116

Place: New Delhi
Date: 20 May 2025

# Consolidated Balance Sheet

as at 31st March, 2025

(₹ in Lakhs)

| Particulars | Note no. | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| (a) Property, plant and equipment | 10 | 2,10,909 | 1,63,680 |
| (b) Capital work-in-progress | 11 | 25,612 | 6,427 |
| (c) Other intangible assets | 12 | 3,850 | 3,065 |
| (d) Intangible assets under development | 13 | 83 | 407 |
| (e) Right of use assets | 14 | 56,915 | 29,849 |
| (f) Goodwill | 15 | 5,702 | 3,031 |
| (g) Financial assets | | | |
| i. Investments | 16 | 53,560 | 2,004 |
| ii. Other financial assets | 17 | 5,106 | 4,214 |
| (h) Deferred tax assets (net) | 18 | 912 | 192 |
| (i) Other non-current assets | 19 | 4,600 | 2,648 |
| | | **3,67,249** | **2,15,517** |
| **Current assets** | | | |
| (a) Inventories | 20 | 3,99,240 | 1,69,501 |
| (b) Financial assets | | | |
| i. Trade receivables | 21 | 6,96,545 | 2,31,788 |
| ii. Cash and cash equivalents | 22 | 23,085 | 20,048 |
| iii. Bank balances other than cash and cash equivalents | 23 | 3,268 | 817 |
| iv. Loans | 24 | - | 200 |
| v. Other financial assets | 17 | 1,44,541 | 31,867 |
| (c) Other current assets | 19 | 41,042 | 29,098 |
| (d) Current tax assets (net) | 25 | 1,717 | 309 |
| | | **13,09,438** | **4,83,628** |
| **TOTAL ASSETS** | | **16,76,687** | **6,99,145** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 26 | 1,205 | 1,196 |
| (b) Other equity | 27A | 2,99,815 | 1,68,289 |
| **Equity attributable to owners of the company** | | 3,01,020 | 1,69,485 |
| Non-controlling interest | 27B | 45,913 | 2,761 |
| **TOTAL EQUITY** | | **3,46,933** | **1,72,246** |
| **Liabilities** | | | |
| **Non-Current Liabilities** | | | |
| (a) Financial liabilities: | | | |
| i. Borrowings | 28 | 8,089 | 11,260 |
| ii. Lease liabilities | 29 | 41,779 | 31,199 |
| iii. Trade payables | 30 | | |
| - Total outstanding dues of micro and small enterprises | | - | - |
| - Total outstanding dues to creditors other than micro and small enterprises | | - | 546 |
| iv. Other financial liabilities | 31 | 6,008 | 4,347 |
| (b) Provisions | 32 | 1,865 | 2,138 |
| (c) Deferred tax liabilities (net) | 33 | 10,715 | 2,590 |
| (d) Other non-current liabilities | 34 | 1,754 | 1,657 |
| | | **70,210** | **53,737** |
| **Current Liabilities** | | | |
| (a) Financial liabilities: | | | |
| i. Borrowings | 35 | 12,139 | 4,243 |
| ii. Lease liabilities | 29 | 5,089 | 2,196 |
| iii. Trade payables | 30 | | |
| - Total outstanding dues of micro and small enterprises | | 7,830 | 4,599 |
| - Total outstanding dues to creditors other than micro and small enterprises | | 10,80,535 | 4,01,376 |
| iv. Other financial liabilities | 31 | 1,39,792 | 50,313 |
| (b) Other current liabilities | 34 | 13,123 | 8,734 |
| (c) Provisions | 32 | 900 | 632 |
| (d) Current tax liabilities (net) | 36 | 136 | 1,069 |
| | | **12,59,544** | **4,73,162** |
| **TOTAL LIABILITIES** | | **13,29,754** | **5,26,899** |
| **TOTAL EQUITY AND LIABILITIES** | | **16,76,687** | **6,99,145** |

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place:New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Consolidated Statement of Profit and Loss

for the year ended 31st March, 2025

(₹ in Lakhs)

| Particulars | | Note No. | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|---|
| **INCOME** | | | | |
| 1 | Revenue from operations | 37 | 38,86,010 | 17,69,090 |
| 2 | Other income | 38 | 2,023 | 2,256 |
| **3** | **Total income (1+2)** | | **38,88,033** | **17,71,346** |
| **4** | **EXPENSES** | | | |
| | (a) Cost of materials consumed | 39 | 36,09,981 | 16,14,242 |
| | (b) Changes in inventories of finished goods , work-in-progress and stock in trade | 40 | (26,699) | (10,347) |
| | (c) Employee benefits expense | 41 | 56,742 | 33,267 |
| | (d) Finance costs | 42 | 15,435 | 7,472 |
| | (e) Depreciation and amortisation expense | 43 | 28,102 | 16,188 |
| | (f) Other expenses | 44 | 95,228 | 62,165 |
| | **Total expenses (4)** | | **37,78,789** | **17,22,987** |
| **5** | **Profit before share of profit/(loss) of joint venture and tax (3-4)** | | **1,09,244** | **48,359** |
| 6 | Share of profit of joint ventures | | 1,738 | 1,024 |
| **7** | **Profit before exceptional item and tax (5+6)** | | **1,10,982** | **49,383** |
| 8 | Exceptional item | 45 | 45,998 | - |
| **9** | **Profit before tax (7+8)** | | **1,56,980** | **49,383** |
| 10 | Tax expenses: | 46 | | |
| | (a) Current tax | | 25,305 | 11,505 |
| | (b) Deferred tax | | 8,478 | 123 |
| | (c) Income tax related to earlier years | | (61) | 263 |
| | **Total tax expenses (10)** | | **33,722** | **11,891** |
| **11** | **Profit for the year (9-10)** | | **1,23,258** | **37,492** |
| **12** | **Other comprehensive income ('OCI')** | | | |
| | (a) Items that will not be reclassified to profit or loss<br>- re-measurement of post employment benefit obligations | | 42 | 123 |
| | (b) Income tax relating to items that will not be reclassified to profit and loss | | (10) | (34) |
| | (c) Share of OCI in Joint Ventures (net) | | - | (3) |
| | **Other comprehensive income for the year** | | **32** | **86** |
| **13** | **Total comprehensive income for the year (11+12)** | | **1,23,290** | **37,578** |
| **14** | **Profit for the year attributable to** | | | |
| | (a) Owners of the Company | | 1,09,554 | 36,775 |
| | (b) Non-controlling interests | | 13,704 | 717 |
| | | | **1,23,258** | **37,492** |
| **15** | **Other comprehensive income attributable to** | | | |
| | (a) Owners of the Company | | (22) | 95 |
| | (b) Non-controlling interests | | 54 | (9) |
| | | | **32** | **86** |
| **16** | **Total comprehensive income attributable to** | | | |
| | (a) Owners of the Company | | 1,09,532 | 36,870 |
| | (b) Non-controlling interests | | 13,758 | 708 |
| | | | **1,23,290** | **37,578** |
| **17** | **Earnings per equity share ('EPS')** | 50 | | |
| | (Nominal value of share ₹ 2) | | | |
| | (a) Basic ₹ | | 205.70 | 62.84 |
| | (b) Diluted ₹ | | 202.58 | 62.46 |

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **A. Cash flow from operating activities** | | |
| Profit before tax (excluding profit/ (loss) of Joint Ventures) | 1,55,242 | 48,359 |
| **Adjustments for :** | | |
| Depreciation and amortisation expense | 28,102 | 16,188 |
| Finance costs | 15,435 | 7,472 |
| (Gain) /loss on Exchange fluctuation | 877 | (954) |
| Interest income | (811) | (112) |
| (Profit)/loss on sale of investment in mutual funds | (19) | (23) |
| (Profit)/loss on sale of property, plant and equipment | (186) | 118 |
| (Profit)/loss on disinvestment of shares | (45,998) | - |
| Loss on disposal of investment | 10 | - |
| Excess liabilities, credit balances, provisions etc. written back | (42) | (411) |
| Provision for doubtful debts / loans and advances | 466 | 99 |
| (Gain)/loss on remeasurement of liability | (860) | (466) |
| Share based payment expenses | 8,512 | 1,221 |
| Bad debts written off | 5 | - |
| **Operating profit before working capital changes** | **1,60,733** | **71,491** |
| **Changes in working capital** | | |
| Adjustments for (increase) / decrease in operating assets: | | |
| Inventories | (1,89,930) | (73,714) |
| Trade receivables | (3,04,948) | (60,322) |
| Other financial assets | | |
| - non current | 5,589 | (731) |
| - current | (1,21,311) | (22,876) |
| Other assets | | |
| - non current | (447) | (19) |
| - current | (9,604) | (17,507) |
| **Adjustments for increase / (decrease) in operating liabilities:** | | |
| Trade payables | | |
| - non current | (546) | 546 |
| - current | 5,41,321 | 1,62,152 |
| Provisions | | |
| - non current | (6,589) | 412 |
| - current | 292 | (103) |
| Other liabilities | | |
| - non current | 97 | 48 |
| - current | 4,353 | (3,408) |
| Other current financial liabilities | 63,561 | 14,641 |
| **Cash generated from operating activities** | **1,42,571** | **70,610** |
| Income tax paid (net) | (27,596) | (12,179) |
| **Net cash generated from/(used in) operating activities** | **1,14,975** | **58,431** |
| **B. Cash flow from investing activities** | | |
| Capital expenditure on property, plant and equipment and intangible assets | (93,935) | (58,443) |
| Sale proceeds of property, plant and equipment | 4,376 | 1,586 |
| Sale of investment in mutual funds | - | 3,435 |
| Investment in shares of subsidiaries | (32,098) | - |
| Investment in equity shares of other Company | (24,863) | - |
| Disinvestment in joint venture Company | 24,863 | - |
| Loans given | - | (200) |
| Repayment of loan given | 200 | - |
| Profit/(loss) on sale of investment in mutual fund | 19 | 23 |
| (Increase) / decrease in bank balance not classified as cash and cash equivalent (net) | (2,263) | 397 |
| Interest income received | 811 | 112 |
| **Net cash generated from/(used in) investing activities** | **(1,22,890)** | **(53,090)** |

# Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **C. Cash flow from financing activities** | | |
| Interest paid | (12,192) | (4,944) |
| Repayment of lease liabilities | (6,995) | (4,279) |
| Contribution received from non-controlling Interest | - | 2,082 |
| Proceeds from issue of share | 13,993 | 4,689 |
| Proceeds from non-current borrowings | 24,624 | 395 |
| Repayment of non-current borrowings | (19,373) | (3,024) |
| Proceeds/(repayment) from current borrowings (net) | 577 | (130) |
| Dividend paid | (3,291) | (1,786) |
| **Net cash generated from/(used in) financing activities** | **(2,657)** | **(6,997)** |
| **Net increase/(decrease) in cash and cash equivalents (A+B+C)** | **(10,572)** | **(1,656)** |
| Cash and cash equivalents at the beginning of the year | 20,048 | 21,704 |
| Addition on acquisition of subsidiary | 13,609 | - |
| **Cash and cash equivalents at the end of year (see note 22)** | **23,085** | **20,048** |

**Notes:**

i) The statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 on 'Statement of Cash Flows'.

ii) Figures in brackets indicate cash outflow.

iii) Figures for the previous year have been regrouped wherever considered necessary.

iv) Current taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20 May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

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**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

## a. Equity share capital

| Particular | ₹ / Lakh |
|---|---|
| **Balance as at 1 April 2023** | **1,191** |
| Shares issued under employee stock option schemes | 5 |
| **Balance as at 31 March 2024** | **1,196** |
| Shares issued under employee stock option schemes | 9 |
| **Balance as at 31 March 2025** | **1,205** |

## b. Other equity

(₹ in Lakhs)

| Particulars | General Reserve | Securities Premium | Capital Redemption Reserve | Other Comprehensive Income<br>Remeasurement of Defined Benefit Plans | Share Option Outstanding account | Retained Earnings | Total |
|---|---|---|---|---|---|---|---|
| **Balance as at 1 April 2023** | **3,044** | **26,578** | **33** | **(187)** | **1,684** | **96,148** | **1,27,300** |
| Profit for the year | - | - | - | - | - | 36,775 | 36,775 |
| Final Dividend paid | - | - | - | | - | (1,787) | (1,787) |
| Share options expenses for the year | - | - | - | - | 1,221 | - | 1,221 |
| Transfer for share option exercised during the year | 1,059 | - | - | - | (1,059) | - | - |
| Premium on issue of share under employee stock option scheme | - | 4,684 | - | - | - | - | 4,684 |
| Remeasurement Gain/(Loss) on defined benefit plans, net of income tax | - | - | - | 95 | - | - | 95 |
| **Balance as at 31 March 2024** | **4,103** | **31,262** | **33** | **(91)** | **1,846** | **1,31,136** | **1,68,289** |
| Profit for the year | - | - | - | - | - | 1,09,554 | 1,09,554 |
| Final dividend paid | - | - | - | - | - | (2,991) | (2,991) |
| Interim dividend paid | - | - | - | - | - | (300) | (300) |
| Share options expenses for the year | - | - | - | - | 11,301 | - | 11,301 |
| Transfer for share option exercised during the year | 2,675 | - | - | - | (2,675) | - | - |
| Premium on issue of share under employee stock option scheme | - | 13,984 | - | - | - | - | 13,984 |
| Remeasurement Gain/(Loss) on defined benefit plans, net of income tax | - | - | - | (22) | - | - | (22) |
| **Balance as at 31 March 2025** | **6,778** | **45,246** | **33** | **(113)** | **10,472** | **2,37,399** | **2,99,815** |

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Rahul Singhal
**Partner**
Membership No. 096570

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

Place: New Delhi
Date: 20 May, 2025

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 1 Corporate Information

The Dixon Technologies (India) Limited ('the Company' or 'the Holding Company') is a Company incorporated in India, with its registered office situated at B-14 & 15, Phase-II, Noida, Gautam Buddha Nagar, Uttar Pradesh, India- 201305. The Company's CIN is L32101UP1993PLC066581. It was incorporated in 1993 under the provisions of the Companies Act 1956.

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited.

The Group is primarily involved in manufacturing of electronic goods such as consumer durables, home appliances, lighting product, mobile phones, refrigerator, telecom products and others.

The board of director of the Holding Company approved the financial statement for the year ended 31st March, 2025 on 20 May, 2025.

## 2 Statement of compliance and going concern assumptions

These consolidated financial statements are prepared and presented in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time as notified under section 133 of Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act") and the guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. The accounting policies have been consistently applied for all the periods presented in the standalone financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

## 3 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared on a historical cost basis, except for:-

- Derivative Financial Instruments at fair value;
- Certain financial assets and liabilities at fair value (refer to accounting policy regarding financial instruments);
- Employee's defined benefit plan measured as per actuarial valuation;
- Employee stock option plans measured at fair value;

All assets and liabilities have been classified as current and non-current as per Group's normal operating cycle. Based on nature of operations, the Group has considered an operating cycle of 12 months.

The consolidated financial statements are presented in Indian Rupee, which is the functional currency of the Group and all values are rounded to the nearest lakhs (₹/00000), except when otherwise indicated.

## 4 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and entities controlled by the entity and its subsidiaries. Control is achieved when the Group:

i. Has power over the investee

ii. Is exposure or rights to variable return from its involvement with the investee, and

iii. Has exposure or rights to variable return from its involvement with the investee

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the above three elements of control.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

i. Contractual arrangement with the other vote holders of the investee,

ii. Rights arising from other contractual arrangements,

iii. The Group's voting rights and potential voting rights and

iv. Size of the Group's holding of voting rights relative to the size and dispersion of holdings of other investees with voting rights.

v. Any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control of the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

If an entity of the Group uses accounting policies other than those adopted in the consolidated financial statements, for like transactions and other events in similar

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

circumstances appropriate adjustments are made to that entity's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the Group, i.e., year ended on 31st March, 2025.

**Consolidation procedure followed is as under:**

i. Items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries are combined like to like basis. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date

ii. The difference between carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary is subject to adjustment of goodwill and

iii. Intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated subject to impact of deferred taxes. Profit or loss and each component of other comprehensive income (OCI) are attributable to equity holders of the parent of the Group and to the non-controlling interest, even if this results in the non-controlling interests having deficit balance.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

**Joint ventures**

Joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control investments in joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated balance sheet.

**Equity Method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in statement of profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Such further losses are disclosed as part of current liabilities.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 5 Business Combination

The Group accounts for its business combinations under the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange of control of the acquire. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identified assets acquired and the liabilities assumed are recognised at their fair value, except that:

i. Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee benefits respectively;

ii. liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and

iii. assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets held for sale and discontinued operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identified assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognising a gain in respect thereof, the Group determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for that purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in Other Comprehensive Income and accumulates the same in equity as capital reserve. This gain is attributable to the acquirer. If there does not exist clear evidence of the underlying assets for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of entity's net assets in the event of liquidation may be initially measured either at fair value or at non-controlling interests' proportionate share of recognised amounts of the acquiree's identified net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case may be. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as an asset or a liability is measured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted within equity

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition date fair value, and the resulting gain, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed off.

If the initial accounting for a business combination is complete by end of the reporting period in which combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provision amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

**Goodwill**

After initial recognition, goodwill arising on an acquisition of a business is measured at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cashgenerating units (or Groups of cash-generating units) that is expected to benefit from the synergies of the combination

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the Consolidated Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture, or when the investment is classified as held for sale.

When a Group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

## 6 Use of estimates and judgements

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Group to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of consolidated financial statements and the reported amounts of income and expenses for the periods presented. These estimates involves the use of judgements or assumptions based on the latest available reliable information.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised, and future periods are affected.

The Group uses the following critical accounting judgements, estimates and assumptions in preparation of its consolidated financial statements:

- Determination of useful life of property, plant and equipment and other intangible assets
- Loss allowance for expected credit losses
- Measurement of defined benefit obligations – Key actuarial assumptions
- Recognition and measurement of provisions and contingencies
- The net realisable value of an item of inventory
- Lease term regarding exercise of extension options
- Recognition of deferred tax assets / liabilities
- Provision for warranty obligations

## 7 Material accounting policies information

### 7.1 Property, plant and equipment

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition or construction of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance cost are charged to the statement of profit and loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the statement of profit and loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under "Other Non-Current Assets".

#### Depreciation and useful life

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life as mentioned in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc

| Asset | Useful life |
|---|---|
| Plant and machinery | 2-15 years |
| Furniture and fixtures | 3-10 years |
| Vehicles | 8-10 years |
| Office equipment | 3-7 years |
| Computers | 3-6 years |
| Building | 9-60 years |

Freehold land is not depreciated

The Group conducts an annual review of the residual value, useful lives, and depreciation method of its assets. If there are differences between the current expectations and previous estimates, the change is accounted for as a prospective change in accounting estimate.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

Major overhaul costs are depreciated over the estimated life of the economic benefit derived from the overhaul. If the next overhaul is undertaken earlier than the previously estimated life of the economic benefit, the carrying amount of the remaining previous overhaul cost is charged to the Statement of Profit and Loss.

If an asset's carrying amount exceeds its estimated recoverable amount, the carrying amount is immediately written down to its recoverable amount.

### Derecognition

The Group derecognized property, plant and equipment when it is disposed of or when there are no future economic benefits expected from its continued use. The gain or loss resulting from the disposal or retirement of a property, plant, and equipment item is calculated as the difference between the sales proceeds and the carrying amount of the asset. This gain or loss is recognized in the Statement of Profit and Loss.

### Capital Work in Progress

Capital work-in-progress is recorded at its cost, which encompasses expenses incurred during the construction period. This cost also includes interest on the amount borrowed for the acquisition of qualifying assets and other expenses related to project implementation, to the extent that these expenses pertain to the period before the commencement of commercial production.

## 7.2 Other Intangible assets

Other Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed annually, and any changes in estimates are applied prospectively. Other Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

The useful lives of other intangible assets are assessed as either finite or indefinite.

### Useful life and amortisation

Amortization is recognized in a straight-line manner over the useful lives of the assets, starting from the date of capitalization. The useful lives of the assets is determined as follows:

| Category | Useful life |
|---|---|
| Computer software | 3-6 years |
| Customer contract | 5 years |

The estimated useful life of other intangible assets is reviewed at the end of each reporting period, and any changes in estimate are accounted for prospectively.

### Derecognition

Other intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an other intangible asset are determined as the difference between the net disposal proceeds and the carrying amount.

Intangible assets under development

Intangible assets under development are recorded at their cost, which encompasses expenses related to the development of intangible assets until they are ready for use.

## 7.3 Impairment of property, plant and equipment and other intangible assets

At the end of each reporting year, the Group assesses whether there are any indications of impairment for its property, plant and equipment and intangible assets. If there is any indication, the Group estimates the recoverable amount of the asset to determine the extent of impairment loss, if any. If it's not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Corporate assets are allocated to individual cash-generating units if a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, as well as when there is an indication of impairment. The recoverable amount is determined based on the higher of fair value less costs to sell and value in use. Value in use is assessed by discounting the estimated future cash flows to their present value using a pre-tax discount rate that reflects market assessments of the time value of money and asset-specific risks.

If the recoverable amount of an asset or cash-generating unit is lower than its carrying amount, the carrying amount is reduced to the recoverable amount, and an impairment loss is recognized immediately in the Statement of Profit and Loss.

## 7.4 Inventories

Inventories are valued at the lower of the cost (net of eligible input tax credits) and net realisable value (except waste and scrap which are valued at estimated net realisable value). Raw materials, stores and spare parts, and packing materials are considered to be realisable at cost, if the finished products, in which they will be used, are expected

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to be sold at or above cost. The cost is computed on using 'First in First Out' method ('FIFO'). Cost includes expenditure incurred for acquiring inventories like purchase price, import duties, taxes (net of tax credit) and other costs incurred in bringing the inventories to their present location and condition.

Cost of finished goods and work in progress includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs incurred in bringing the inventories to their present location and condition. The cost of finished goods and work-in-progress is computed on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### 7.5 Government grants

Government Grants are recognised when there is a reasonable assurance that the same will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Government grants whose primary condition is that the group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the standalone statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

### 7.6 Revenue recognition

Revenue from contracts with customers is recognised at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of discounts or incentives offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

#### Sale of products:

Revenue from the sale of products is recognised when the control of the goods has been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

#### Sale of service

Revenue from rendering services is recognised over time in the accounting period in which the services are rendered and the Group has an enforceable right to payment for services.

### 7.7 Leases

The Group assesses whether a contract contains a lease, at the inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of identified asset;
- the Group has substantially all of the economic benefits from the use of the asset through the period of lease and;
- the Group has the right to direct the use of the asset.

#### As a lessee

i. Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets,

The right-of-use assets are also subject to impairment.

ii. Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present

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value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii. Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of building and machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of building and machinery and equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

### 7.8 Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### Current tax

Current tax is based on taxable profit for the year. The Group's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 7.9 Borrowing cost

Borrowing cost includes interest expense, amortisation of discounts, hedge related cost incurred in connection with foreign currency borrowings, ancillary costs incurred in connection with borrowing of funds and exchange difference, arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, that are attributable to the acquisition or construction or production of a qualifying asset, are capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

### 7.10 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A present obligation that arises from past events, where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Group.

Claims against the Group, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

#### Contingent assets

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may not be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

#### Warranties Provision

Provisions for warranty-related costs are recognised as an expense in the Statement of Profit and Loss when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually. Refer note 32 of the consolidated financial statement.

#### Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

### 7.11 Employee benefits

Employee benefits include salaries, wages, contribution to provident fund, gratuity, leave encashment towards un-availed leave, compensated absences and other terminal benefits.

#### Short-term employee benefits

Employee benefits such as wages, salaries, bonus, ex-gratia, short-term compensated absences, performance linked rewards, including non-monetary benefits that are expected to be settled within 12 months are classified as short-term employee benefits and are recognised in the period in which the employee renders services and are measured at the amounts expected to be paid when the liabilities are settled.

#### Defined contribution plan

Contribution payable to the recognised provident fund, employee state insurance, employee pension scheme and other employee social security scheme etc., which are substantially defined contribution plans, is recognised as expense based on the undiscounted amount of obligations of the Group to contribute to the plan.

#### Defined benefit plan

Defined benefit plans comprising of gratuity and other terminal benefits, are recognized based on the present value of defined benefit obligations which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

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Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Other long-term employee benefits

Other long-term employee benefit comprises of leave encashment towards unavailed leave and compensated absences, which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Termination benefits:

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary retirement scheme in exchange for these benefits. Expenditure on Voluntary Retirement Scheme (VRS) is charged to the Statement of Profit and Loss when incurred.

### 7.12 Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value as at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the shares that will eventually vest with corresponding increase in equity. Fair value of the options on the grant date is calculated considering the following:

- Including the impact of market-based performance conditions (e.g. equity share price of an entity) and non-vesting conditions (e.g. holding the shares for the specific period of time)
- Excluding the impact of service and non-market performance conditions (e.g. achieving revenue or profitability target)

  At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. However, fair value of options is not remeasured subsequently.

### 7.13 Statement of Cash Flows

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

### 7.14 Earnings per share

Basic earnings per share

Basic earnings per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share

Diluted earnings per share is computed by dividing the profit after tax after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares including the treasury shares held by the Group to satisfy the exercise of the share options by the employees.

### 7.15 Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less and deposits which are subject to insignificant risk of changes in value.

### 7.16 Fair value measurement

The Group measures financial instruments, such as investments (other than equity investments in Subsidiaries, Joint Ventures and Associates) and derivatives at fair values at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

# Notes to Consolidated Financial Statements

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The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use, or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities (for which fair value is measured or disclosed in the financial statements) are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable other than quoted prices included in Level 1.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for disposal in discontinued operations.

### 7.17 Financial Instruments

Initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

*Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

*Subsequent measurement*

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)

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for the year ended 31st March 2025

- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

*Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include trade receivables, loan to subsidiary, joint ventures, and associates, and loans to employees.

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

*Derecognition*

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; Or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either

a. the Group has transferred substantially all the risks and rewards of the asset, or

b. the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a

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12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

For debt instruments at fair value through OCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the risk of the debt instruments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ii. Financial liabilites

*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

*Subsequent measurement*

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by accounting standards. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in accounting standards are satisfied.

*Financial liabilities at amortised cost*

After initial recognition, interest-bearing borrowings and instruments are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing borrowings and instruments.

*Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability

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are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii. Off setting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone financial statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

iv. Derivative financial instruments and hedge accounting

*Initial recognition and subsequent measurement*

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

*Fair value hedges*

The change in the fair value of a hedging instrument is recognised in the statement of profit or loss as other expense. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit or loss as other expense.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. The EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit or loss.

v Dividend and interest income

a. Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable

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that the economic benefits will flow to the Group and the amount of income can be measured reliably).

b. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## 8. Recent accounting pronouncements

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below) and are effective tor annual reporting periods beginning on or after 01 April 2024:

-Ind AS – 117 Insurance Contracts and

-Lease Liability in Sale and Leaseback — Amendments to Ind AS 116

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

## 9. Significant Judgements and Key sources of Estimation in applying Accounting Policies

Information about significant judgments and key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

a. Recognition of Deferred Tax Assets: The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits.

b. Useful lives of depreciable/amortizable assets (tangible and intangible): Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.

c. Classification of Leases: The Group enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

d. Employee benefit: Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases, and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

e. Provisions and Contingencies: The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities, and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgment by management regarding the probability of exposure to potential loss.

f. Impairment of financial assets: The Group reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is an indication of impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

g. Fair value measurement of Financial Instruments: When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The input to these models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk, and volatility.

h. Warranty : Warranty Provision is measured at discounted present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the liability. Product warranty liability and warranty expenses are recorded at the time the product is sold, if the claims of the customers under warranty are probable, and the amount can be reasonably estimated.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 10 Property, plant and equipment

(₹ in Lakhs)

| Particulars | Land | Buildings | Plant and machinery | Furniture and fixtures | Vehicles | Office equipment | Computers | Total |
|---|---|---|---|---|---|---|---|---|
| | (see note 'i') | | | | | | | |
| **At cost or deemed cost** | | | | | | | | |
| **Balance as at 1 April 2023** | 13,198 | 14,148 | 82,431 | 3,531 | 1,315 | 2,208 | 2,965 | 1,19,796 |
| Additions | 2,363 | 13,097 | 62,673 | 770 | 440 | 1,232 | 2,987 | 83,562 |
| Disposals | - | 355 | 1,995 | 32 | 155 | 59 | 39 | 2,635 |
| **Balance as at 31 March 2024** | **15,561** | **26,890** | **1,43,109** | **4,269** | **1,600** | **3,381** | **5,913** | **2,00,723** |
| Adjustment on account of changes in group structure (see note 58) | (65) | 284 | 13,046 | 169 | 93 | 1,128 | 619 | 15,274 |
| Additions | 6 | 4,068 | 72,865 | 517 | 388 | 1,109 | 2,746 | 81,699 |
| Disposals/reclassification | 14,390 | 1,073 | 5,784 | 197 | 188 | 810 | 428 | 22,870 |
| **Balance as at 31 March 2025** | **1,112** | **30,169** | **2,23,236** | **4,758** | **1,893** | **4,808** | **8,850** | **2,74,826** |
| **Accumulated depreciation and impairment** | | | | | | | | |
| **i. Accumulated depreciation** | | | | | | | | |
| **Balance as at 1st April, 2023** | 56 | 1,983 | 18,812 | 1,311 | 338 | 1,162 | 1,548 | 25,210 |
| Charge for the year | 9 | 737 | 9,615 | 357 | 167 | 402 | 1,147 | 12,434 |
| Disposals | - | 36 | 775 | 20 | 39 | 46 | 22 | 938 |
| **Balance as at 31st March, 2024** | **65** | **2,684** | **27,652** | **1,648** | **466** | **1,518** | **2,673** | **36,706** |
| Adjustment on account of changes in group structure (see note 58) | (1) | 779 | 6,756 | 108 | 39 | 868 | 501 | 9,050 |
| Charge for the year | - | 1,085 | 17,636 | 422 | 206 | 661 | 1,713 | 21,723 |
| Disposals | - | 236 | 2,450 | 96 | 147 | 601 | 369 | 3,899 |
| **Balance as at 31st March, 2025** | **64** | **4,312** | **49,594** | **2,082** | **564** | **2,446** | **4,518** | **63,580** |
| **ii. Impairment losses** | | | | | | | | |
| **Balance as at 1st April, 2023** | - | - | 337 | - | - | - | - | 337 |
| Additions | - | - | - | - | - | - | - | - |
| Written back | - | - | - | - | - | - | - | - |
| **Balance as at 31st March, 2024** | **-** | **-** | **337** | **-** | **-** | **-** | **-** | **337** |
| Additions | - | - | - | - | - | - | - | - |
| Written back | - | - | - | - | - | - | - | - |
| **Balance as at 31st March, 2025** | **-** | **-** | **337** | **-** | **-** | **-** | **-** | **337** |
| **Net carrying amount** | | | | | | | | |
| **As at 31st March, 2024** | **15,496** | **24,206** | **1,15,120** | **2,621** | **1,134** | **1,863** | **3,240** | **1,63,680** |
| **As at 31st March, 2025** | **1,048** | **25,857** | **1,73,305** | **2,676** | **1,329** | **2,362** | **4,332** | **2,10,909** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 10 Property, plant and equipment (Contd..)

**Notes:**

i. Land includes, freehold land located at Plot no C 2/1, Selaqui, Dehradun, Uttarakhand, which was purchased through auction from a Bank during the financial year 2016-17. The aforesaid land is registered in the name of the company. A party has initiated legal case disputing ownership of the said land at various courts/ tribunals, including Hon'ble Debt Recovery Tribunal at Lucknow and Dehradun ('DRT') and Hon'ble Debt Recovery Appellate Tribunal, Allahabad ('DRAT') and Hon'ble Nainital High Court. The matter has been decided by DRAT in the favour of the Holding Company. The Holding Company, being bonafide purchaser of the said land under the auction carried out by the Bank as per SARFAESI Act, 2002 is defending the matters at Hon'ble Nainital High Court. As on date, the matter is sub-judice. The cost of land is ₹ 250 lakh and capital assets created thereon is having the net block of ₹ 2,145 lakh as at 31st March, 2025.

ii. For information of the assets pledged as security against borrowings, see note 28, 35 and 48.

iii. There are no proceedings against the Group, that have been initiated or pending against it for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

## 11 Capital work-in-progress

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Capital work in progress | 25,612 | 6,427 |
| | **25,612** | **6,427** |

**Notes:**

a) **Ageing of capital work in progress**

**As at 31st March, 2025**

(₹ in Lakhs)

| Particulars | Amount in capital work in progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1- 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 23,204 | 2,188 | 220 | - | 25,612 |

**As at 31st March, 2024**

(₹ in Lakhs)

| Particulars | Amount in capital work in progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1- 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 5,996 | 431 | - | - | 6,427 |

b) Projects in progress comprises projects of Washing Machine, LED Television, Lighting product, Mobile, Refrigerator, Telecom products, laptops and others.

c) There is no capital project in progress, whose completion is overdue or has exceeded its cost compared to its original plan.

d) For disclosure of contractual commitments for the acquisition of property, plant and equipment, see note 47 (d).

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 12 Other intangible assets

(₹ in Lakhs)

| Particulars | Customer Contracts | Computer Software | Total |
|---|---|---|---|
| **As at cost or deemed cost** | | | |
| **Balance as at 01st April, 2023** | **1,483** | **1,627** | **3,110** |
| Additions | - | 1,434 | 1,434 |
| Disposals | - | 2 | 2 |
| **Balance as at 31st March, 2024** | **1,483** | **3,059** | **4,542** |
| Adjustment on account of changes in group structure (see note 58) | - | 33 | 33 |
| Additions | - | 1,687 | 1,687 |
| Disposals | - | - | - |
| **Balance as at 31st March, 2025** | **1,483** | **4,779** | **6,262** |
| **Accumulated amortisation** | | | |
| **Balance as at 01st April, 2023** | **296** | **570** | **866** |
| Charge for the year | 297 | 314 | 611 |
| Disposals | - | - | - |
| **Balance as at 31st March, 2024** | **593** | **884** | **1,477** |
| Adjustment on account of changes in group structure (see note 58) | - | 25 | 25 |
| Charge for the year | 297 | 613 | 910 |
| Disposals | - | - | - |
| **Balance as at 31st March, 2025** | **890** | **1,522** | **2,412** |
| **Net carrying amount** | | | |
| **As at 31st March, 2024** | **890** | **2,175** | **3,065** |
| **As at 31st March, 2025** | **593** | **3,257** | **3,850** |

## 13 Intangible assets under development

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Intangible assets under development | 83 | 407 |
| | **83** | **407** |

**Notes:**

**Ageing of Intangible assets under development**

As at 31st March, 2025

(₹ in Lakhs)

| Particulars | Amount in intangible assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1- 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 83 | - | - | - | 83 |

As at 31st March, 2024

(₹ in Lakhs)

| Particulars | Amount in intangible assets under development for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1- 2 years | 2-3 years | More than 3 years | |
| Projects in progress | 407 | - | - | - | 407 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 14 Right of use assets

(₹ in Lakhs)

| Particulars | Land | Building | Total |
|---|---|---|---|
| **Gross carrying amount** | | | |
| **Balance as at 01 April 2023** | - | 29,216 | 29,216 |
| Additions | - | 9,958 | 9,958 |
| Disposals/adjustments | - | 2,346 | 2,346 |
| **Balance as at 31 March 2024** | **-** | **36,828** | **36,828** |
| Adjustment on account of changes in group structure (see note 58) | - | 3,553 | 3,553 |
| Additions/adjustments | 14,933 | 21,280 | 36,213 |
| Disposals | - | 7,086 | 7,086 |
| **Balance as at 31 March 2025** | **14,933** | **54,575** | **69,508** |
| **Accumulated depreciation** | | | |
| **Balance as at 01 April 2023** | - | 4,376 | 4,376 |
| Charge for the year | | | |
| - Capital work in progress | - | 42 | 42 |
| - Statement of profit and loss account | - | 3,143 | 3,143 |
| Disposals | - | 582 | 582 |
| **Balance as at 31 March 2024** | **-** | **6,979** | **6,979** |
| Adjustment on account of changes in group structure (see note 58) | - | 2,475 | 2,475 |
| Charge for the Year | | | |
| - Capital work in progress | - | 26 | 26 |
| - Statement of profit and loss account | 177 | 5,292 | 5,469 |
| Disposals | - | 2,356 | 2,356 |
| **Balance as at 31 March 2025** | **177** | **12,416** | **12,593** |
| **Net carrying amount** | | | |
| **As at 31 March 2024** | **-** | **29,849** | **29,849** |
| **As at 31 March 2025** | **14,756** | **42,159** | **56,915** |

**Note:**

For the information of lease liabilities and other disclosures see note 29

## 15 Goodwill

(₹ in Lakhs)

| Particulars | Goodwill |
|---|---|
| **Net carrying value** | |
| **Balance as at 01st April, 2023** | **3,031** |
| Movement during the year | - |
| **Balance as at 31st March, 2024** | **3,031** |
| Movement during the year (see note iii) | 2,671 |
| **Balance as at 31st March, 2025** | **5,702** |

**Notes:**

**(i) Goodwill on account of acquisitions**

During the financial year ended 31st March, 2022, the subsidiary company Dixon Electro Appliances Private Limited, had purchased the business by entering into a Business Transfer Agreement(BTA) with Beetel Teletech Limited on a going concern basis by way of slump sale with effect from the closing of business hours of 21 December 2021 for a total consideration of ₹4,080, lakhs.

**(ii) Impairment of Goodwill with indefinite useful life**

The subsidiary company Dixon Electro Appliances Private Limited has single Cash Generating Unit (CGU).The recoverable amount of cash-generating units is determined based on a value in use calculation which uses cash flow projections based on financial forecasts covering a five-year period, and a discount rate of 17.00% per annum.

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 15 Goodwill (Contd..)

However, the management has assessed the company's goodwill at the end of the year and found no indication of impairment as of 31st March, 2025.

### (iii) Goodwill on account of acquisitions

During the year ended 31st March, 2025, the Company has acquired 50.10% stake in Ismartu India Private Limited for a total consideration of Rs. 32,234 Lakhs. IsmartU India Private Limited became a subsidiary of the Company with effect from the closing of business hours of 13 August 2024.

## 16 Investments

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|---|---|---|---|---|
| | Number of Shares | ₹ / Lakh | Number of Shares | ₹ / Lakh |
| **i. Investment in equity instrument** | | | | |
| **a. In jointly controlled entities** | | | | |
| **(Unquoted, at cost)** | | | | |
| Rexxam Dixon Electronics Private Limited | 60,00,000 | 3,395 | 60,00,000 | 1,850 |
| Equity shares of ₹ 10 Each | | | | |
| | | **3,395** | | **1,850** |
| **b. Others** | | | | |
| **(Unquoted)** | | | | |
| (fair value through profit and loss) | | | | |
| Amplus RJ Solar Private Limited Equity shares of Rs. 10 each | 26,52,480 | 265 | 15,36,800 | 154 |
| Aditya Infotech Limited (see note 63) | 73,05,805 | 49,900 | | - |
| Equity shares of ₹ 1 each | | | | |
| | | **50,165** | | **154** |
| **Total** | | **53,560** | | **2,004** |
| Aggregate carrying value of unquoted investments | | 53,560 | | 2,004 |
| Aggregate amount of impairment in the value of investments | | - | | - |

**Notes:**

**I.** No investment is pledged as security by the Group.

**II.** Information of jointly controlled companies

| S. No. | Name of the Company | Principal activity | Place of incorporation | Principal place of business | Proportion of ownership interest / voting right held by the Group | |
|---|---|---|---|---|---|---|
| | | | | | As at 31 March 2025 | As at 31 March 2024 |
| i. | Rexxam Dixon Electronics Private Limited | Manufacturing | Noida, India | Noida, India | 40% | 40% |
| ii. | AIL Dixon Technologies Private Limited (till 08 July, 2024) | Manufacturing | Noida, India | Andhra Pradesh, India | - | 50% |

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 16 Investments (Contd..)

### III. Operation details of jointly controlled companies

#### i. Rexxam Dixon Electronics Private Limited

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Income | 17,362 | 14,501 |
| Expenses | 15,496 | 13,288 |

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Assets | 11,815 | 10,658 |
| Liabilities | 8,421 | 8,807 |
| Contingent liabilities | 45 | 45 |
| Commitments (net of advance) | 46 | 1 |

**Note:**

a) The operations are disclosed to the extent of the share of the Company.

b) The information disclosed above is based on the latest audited financial statement of the company.

#### ii. AIL Dixon Technologies Private Limited (till 08 July 2024)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Income | 16,031 | 63,271 |
| Expenses | 15,764 | 62,563 |

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Assets | - | 32,159 |
| Liabilities | - | 28,452 |
| Contingent liabilities | - | 3,328 |
| Commitments (net of advance) | - | - |

**Note:**

a) The operations are disclosed to the extent of the share of the Company.

## 17 Other financial assets

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non-current** | | |
| a. Amount paid under protest to government authorities (see note 47) | 1,846 | 2,039 |
| b. Security deposits | 3,038 | 2,033 |
| c. Bank deposits with more than 12 months maturity | 222 | 142 |
| | **5,106** | **4,214** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 17 Other financial assets (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **II. Current** | | |
| a. Security deposits | 18 | 17 |
| b. Advances to employees | 220 | 169 |
| c. Amount receivables from government authorities (incentive and refund receivables) | 1,43,677 | 31,205 |
| d. Outstanding forward Marked to Market (MTM) | - | 52 |
| e. Other receivables | 626 | 424 |
| | **1,44,541** | **31,867** |

## 18 Deferred tax assets (Net)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **a. Deferred tax assets** | | |
| - Expenses allowed on payment basis | 174 | 428 |
| - Lease liabilities | 915 | 453 |
| | **1,089** | **881** |
| **b. Deferred tax liability** | | |
| - Property, plant and equipment | (563) | 274 |
| - Tax impact on lease assets | 740 | 415 |
| | **177** | **689** |
| | **912** | **192** |

**Note:**

For deferred tax movement and tax reconciliation see note 46.

## 19 Other assets

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non-current** | | |
| a. Capital advances | 4,563 | 2,648 |
| b. Deferred lease income | 37 | - |
| c. Other advances considered doubtful | 97 | 86 |
| Less : Provision for doubtful advances | (97) | (86) |
| | - | - |
| | **4,600** | **2,648** |
| **II. Current** | | |
| a. Balance with government authorities (see note below) | 34,712 | 19,046 |
| b. Advances to suppliers | 4,200 | 8,487 |
| c. Prepaid expenses | 2,130 | 1,565 |
| | **41,042** | **29,098** |

**Note:**

Balance with government authorities includes goods and service tax, custom duty etc.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 20 Inventories

(Valued at lower of cost and net realisable value)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Raw materials, store and spares and packing materials etc. | | |
| - in stock | 2,59,573 | 1,14,668 |
| - in transit | 57,757 | 20,204 |
| b. Work-in-progress | 55,465 | 20,062 |
| c. Finished goods | 26,445 | 14,567 |
| | **3,99,240** | **1,69,501** |

**Note:** For details of inventories pledged as security for borrowings, see note 48

## 21 Trade receivables

(unsecured)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. from related parties (see note 57) | 4 | 110 |
| b. from others | 6,97,219 | 2,31,807 |
| | **6,97,223** | **2,31,917** |
| Less: Allowances for doubtful debts | 678 | 129 |
| | **6,96,545** | **2,31,788** |

**Note:** For details of trade receivables pledge as security for borrowings see note 48

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Trade receivables** | | |
| Secured, considered good | - | - |
| Unsecured, considered good | 6,96,545 | 2,31,788 |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | 678 | 129 |
| | **6,97,223** | **2,31,917** |
| **Impairment Allowance (allowance for bad and doubtful debts)** | | |
| Secured, considered good | - | - |
| Unsecured, considered good | - | - |
| Trade Receivables which have significant increase in credit risk | - | - |
| Trade Receivables - credit impaired | 678 | 129 |
| | **678** | **129** |
| **Trade receivables (net)** | **6,96,545** | **2,31,788** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 21 Trade receivables (Contd..)

### Ageing for trade receivables - billed – current outstanding as at 31st March, 2025 is as follows:

(₹ in Lakhs)

| Particulars | Current but not due | Outstanding for the following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables– considered good | 5,18,986 | 1,76,597 | 194 | 768 | - | - | 6,96,545 |
| Undisputed Trade Receivables– which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed Trade Receivables– credit impaired | - | - | - | 678 | - | - | 678 |
| Disputed Trade receivables - considered good | - | - | - | - | - | - | - |
| Disputed Trade receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed Trade receivables – credit impaired | - | - | - | - | - | - | - |
| | **5,18,986** | **1,76,597** | **194** | **1,446** | **-** | **-** | **6,97,223** |

**Ageing for trade receivables - billed – current outstanding as at 31st March, 2024 is as follows:**

(₹ in Lakhs)

| Particulars | Current but not due | Outstanding for the following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade Receivables– considered good | 1,81,981 | 48,313 | 946 | 548 | - | - | 2,31,788 |
| Undisputed Trade Receivables– which have significant increase in credit risk | - | - | - | - | - | - | - |
| Undisputed Trade Receivables– credit impaired | - | - | - | 114 | - | 15 | 129 |
| Disputed Trade Receivables– considered good | - | - | - | - | - | - | - |
| Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - | - |
| Disputed Trade Receivables– credit impaired | - | - | - | - | - | - | - |
| | **1,81,981** | **48,313** | **946** | **662** | **-** | **15** | **2,31,917** |

**Notes:**

i. The average credit period on sale of goods is 30 days to 60 days. No interest is charged on overdue trade receivables.

ii. Trade receivables ageing have been disclosed on due basis.

iii. There is no unbilled trade receivables at the year end.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 22 Cash and cash equivalents

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Balances with banks | | |
| - in current accounts | 22,804 | 19,763 |
| - in escrow accounts | 247 | 248 |
| b. Cash on hand | 34 | 37 |
| | **23,085** | **20,048** |

**Note:** There are no cash and cash equivalent balances held by the entity that are not available for use by the Group

## 23 Bank balances other than cash and cash equivalents

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Margin money deposits (see note below) | 3,265 | 815 |
| b. Balance in earmarked account -unpaid dividend accounts | 3 | 2 |
| | **3,268** | **817** |

**Note**

The margin money are ear-marked and is not available for use by the Company as per term of contract. Margin Money deposit balances are more than 3 month but less than 12 months. Margin money is held against letter of credit, bank guarantee, submitted with various taxation departments.

## 24 Loans

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Current** | | |
| (Unsecured, considered good) | | |
| a. Loan | | |
| - to joint ventures (see note 57) | - | 200 |
| | **-** | **200** |

**Notes**

i. Disclosures of inter corporate loans as required by section 186(4) of the Companies Act, 2013 are as follows :

| Particulars | Rate of Interest | Due Date | Secured/ Unsecured | As at 31 March 2025 (₹ in Lakhs) | As at 31 March 2024 (₹ in Lakhs) |
|---|---|---|---|---|---|
| (For working capital facility) | | | | | |
| AIL Dixon Technologies Private Limited | 11.00% | Repayable on demand | Unsecured | - | 200 |
| | | | | **-** | **200** |

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# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 24 Loans (Contd..)

ii. Disclosure of loans and advances in the nature of loans given to joint venture and other companies in which directors are interested as required by Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

(₹ in Lakhs)

| Particulars | Amount outstanding | |
|---|---|---|
| | As at 31st March 2025 | As at 31st March 2024 |
| **Loans repayable on demand** | | |
| i. AIL Dixon Technologies Private Limited | - | 200 |
| (Maximum amount outstanding during the year ₹ 200 lakh (Previous year ₹ 200 lakh)) | | |
| | **-** | **200** |

## 25 Current tax assets (net)

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March, 2024 |
|---|---|---|
| a. Advance income tax (net) | 1,717 | 309 |
| | **1,717** | **309** |

## 26 Equity share capital

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|
| | No of shares | ₹ / Lakh | No of shares | ₹ / Lakh |
| **Authorised** | | | | |
| Equity shares of ₹ 2 each | 13,00,00,000 | 2,600 | 13,00,00,000 | 2,600 |
| **Issued, subscribed and paid-up** | | | | |
| Equity shares of ₹ 2 each fully paid up | 6,02,36,688 | 1,205 | 5,98,21,595 | 1,196 |
| | **6,02,36,688** | **1,205** | **5,98,21,595** | **1,196** |
| **a. Reconciliation of equity shares** | | | | |
| Balance as at the beginning of the year | 5,98,21,595 | 1,196 | 5,95,60,165 | 1,191 |
| Share issued under employees stock option scheme | 4,15,093 | 9 | 2,61,430 | 5 |
| **Balance as at the end of the year** | **6,02,36,688** | **1,205** | **5,98,21,595** | **1,196** |

**b. Terms and rights of equity shareholders**

The Holding Company has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by each share holders. There is no restriction on distribution of dividend, however, the same is subject to the approval of the share holders in the annual general meeting except in the case of interim dividend.

**c. Details of shares held by share holders holding more than 5% of the aggregate shares in the Holding Company.**

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|
| | No of shares | % holdings | No of shares | % holdings |
| Mr. Sunil Vachani | 32,14,409 | 5.34% | 37,11,411 | 6.20% |
| Mrs. Kamla Vachani | 38,67,098 | 6.42% | 40,44,250 | 6.76% |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 26 Equity share capital (Contd..)

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|
| | No of shares | % holdings | No of shares | % holdings |
| Mrs. Gayatri Vachani | 38,87,561 | 6.45% | 38,87,561 | 6.50% |
| PSV family trust** | 94,49,786 | 15.69% | 94,49,786 | 15.80% |
| | **2,04,18,854** | **33.90%** | **2,10,93,008** | **35.26%** |

### d Details of share held by Promoters*

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | | % change during the year |
|---|---|---|---|---|---|
| | No of shares | ₹ / Lakh | No of shares | ₹ / Lakh | |
| **Promotor Name** | | | | | |
| Mr. Sunil Vachani | | | | | |
| No's of shares | 32,14,409 | 64 | 37,11,411 | 74 | |
| % holding | 5.34% | 5.34% | 6.20% | 6.20% | -0.86% |
| **Promotor's Group** | | | | | |
| Mrs. Gayatri Vachani | | | | | |
| No's of shares | 38,87,561 | 78 | 38,87,561 | 78 | |
| % holding | 6.45% | 6.45% | 6.50% | 6.50% | -0.05% |
| Mr. Suresh Vaswani | | | | | |
| No's of shares | 5,12,053 | 10 | 5,76,573 | 12 | |
| % holding | 0.85% | 0.85% | 0.96% | 0.96% | -0.11% |
| PSV family trust** | | | | | |
| No's of shares | 94,49,786 | 189 | 94,49,786 | 189 | |
| % holding | 15.69% | 15.69% | 15.80% | 15.80% | -0.11% |
| KSV family trust** | | | | | |
| No's of shares | 23,62,447 | 47 | 23,62,447 | 47 | |
| % holding | 3.92% | 3.92% | 3.95% | 3.95% | -0.03% |
| Mr. Kamal Vachani | | | | | |
| No's of shares # | 3,802 | - | 3,802 | - | |
| % holding | 0.01% | 0.01% | 0.01% | 0.01% | 0.00% |
| Mr. Ravi Vachani | | | | | |
| No's of shares ## | 6,900 | - | 10,280 | - | |
| % holding | 0.01% | 0.01% | 0.02% | 0.02% | -0.01% |

* As defind under the Companies Act, 2013, but does not include person considered as Promoter group as per Regulations 2 (1) (zb) of SEBI ICDR Regulations.

** PSV Family Trust and KSV Family Trust formed part of the Promoter group with effect from 21st November, 2023 wherein Mr. Sunil Vachani and Mrs. Gayatri Vachani are the Trustees to the said trusts.

# share held of ₹0.08 lakh (previous year ₹ 0.08 Lakh)

## share held of ₹ 0.14 lakh (previous year ₹ 0.21 Lakh)

### e. Summary of dividend and proposed dividend of Holding Company

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Cash dividends on equity shares declared and paid** | | |
| Final dividend for the year ended on 31 March 2024: ₹ 5 per share (previous year ₹ 3 per share) | 2,991 | 1,787 |
| | **2,991** | **1,787** |
| **Proposed dividends on Equity shares** | | |
| Final dividend for the year ended on 31 March 2025: ₹ 8 per share (previous year ₹5 per share) | 4,819 | 2,991 |
| | **4,819** | **2,991** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 26 Equity share capital (Contd..)

The Board of Directors have recommended a final dividend of 400% (₹ 8 per Equity Share of ₹ 2 each) for the financial year 2024-2025 subject to the approval of the shareholders in the ensuing Annual General Meeting of the Holding Company.

**f.** Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date- Nil

**g. Shares held by Holding company**

The Company does not have any Holding Company.

**h. Shares reserved for issue under employee stock option**

For details of shares reserved for issue and shares issued under the Employee Stock Option Plan (ESOP) of the Company, see note 53. These options are granted to the employees subject to cancellation under circumstance of his cessation of employment with the group on or before the vesting date.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| No. of share reserved | 16,10,617 | 25,67,960 |

## 27A. Other equity

(₹ in Lakhs)

| Particulars | | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| a. | General reserve | 6,778 | 4,103 |
| b. | Securities premium | 45,246 | 31,262 |
| c. | Capital redemption reserve | 33 | 33 |
| d. | Other comprehensive income | (113) | (91) |
| e. | Share option outstanding account | 10,472 | 1,846 |
| f. | Retained earnings | 2,37,399 | 1,31,136 |
| | | **2,99,815** | **1,68,289** |
| **a.** | **General reserve** | | |
| | Opening balance | 4,103 | 3,044 |
| | Transfer for share option exercised during the year | 2,675 | 1,059 |
| | **Closing balance** | **6,778** | **4,103** |
| **b.** | **Securities premium** | | |
| | Opening balance | 31,262 | 26,578 |
| | Add: Premium on issue of share under employees stock option scheme (see note 53) | 13,984 | 4,684 |
| | **Closing balance** | **45,246** | **31,262** |
| **c.** | **Capital redemption reserve** | | |
| | Opening balance | 33 | 33 |
| | **Closing balance** | **33** | **33** |
| **d.** | **Other comprehensive income** | | |
| | Remeasurement of defined benefit plans | | |
| | Opening balance | (91) | (187) |
| | Movement during the year | (22) | 95 |
| | **Closing balance** | **(113)** | **(91)** |
| e. | Share option outstanding account | | |
| | Opening balance | 1,846 | 1,684 |
| | Add : Granted/ vested during the year | 11,301 | 1,221 |
| | Less : Exercised during the year (see note 53) | 2,675 | 1,059 |
| | **Closing balance** | **10,472** | **1,846** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 27A. Other equity (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **f. Retained earnings** | | |
| Opening balance | 1,31,136 | 96,148 |
| Add : Profit for the year | 1,09,554 | 36,775 |
| **Less: Appropriation Dividend paid to owners of the Company** | | |
| - Final dividend on equity shares for the year ended 31st March, 2024 (₹5 per share) | (2,991) | - |
| - Final dividend on equity shares for the year ended 31st March, 2023 (₹3 per share) | - | (1,787) |
| - Interim dividend paid to non-controlling interest | (300) | - |
| **Closing balance** | **2,37,399** | **1,31,136** |

**Notes:**

**a. General reserve:**

The Group had transferred a part of the net profit of the Group to general reserve in earlier years. It also includes amount transferred to general reserve for share option exercised during the year and earlier years.

**b. Share premium:**

The amount received in excess of the face value of the equity shares issued by the Company is recognised in securities premium. It can be used for issue of bonus shares, write- off of equity related expenses etc.

**c. Capital Redemption reserve:**

The reserve has been created by buy back of equity shares and fully convertible cumulative participatory preference shares

**d. Other comprehensive income:**

Other comprehensive income comprises the balance of remeasurement of retirement benefit plans.

**e. Share option outstanding account:**

The above reserve relates to share options granted by the Group to its employees under its employee share option plan.

**f. Retained earnings:**

Retained earnings are profits of the Group earned till date less transferred to other reserves and dividend paid during the year.

## 27B. Non-controlling interest (NCI)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| Non-Controlling interest | 45,913 | 2,761 |
| | **45,913** | **2,761** |
| Opening balance | 2,761 | (28) |
| Profit for the year | 13,704 | 717 |
| Other comprehensive income for the year | 54 | (9) |
| Dividend paid | (300) | - |
| NCI recognised on acquisition of control of Subsidiary | 29,694 | 2,081 |
| **Closing Balance** | **45,913** | **2,761** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 28 Borrowings

(at amortised cost)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Non Current** | | |
| **i. From banks** | | |
| **(Secured)** | | |
| a. Term Loan | | |
| - HDFC Bank Limited (see note 'I below) | 4,346 | 11,264 |
| - Indusind Bank Limited (see note 'II' below) | - | 2,355 |
| - ICICI Bank Limited (see note 'III' below) | 5,000 | - |
| - CITI Bank Limited (see note 'IV' below) | 10,000 | - |
| | **19,346** | **13,619** |
| **ii. From non banking financial companies** | | |
| **(Secured)** | | |
| - Tata Capital Housing Finance Limited (see note 'V' below) | - | 100 |
| | **-** | **100** |
| **iii. Deferred payment liabilities** | | |
| **(Secured)** | | |
| - Andhra Pradesh Industrial Infrastructure Corporation Ltd. (APIIC) | - | 502 |
| | **-** | **502** |
| **iv. Preference shares -from related parties** | | |
| - Non-cumulative, compulsorily redeemable preference shares (see note 'VI') | 882 | 882 |
| | **882** | **882** |
| **Total** | **20,228** | **15,103** |
| Less: Current maturities of long term borrowings (see note 35) | 12,139 | 3,843 |
| | **8,089** | **11,260** |

**Notes:**

**I a. Term loan from HDFC Bank Limited**

| Particulars | | Term loan-1 | Term loan-2 | Term loan-3 | Term loan-4 |
|---|---|---|---|---|---|
| A. Outstanding balance as at 31st March, 2025 | ₹/Lakh | 814 | 3,532 | - | - |
| Outstanding balance as at 31st March, 2024 | ₹/Lakh | 1,241 | 4,598 | 2,406 | 3,019 |
| B. Rate of Interest | % | 6 month MCLR+0.60% | Repo Rate +1.06% with quarterly reset | Rate of Interest is 6 months MCLR plus 60 BPS. | Rate of Interest is Linked with 3 Month Repo. |
| C. Terms of repayment | | Repayable in 5 years including one year of moratorium followed by 20%, 20%, 30%, and 30% repayment in 2nd, 3rd, 4th and 5th year respectively | Repayable in 6.5 years including one and half year of moratorium followed by 10%, 15%, 15%,30% and 30% repayment in Ist, 2nd,3rd, 4th and last year respectively. | Repayable in 16 equal quarterly installment starting from March, 2022 to December, 2025. | Repayable in 22 quarterly installment starting from March, 2023 to June, 2028 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 28 Borrowings (Contd..)

**b. Security details of term loan from HDFC Bank Limited are as follows:**

Term loan-1

- Secured against first pari - passu charge on all movable fixed assets of the company (except those charged exclusively to other lenders)
- exclusive charge on movable fixed assets of unit located at plot no. 262 M, Industrial Area, Central Hope Town, Selaqui, Dehradun, Uttarakhand (both present and future)
- first pari passu charge over movable fixed assets of the unit located at C-3/1, Selaqui Industrial Area Dehradun, Uttarakhand
- exclusive charge on immovable property located at Plot No C-2/1, UPSIDC Industrial Area, Selaqui, vikas Nagar, Dehradun, Uttarakhand

Term loan-2

- secured against first pari passu charge on all movable fixed assets of the company (except those exclusively charged with other banks).
- exclusive charge on immovable fixed assets of the company located at Khasra No. 1050/2, 1050/6, 1050/7, 1050/8, 1050/9 situated at Mauza East Hope Town, Tehsil Vikas Nagar, Pargana- Pachwa Doon, District – Dehradun (Uttrakhand)

Term loan-3

Primary security for the loan is Corporate Guarantee from holding company (released in current year) and exclusive charge on movable Property, Plant and Equipment of the Padget Electronics Private Limited. The Company has made the prepayment of the entire term loan during the financial year.

Term loan-4

Primary security for the loan is Corporate Guarantee from holding company (released in current year) and exclusive charge on movable Property, Plant and Equipment of the Padget Electronics Private Limited. The Company has made the prepayment of the entire term loan during the financial year.

**II. Term loan from Indusind Bank Limited**

a. The Group has obtained credit facility by way of Term Loan of ₹ 5,000 lakhs (Sanctioned amount) and it is reduced to ₹ 2,343 Lakhs during the year.

b. **Rate of interest:** Initial Rate of interest was floating interest rate of 7.80% p.a. linked to 3 Month T-bill + (6.45% + 1.35% p.a.)

c. **Security details:** Exclusive charge on movable and immovable fixed assets of the company situated at Plant No 1-4, Rural Industrial Complex, Humbran, Ludhiana, Punjab.

d. **Term of repayment:** Repayable in 24 quarterly instalments from March 2024 to December 2029.

e. The Group has made the prepayment of the entire facility during the year.

**III. Term loan from ICICI Bank Limited**

a. The Group has obtained credit facility by way of Term Loan of ₹ 5,168 lakhs (Sanctioned amount).

b. **Rate of interest:** ICICI Bank MCLR (“I-MCLR”)-1M+ Spread per annum, subject to minimum of I-MCLR1M. As on 31 March 2025,I-MCLR-1M is 8.50% and Spread is 0.0%.

c. **Security details:** Exclusive charge by way of hypothecation on all moveable fixed assets the Borrower specifically funded by Facility/procured under the facility.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 28 Borrowings (Contd..)

d. **Term of repayment:** Repayable in 20 quarterly instalments from September 2025 to June 2030.

IV. Term loan from CITI Bank Limited

a. The Group has obtained the long term facility amount to ₹ 20,000 lakhs during the year to finance the expansion capex and reimbursement of capex at Noida for refrigerator project

b. **Rate of interest:** Rate of interest is floting rate (1 month Tbill + spread 1.55%). Presently 7.89% p.a.

c. **Security details:-**

i. Exclusive charge on the building (financed by Citibank) at Industrial Plot no. 14, Sector -Ecotech 8, in the layout plan of Greater Noida Industrial Development Area, District Guatam Budh Nagar which owned by Holding Company.

ii. Exclusive charge on plant and machinery (both present and future) of the borrower for the assets funded by Citibank

iii. Exclusive charge on leasehold Industrial Plot no. 14, (admeasuring 82290 Sq. Mtrs.) Sector -Ecotech 8, in the layout plan of Greater Noida Industrial Development Area, District Guatam Budh Nagar which owned by Holding Company.

iv. Corporate guarantee of holding Company.

d. During the year, the Group has repaid a portion of the borrowing amounting to ₹ 10,000 lakhs, and the remaining ₹ 10,000 lakhs was subsequently repaid on 07 April 2025.

**V. Term loan from Tata Capital Housing Finance Limited**

Rate of interest

Rate of interest is bearing of 12.25% p.a.

Repayment term

The Group has made the prepayment of the entire facility during the year.

Security

Loan is secured by mortgage of the related asset Unit no. 2, TH-1, Rajpura Dehradun and now charge stand released.

**VI Non-cumulative, compulsorily redeemable preference shares**

a. The Group has issued 88,20,000 (No's) of 6% unsecured non cumulative, compulsorily redeemable preference Shares of ₹10 each (face value) for an aggregate consideration of ₹882 lakhs on right basis to the existing equity shareholders i.e. Beetel Teletech Limited.

b. Other terms:

- Non-cumulative dividend right.
- Compulsorily redeemable on completion of 10 years from the date of allotment
- Carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up and will be non-participating in surplus funds assets and profits, on winding up which may remain after the entire capital is repaid.

c. Details of preference shares holders are as below:

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 28 Borrowings (Contd..)

| Particulars | As at 31st March, 2025 | | | As at 31st March, 2024 | | |
|---|---|---|---|---|---|---|
| | No's of shares | Amount | % holding | No's of shares | Amount | % holding |
| Beetel Teletech Limited | 88,20,000 | 882 | 49% | 88,20,000 | 882 | 49% |
| | **88,20,000** | **882** | **49%** | **88,20,000** | **882** | **49%** |

### VII Term of repayment of long term borrowings

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|---|---|---|---|---|
| | No. of Installments | ₹ / Lakh | No. of Installments | ₹ / Lakh |
| **Secured monthly repayment** | | | | |
| Less than 1 year | - | - | 12 | 21 |
| Due 1 to 5 years | - | - | 37 | 79 |
| More than 5 years | - | - | - | - |
| **Secured quarterly repayment** | | | | |
| Less than 1 year | 16 | 12,139 | 28 | 3,487 |
| Due 1 to 5 years | 32 | 6,871 | 60 | 9,635 |
| More than 5 years | 1 | 336 | 3 | 497 |
| **Secured annual repayment** | | | | |
| Less than 1 year | - | - | 2 | 335 |
| Due 1 to 5 years | - | - | 1 | 167 |
| More than 5 years | - | - | - | - |
| **Unsecured annual repayment** | | | | |
| Less than 1 year | - | - | - | - |
| Due 1 to 5 years | - | - | - | - |
| More than 5 years | 1 | 882 | 1 | 882 |
| | | **20,228** | | **15,103** |

**VIII** a. The Group has not defaulted in the repayment of dues to its lenders.

b. Borrowings from banks, financial institution and others have been used for the specific purpose for which it was taken at the balance sheet date.

## 29 Lease liabilities

(see note below)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A) Non current** | | |
| a. Lease liabilities | 41,779 | 31,199 |
| | **41,779** | **31,199** |
| **B) Current** | | |
| a. Lease liabilities | 5,089 | 2,196 |
| | **5,089** | **2,196** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 29 Lease liabilities (Contd..)

### I Movement in lease liabilities during the year:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **a. Lease liabilities** | | |
| - Non current | 41,779 | 31,199 |
| - Current | 5,089 | 2,196 |
| | **46,868** | **33,395** |
| **b. Balance at the beginning of the year** | 33,395 | 27,047 |
| Additions during the year | 20,897 | 10,000 |
| Adjustment on account of changes in group structure (see note 58) | 1,890 | - |
| | **56,182** | **37,047** |
| **Finance cost accrued during the year** | | |
| - Capital work in progress | 90 | 172 |
| - Statement of profit and loss account | 3,323 | 2,475 |
| Total cash outflow | (6,995) | (4,279) |
| Derecognised during the year | (5,732) | (2,020) |
| **Balance as at end of the year** | **46,868** | **33,395** |

c. Maturity analysis of lease liabilities:

i. The table below provides details regarding the maturities of lease liabilities are as follows:

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| 0- 3 months | 1,236 | 493 |
| 3-6 months | 1,248 | 622 |
| 6-12 months | 2,605 | 1,080 |
| 1-3 years | 11,048 | 5,977 |
| 3-5 years | 10,647 | 6,485 |
| Above 5 years | 20,084 | 18,738 |
| **Total** | **46,868** | **33,395** |

ii. The table below provides details regarding of lease liabilites on undiscounted basis

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| 0- 3 months | 2,138 | 986 |
| 3-6 months | 2,162 | 1,306 |
| 6-12 months | 4,367 | 2,317 |
| 1-3 years | 16,957 | 10,190 |
| 3-5 years | 14,738 | 9,483 |
| Above 5 years | 27,434 | 77,158 |
| **Total** | **67,796** | **1,01,440** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 29 Lease liabilities (Contd..)

### d. Expense recognised in the statement of profit and loss

(₹ in Lakhs)

| Particulars | Note No | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|---|
| Depreciation charge for right-of-use assets by class of underlying asset | | | |
| - Capital work in progress | | 26 | 42 |
| - Statement of profit and loss account | 43 | 5,469 | 3,143 |
| Interest expense on lease liabilities. | | | |
| - Capital work in progress | | 90 | 172 |
| - Statement of profit and loss account | 42 | 3,323 | 2,475 |
| The expense relating to short-term leases including leases with a lease term of one month or less | 44 | 779 | 297 |
| Payment of lease liabilities | | 6,995 | 4,279 |
| Additions/adjustments to right-of-use assets | 14 | 39,766 | 9,958 |
| Gains or (losses) arising from lease modification/closure | 38 | 860 | 247 |
| The carrying amount of right-of-use assets | 14 | 56,915 | 29,849 |

i. The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

ii. Lease contracts entered by the Group majorly pertains to buildings taken on lease to conduct its business in the ordinary course. The Group does not have any lease restrictions and commitment towards variable rent as per the contract.

iii. 6% to 9% of interest rate implicit in the lease or lessee's incremental borrowing rate used for the measurement of lease liabilities.

## II Disclosures for operating leases other than leases covered in Ind AS 116

i. The Group has entered into cancellable operating leases and transactions for leasing of accommodation for factory building, service centre, office space, godown, transit house etc. The tenure of lease is generally one year.

Terms of lease include operating terms for renewal, increase in rent in future period and terms of cancellation.

ii. The Group has given its properties on lease to one party. Tenure of leases is 14 years. Terms of the lease include operating term for renewal, increase in rent in future period and term of cancellation have a notice period of 3 months, accordingly no lease obligation have been disclosed.

Lease expenses/income recognised during the year

(₹ in Lakhs)

| Particulars | See Note | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| **a. As a lessee (expenses)** | | | |
| Factory building, godown, office space, service centre and transit house | 44 | 779 | 297 |
| **b. As a lessor (income)** | | | |
| Factory building | 37 | 313 | 134 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 30 Trade payables

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non-Current** | | |
| a. Total outstanding dues of micro and small enterprises (see note 'i' below) | - | - |
| b. Total outstanding dues to creditors other than micro and small enterprises | - | 546 |
| | **-** | **546** |

**Note:**

i. For detailed disclosure of micro and small enterprises see note 49

ii. Trade payable to related parties see note 57

**Ageing for trade payables outstanding as at 31st March, 2025 is as follows:**

(₹ in Lakhs)

| Particulars | Not due | Outstanding for the following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | - | - | - | - | - | - |
| (ii) Others | - | - | - | - | - | - |
| (iii) Disputed dues -MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| | **-** | **-** | **-** | **-** | **-** | **-** |

**Ageing for trade payables outstanding as at 31st March, 2024 is as follows:**

(₹ in Lakhs)

| Particulars | Not due | Outstanding for the following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | - | - | - | - | - | - |
| (ii) Others | 546 | - | - | - | - | 546 |
| (iii) Disputed dues -MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| | **546** | **-** | **-** | **-** | **-** | **546** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 30 Trade payables (Contd..)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **II. Current** | | |
| a. Total outstanding dues of micro and small enterprises (see note 'i' below) | 7,830 | 4,599 |
| b. Total outstanding dues to creditors other than micro and small enterprises | 10,80,535 | 4,01,376 |
| | **10,88,365** | **4,05,975** |

**Note:**

i. For detailed disclosure of micro and small enterprises see note 49

ii. Trade payable to related parties see note 57

**Ageing for trade payables outstanding as at 31st March, 2025 is as follows:**

(₹ in Lakhs)

| Particulars | Not due | Outstanding for the following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) MSME | 7,592 | 237 | - | 1 | - | 7,830 |
| (ii) Others | 7,55,808 | 3,22,681 | 674 | 72 | 19 | 10,79,254 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| | **7,63,400** | **3,22,918** | **674** | **73** | **19** | **10,87,084** |
| Accrued expenses | - | - | - | - | - | 1,281 |
| | **7,63,400** | **3,22,918** | **674** | **73** | **19** | **10,88,365** |

**Ageing for trade payables outstanding as at 31st March, 2024 is as follows:**

(₹ in Lakhs)

| Particulars | Not due | Outstanding for the following periods from due date of payment | | | | Total |
|---|---|---|---|---|---|---|
| | | Less than 1 year | 1-2 Years | 2-3 Years | More than 3 Years | |
| (i) MSME | 4,527 | 69 | 3 | - | - | 4,599 |
| (ii) Others | 2,98,102 | 97,686 | 2,610 | 59 | 104 | 3,98,561 |
| (iii) Disputed dues - MSME | - | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - | - |
| | **3,02,629** | **97,755** | **2,613** | **59** | **104** | **4,03,160** |
| Accrued expenses | - | - | - | - | - | 2,815 |
| | **3,02,629** | **97,755** | **2,613** | **59** | **104** | **4,05,975** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 31 Other financial liabilities

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non-current** | | |
| a. Payable for property, plant and equipment | 6,008 | 4,347 |
| | **6,008** | **4,347** |
| **II. Current** | | |
| a. Outstanding forward Marked to Market (MTM) | 52 | 3 |
| b. Unclaimed dividend | 3 | 2 |
| c. Dividend payable on non-cumulative, compulsorily redeemable preference shares | 97 | 97 |
| d. Interest accrued but not due on borrowings | 27 | 107 |
| e. Payable for property, plant and equipment | 18,442 | 12,265 |
| f. Amount refundable to customers | 1,15,496 | 36,836 |
| g. Contract related liability | 301 | - |
| h. Other payables | 5,374 | 1,003 |
| | **1,39,792** | **50,313** |

## 32 Provisions

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **A) Non Current** | | |
| a. Provision for employee benefit | | |
| i. For gratuity (see note 54) | 1,533 | 1,905 |
| ii. For compensated absences | 323 | 233 |
| iii. Asset retirement obligation | 9 | - |
| | **1,865** | **2,138** |
| **B) Current** | | |
| a. Provision for employee benefits | | |
| i. For gratuity (see note 54) | 254 | 235 |
| ii. For compensated absences | 134 | 90 |
| b. Provision for warranty (see note below) | 512 | 307 |
| | **900** | **632** |
| **Notes:** | | |
| **Movement in provision for warranty** | | |
| Opening balance | 307 | 568 |
| Addition provision made during the year | 440 | 749 |
| Claim paid / adjustments during the year | 235 | 1,010 |
| **Closing provision** | **512** | **307** |

### Basis of warranty:

The group provides warranty on lighting products, refrigerator and washing machines to specific customers. Lighting products are replaced with new product and in respect of refrigerator, washing machines defective parts are changed/repaired.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 33 Deferred tax liabilities (net)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Deferred tax liabilities | 21,867 | 7,683 |
| b. Deferred tax assets | 11,152 | 5,093 |
| | **10,715** | **2,590** |

**Note:**

For deferred tax movement and tax reconciliation see note 46.

## 34 Other liabilities

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **I. Non Current** | | |
| a. Deferred grant (see note 'i' below) | 1,754 | 1,657 |
| | **1,754** | **1,657** |
| **Note:** | | |
| i. Movement in deferred grant during the year: | | |
| **Deferred Grant:** | | |
| Balance at the beginning of the year | 1,657 | 1,609 |
| Capital grant recognised during the year | 356 | 247 |
| | **2,013** | **1,856** |
| Less: Income recognised on account of depreciation of property, plant and equipment on grant assets | 259 | 199 |
| | **1,754** | **1,657** |
| **II. Current** | | |
| a. Advances received from customers | 5,515 | 3,856 |
| b. Statutory dues | 7,608 | 4,878 |
| | **13,123** | **8,734** |

## 35 Short-term borrowings

(at amortised cost)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. **From others (unsecured)** | | |
| i. Aditya Infotech Limited (see note 'I' below) | - | 400 |
| b. Current maturities of long term borrowings (see note "III" below) | 12,139 | 3,843 |
| | **12,139** | **4,243** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 35 Short-term borrowings (Contd..)

**Notes:**

**I.** a. **Repayment term:** On or before expiry of 1 year from the date of agreement i.e. 20 November, 2023.

b. **Rate of interest:** Fixed rate of 11% p.a. payable at quarterly rest.

**II. Other notes**

a. The group has not defaulted in the repayment of dues to its lenders,

b. No charge or satisfaction of charge is pending for registration with Registrar of Companies (RoC) .

c. Borrowings from banks/ financial institution have been used for the specific purpose for which it was obtained.

d. There were no material differences between the books of accounts and quarterly returns / statements filed with such banks/ financial institutions for the period upto 31 December 2024. The Group is yet to file the statement for the quarter ended 31 March 2025 and the same will be submitted after the approval of the financial statements.

**III.** For security clause and repayment terms of borrowings, see note 28.

## 36 Current tax liabilities (net)

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| a. Current tax liabilities (net of advances) | 136 | 1,069 |
| | **136** | **1,069** |

## 37 Revenue from operations

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Sale of products | 38,45,834 | 17,49,785 |
| b. Sale of services | 13,495 | 11,606 |
| c. Other operating revenues | 26,681 | 7,699 |
| | **38,86,010** | **17,69,090** |
| **A. Revenue from contracts with customers disaggregated based on nature of product or service** | | |
| **a. Revenue from sale of products** | | |
| Manufactured goods | 38,45,834 | 17,49,785 |
| | **38,45,834** | **17,49,785** |
| **b. Revenue from sale of services** | | |
| Service charges | 5,106 | 2,145 |
| Job work charges | 8,389 | 9,461 |
| | **13,495** | **11,606** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 37 Revenue from operations (Contd..)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **c. Other operating revenues** | | |
| Export incentives | 735 | 585 |
| Rent (production facility charges) | 313 | 134 |
| Other incentives including amortisation of deferred payment | 25,633 | 6,980 |
| | **26,681** | **7,699** |
| **Total revenue from operations** | **38,86,010** | **17,69,090** |
| **B. Revenue from contracts with customers disaggregated based on geography** | | |
| a. Domestic | 37,11,828 | 16,43,027 |
| b. Exports | 1,74,182 | 1,26,063 |
| | **38,86,010** | **17,69,090** |
| **C. Reconciliation of gross revenue from contracts with customers (sale of products)** | | |
| Gross revenue from contract with customers | 38,47,482 | 17,51,284 |
| Cash discount and credit note etc | (1,648) | (1,499) |
| **Net revenue recognised from contracts with customers** | **38,45,834** | **17,49,785** |
| | | |
| **D. Disclosure based on time** | | |
| **Sale of products** | | |
| Goods transferred at a point of time | 38,45,834 | 17,49,785 |
| | **38,45,834** | **17,49,785** |
| **Sale of services and lease** | | |
| Services transferred at a point of time | 13,808 | 11,740 |
| | **13,808** | **11,740** |
| **E. Export benefit and other incentives** | | |
| On systematic basis when benefit accrued | | |
| - Export | 735 | 585 |
| - Other incentive | 25,633 | 6,980 |
| | **26,368** | **7,565** |

## 38 Other income

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **A. Interest income on:** | | |
| a. Fixed deposits with bank (margin money) | 48 | 56 |
| b. Loans to joint ventures | 11 | 7 |
| c. Others | 753 | 49 |
| **B. Other non operating income** | | |
| a. Compensation income | 15 | 2 |
| b. Gain on sale of investment in mutual funds | 19 | 23 |
| c. Incentive income on government grant | 31 | 31 |
| d. Excess liabilities, credit balances, provisions etc. written back | 42 | 411 |
| e. Financial assets measured at amortised cost | 58 | 10 |
| f. Exchange fluctuations (net) | - | 954 |
| g. Gain/Loss on remeasurement of liability | - | 466 |
| h. Gain/Loss on lease modification/closure | 860 | 247 |
| i. Gain on sale of property, plant and equipment (net) | 186 | - |
| | **2,023** | **2,256** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 39 Cost of materials consumed

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Raw materials at the beginning of the year | 1,14,668 | 66,309 |
| Add: Adjustment on account of changes in group structure (see note 58) | 21,687 | - |
| Add: Purchase (Including components) | 37,33,199 | 16,62,601 |
| | **38,69,554** | **17,28,910** |
| Less: Raw materials at the end of the year | 2,59,573 | 1,14,668 |
| | **36,09,981** | **16,14,242** |

## 40 Changes in inventories of finished goods and work-in-progress

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Inventories at the beginning of the year** | | |
| Finished goods | 14,567 | 10,801 |
| Work in progress | 20,062 | 13,481 |
| Adjustment on account of changes in group structure (see note 58) | 20,582 | - |
| | **55,211** | **24,282** |
| **Inventories at the end of the Year** | | |
| Finished goods | 26,445 | 14,567 |
| Work in progress | 55,465 | 20,062 |
| | 81,910 | 34,629 |
| **Changes in inventories of finished goods and work in progress** | **(26,699)** | **(10,347)** |

## 41 Employee benefits expense

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Salaries, wages and bonus | 40,248 | 25,849 |
| b. Contribution to provident and other funds | 2,112 | 1,543 |
| c. Gratuity expense (see note 54) | 654 | 556 |
| d. Share based payments to employees (see note 53) | 8,512 | 1,221 |
| e. Staff welfare expense | 5,216 | 4,098 |
| | **56,742** | **33,267** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 42 Finance costs

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Interest on borrowings | 11,090 | 4,661 |
| b. Interest on lease obligation | 3,323 | 2,475 |
| c. Other financial charges | 1,022 | 336 |
| | **15,435** | **7,472** |

## 43 Depreciation and amortisation expense

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Depreciation on property, plant and equipment | 21,723 | 12,434 |
| b. Amortisation of other intangible assets | 910 | 611 |
| c. Depreciation on right of use assets | 5,469 | 3,143 |
| | **28,102** | **16,188** |

## 44 Other expenses

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Consumption of stores and spares | 12,885 | 5,364 |
| b. Contractor wages and job work charges | 45,933 | 33,197 |
| c. Service charges | 286 | 1,867 |
| d. Power and fuel | 10,215 | 6,579 |
| e. Rent | 779 | 297 |
| f. Repairs and maintenance: | | |
| - for buildings | 200 | 79 |
| - for plant and equipment | 468 | 425 |
| - for others | 1,577 | 780 |
| g. Insurance | 1,894 | 1,205 |
| h. Rates and taxes | 566 | 519 |
| i. Selling and distribution expenses | 3,603 | 3,349 |
| j. Donations to others | 9 | 8 |
| k. Director's sitting fees | 43 | 19 |
| l. Payment to auditors (see note below) | 198 | 105 |
| m. Bad debts write off | 5 | - |
| n. Provision for doubtful debts / loans and advances | 466 | 99 |
| o. Loss on sale of property, plant and equipment (net) | - | 118 |
| p. Loss on disposal of investment | 10 | - |
| q. Corporate social responsibility expenses (see note 55) | 1,033 | 563 |
| r. Exchange fluctuations (Net) | 3,648 | - |
| s. Bank charges | 717 | 624 |
| t. Miscellaneous expenses | 10,693 | 6,968 |
| | **95,228** | **62,165** |
| **Note:** | | |
| Payment to auditors comprises: | | |
| **Statutory auditors** | | |
| Audit and limited review fees | 80 | 51 |
| Tax audit fees | 11 | 8 |
| Certification fees | 4 | 2 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 44 Other expenses (Contd..)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Out of pocket expenses | 11 | 7 |
| | **106** | **68** |
| **Group auditors** | | |
| Audit fees and limited review fees | 47 | 22 |
| Tax audit fees | 5 | 2 |
| Certification fees | 19 | 4 |
| Out of pocket expenses | 7 | 1 |
| Payment to cost auditors | 14 | 8 |
| | **92** | **37** |
| **Total payment to auditors** | **198** | **105** |

## 45 Exceptional items

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| a. Gain on sale / fair value of equity shares (see note 63) | 45,998 | - |
| | **45,998** | **-** |

## 46 Tax expense

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Current tax expense | 25,305 | 11,505 |
| Deferred tax benefit | 8,478 | 123 |
| | **33,783** | **11,628** |
| Income tax for earlier years (net) | (61) | 263 |
| **Tax expenses for the year recognised in Profit and loss** | **33,722** | **11,891** |
| Tax expense recognised in other comprehensive income ('OCI') | (10) | (34) |
| | (10) | (34) |
| **Total** | **33,712** | **11,857** |
| **A. Reconciliation of tax expenses and accounting profit multiplied by India's domestic tax rate for 31 March 2025 and 31 March 2024** | | |
| Profit before tax | 1,56,980 | 49,383 |
| Applicable income tax rate | 25.17% | 25.17% |
| Estimated income tax expense | 39,507 | 12,428 |
| **Tax effect of adjustments to reconcile expected Income tax expense to reported** | | |
| Non taxable income/expense (net) | (673) | (113) |
| Effect of differential tax rates | (5,359) | - |
| Adjustment due to different tax rates in Subsidiaries and Joint Venture | (211) | - |
| Temporary differences on which deferred tax not created | 303 | (147) |
| Income tax for earlier years | (61) | 263 |
| Others | 216 | (540) |
| | **33,722** | **11,891** |
| Income Tax expense in the statement of profit and loss | **33,722** | **11,891** |
| **B. Movement in the deferred tax liabilities (net):** | | |
| **Deferred tax (net)** | | |
| a. Deferred tax liability | 21,867 | 7,683 |
| b. Deferred tax assets | 11,152 | 5,093 |
| | **10,715** | **2,590** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 46 Tax expense (Contd..)

(₹ in Lakhs)

| Particulars | As at 1st April, 2024 | Recognised in profit and loss | Adjustment with income tax earlier years | Recognised in other comprehensive income "OCI" | As at 31st March, 2025 |
|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | |
| - Difference between tax depreciation and depreciation/ amortisation charged in financial statement | 7,675 | 14,192 | - | - | 21,867 |
| - Others | 8 | (8) | - | - | - |
| | **7,683** | **14,184** | **-** | **-** | **21,867** |
| **Deferred tax assets** | | | | | |
| - Provision for doubtful advances | 33 | (11) | - | - | 22 |
| - Provision for doubtful debts | 33 | 110 | - | - | 143 |
| - Provision for employee benefits | 400 | (7) | - | 14 | 407 |
| - Lease liabilities | 4,446 | 5,721 | - | - | 10,167 |
| - Security deposit | 14 | (14) | - | - | - |
| - Others | 167 | 246 | - | - | 413 |
| | **5,093** | **6,045** | **-** | **14** | **11,152** |
| | **2,590** | **8,139** | **-** | **(14)** | **10,715** |

(₹ in Lakhs)

| Particulars | As at 1st April, 2023 | Recognised in profit and loss | Adjustment with income tax earlier years | Recognised in other comprehensive income "OCI" | As at 31st March, 2024 |
|---|---|---|---|---|---|
| **Deferred tax liabilities** | | | | | |
| - Difference between tax depreciation and depreciation/ amortisation charged in financial statement | 7,020 | 655 | - | - | 7,675 |
| - Others | 4 | 8 | - | (4) | 8 |
| | **7,024** | **663** | **-** | **(4)** | **7,683** |
| **Deferred tax assets** | | | | | |
| - Provision for doubtful advances | 17 | 16 | - | - | 33 |
| - Provision for doubtful debts | 12 | 21 | - | - | 33 |
| - Provision for employee benefits | 381 | 58 | - | (38) | 400 |
| - Lease liabilities | 4,360 | 86 | - | - | 4,446 |
| - Security deposit | 14 | - | - | - | 14 |
| - Others | - | 167 | - | - | 167 |
| | **4,784** | **348** | **-** | **(38)** | **5,093** |
| | **2,240** | **315** | **-** | **34** | **2,590** |

### C. Movement in the deferred tax assets (net):

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Deferred tax (net)** | | |
| a. Deferred tax assets | 1,089 | 881 |
| b. Deferred tax liabilities | 177 | 689 |
| | **912** | **192** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 46 Tax expense (Contd..)

(₹ in Lakhs)

| Particulars | As at 1st April, 2024 | Recognised in profit and loss | Adjustment on account of changes in Group structure (see note 58) | Recognised in other comprehensive income "OCI" | As at 31st March, 2025 |
|---|---|---|---|---|---|
| **Deferred tax assets** | | | | | |
| - Expenses allowed on payment basis | 401 | (587) | 295 | - | 109 |
| - Lease liabilities | 453 | 60 | 402 | - | 915 |
| - Employee benefit obligation | 27 | (14) | 76 | (24) | 65 |
| | **881** | **(541)** | **773** | **(24)** | **1,089** |
| **Deferred tax liabilities** | | | | | |
| Property, plant and equipment | 274 | (255) | (582) | - | (563) |
| Tax impact on lease assets | 415 | 53 | 272 | - | 740 |
| | **689** | **(202)** | **(310)** | **-** | **177** |
| | **192** | **(339)** | **1,083** | **(24)** | **912** |

(₹ in Lakhs)

| Particulars | As at 1st April, 2023 | Recognised in profit and loss | Adjustment on account of changes in Group structure (see note 58) | Recognised in other comprehensive income "OCI" | As at 31st March, 2024 |
|---|---|---|---|---|---|
| **Deferred tax assets** | | | | | |
| - Expenses allowed on payment basis | - | 401 | - | - | 401 |
| - Lease liabilities | - | 453 | - | - | 453 |
| - Employee benefit obligation | - | 27 | - | - | 27 |
| | **-** | **881** | **-** | **-** | **881** |
| **Deferred tax liabilities** | | | | | |
| - Property, plant and equipment | - | 274 | - | - | 274 |
| - Tax impact on lease assets | - | 415 | - | - | 415 |
| | **-** | **689** | **-** | **-** | **689** |
| | **-** | **192** | **-** | **-** | **192** |

### D. Deferred tax recognised in statement of profit and loss

(₹ in Lakhs)

| Particulars | Year ended 31st March 2025 | Year ended 31st March 2024 |
|---|---|---|
| Recognised of Deferred tax liabilities | 8,139 | 315 |
| Recognised of Deferred tax assets | 339 | (192) |
| | **8,478** | **123** |

### E. Deferred tax recognised in other comprehensive income

(₹ in Lakhs)

| Particulars | Year ended 31st March 2025 | Year ended 31st March 2024 |
|---|---|---|
| Recognised of Deferred tax liabilities | 14 | (34) |
| Recognised of Deferred tax assets | (24) | - |
| | **(10)** | **(34)** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 47 Contingent liabilities and commitments (to the extent not provided for)

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **a. Claims against the Company not acknowledged as debt** | | |
| **i. Disputed tax and other liabilities for:** | | |
| a. Income tax | 4,125 | 4,346 |
| b. Sales tax | 146 | 432 |
| c. Goods and service tax | 3,282 | 2,262 |
| d. Excise custom duty and service tax* | 8,716 | 2,126 |
| e. Consumer Court | 4 | - |
| f. Commercial patent rights** | 202 | - |
| g. Other disputes | 11 | 18 |
| **ii. Summary of amount paid under protest against above:** | | |
| a. Sales tax | 49 | 135 |
| b. Excise custom duty and service tax* | 1,607 | 1,807 |
| c. Goods and service tax | 114 | 97 |
| d. Income tax | 76 | - |
| | **1,846** | **2,039** |
| Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities. | | |
| **b. Guarantees excluding financial guarantees** | | |
| i. Guarantees issued by bankers on behalf of the Group (These are covered by the charge created in favour of Group's banker by way of hypothecation of stock and trade receivables besides pledge of fixed deposits as margin money) | 2,647 | 1,467 |
| **c. Other money for which the Company is contingently liable** | | |
| i. Letters of Credit (outstanding) | 46,633 | 31,715 |
| ii. Bill discounting with banks | 49,358 | 27,799 |
| iii. a) Bond given to custom department on behalf of the joint venture company | 100 | 150 |
| b) Bond given to custom department under authorised economic operator | 18,756 | 20,298 |

The Group has reviewed its disputed liabilities and proceedings and does not expect material impact on financial position of the Group.

*The Custom duty cases include cases where Search was conducted by Directorate of Revenue Intelligence (DRI) at the premises of the Holding Company and its two Subsidiary Companies on 20 December 2021, 24 December 2021 and 24 January 2024. During the investigation, questions were raised regarding the interpretation of the classification of imported goods.The Holding Comapny and one Subsidiary Company have received show-cause notice from Department, for which these Companies are in the process of filing replies with the authorities, while the other Subsidiary Company has yet to receive a show-cause notice. The management is of the view that the Holding Company and the Subsidiary Companies are in compliance with applicable laws and have strong grounds to succeed against any dispute or demand and accordingly, no liability is expected to arise.

** On 30th January 2024, the subsidiary Company which is acquired during the year, received a copy of petition from legal counsel of M/s Koninklijke Philips N.V. ("Philips") in relation to patent infringement of some technologies owned by Philips. The matter is pending before the Hon'ble Delhi High Court. The amount involved is ₹ 202.03 Lakhs as per Petition received and the management expects no liability to arise in future course of action in consultation with its legal counsel.

(₹ in Lakhs)

| | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **d. Capital commitments:** | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided | 16,233 | 11,449 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 47 Contingent liabilities and commitments (to the extent not provided for) (Contd..)

e. The Group has other commitments, for purchase of goods and services and employee benefits, in the normal course of business.

f. There are no amount which were required to be transferred to Investor Education and Protection Fund by the Group.

g. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

## 48 Assets mortgaged as security

The carrying amount of assets mortgaged as security for current and non-current borrowings are :

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Current assets:** | | |
| **Financial assets** | | |
| Trade receivables | 5,20,639 | 2,31,781 |
| Inventories (excluding in transit) | 3,29,578 | 1,47,605 |
| Bank balances other than cash and cash equivalents | 28 | - |
| **Total current assets mortgaged as security** | **8,50,245** | **3,79,386** |
| **Non-current:** | | |
| Land | 867 | 867 |
| Buildings | 10,518 | 2,732 |
| Plant and machinery and others | 83,825 | 84,656 |
| **Total non-currents assets mortgaged as security** | **95,210** | **88,255** |
| **Total assets mortgaged as security** | **9,45,455** | **4,67,641** |

## 49 Statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED):

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Current** | | |
| a. Principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year | | |
| - Principal amount | 7,830 | 4,599 |
| - interest due | - | - |
| b. the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | 556 | 1,356 |
| c. the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | 1 | 6 |
| d. the amount of interest accrued and remaining unpaid at the end of each accounting year | 3 | 1 |
| e. the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006 | - | - |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 49 Statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED): (Contd..)

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Non-current** | | |
| a. Principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year | - | - |
| - Principal amount | - | - |
| - interest due | - | - |
| b. the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| c. the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| d. the amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| e. the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest due above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006 | - | - |

## 50 Earnings per share

| Particulars | Units | Year ended 31st March 2025 | Year ended 31st March 2024 |
|---|---|---|---|
| **a. Basic EPS** | | | |
| Profit for the year | ₹ / Lakh | 1,23,258 | 37,492 |
| Weighted average number of equity shares for calculation of basic EPS | No's | 5,99,22,869 | 5,96,61,976 |
| Face value of per share | ₹ | 2 | 2 |
| Basic Earnings per share | ₹ | 205.70 | 62.84 |
| | | | |
| **b. Diluted EPS** | | | |
| Profit for the year | ₹ / Lakh | 1,23,258 | 37,492 |
| Weighted average number of equity shares for calculation of diluted EPS (See note below) | No's | 6,08,44,524 | 6,00,22,586 |
| Face value of per share | ₹ | 2 | 2 |
| Diluted Earnings per share | ₹ | 202.58 | 62.46 |
| **Note:** | | | |
| The weighted average number of equity shares for the purpose of diluted earnings per share: | | | |
| Weighted average number of equity shares outstanding | No's | 5,99,22,869 | 5,96,61,976 |
| Weighted average number of potential equity shares on exercise of stock option | No's | 9,21,655 | 3,60,610 |
| **Weighted average number of equity shares for calculation of diluted earnings per share** | **No's** | **6,08,44,524** | **6,00,22,586** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 51 Details of research and development expenditure

(₹ in Lakhs)

| Particulars | Year ended 31st March 2025 | Year ended 31st March 2024 |
|---|---|---|
| **a. Revenue expenditure** | | |
| Cost of materials consumed | 243 | 161 |
| Employee benefits expense | 669 | 694 |
| Depreciation and amortisation expense | 123 | 115 |
| Other expenses | 449 | 240 |
| | **1,484** | **1,210** |
| **b. Capital expenditure** | | |
| Purchase of property, plant and equipment | 199 | 429 |
| | **199** | **429** |

The expenditure on research and development activities are included in respective head of expenses as presented in the consolidated financial statements.

## 52 Financial instruments

### a. Categories of financial instruments

The carrying amount of the Group's financial instruments is as below:

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **Financial asset** | | |
| **I. Measured at cost** | | |
| i. Investments in jointly controlled entities | 3,395 | 1,850 |
| **II. Measured at amortised cost** | | |
| i. Other financial assets | | |
| - Non-current | 5,106 | 4,214 |
| - Current | 1,44,541 | 31,815 |
| ii. Trade receivables | 6,96,545 | 2,31,788 |
| iii. Cash and cash equivalents | 23,085 | 20,048 |
| iv Other bank balances | 3,268 | 817 |
| v. Loans | | |
| - current | - | 200 |
| **III Measured at fair value through Profit and Loss (FVTPL)** | | |
| i. Investments | | |
| - Non current | 50,165 | 154 |
| - Current | - | - |
| ii. Outstanding forward Marked to Market (MTM) | - | 52 |
| **Financial liabilities** | | |
| **I Measured at fair value through Profit and Loss (FVTPL)** | | |
| i. Outstanding forward marked to market (MTM) | 52 | 3 |
| **II Measured at amortised cost** | | |
| i. Borrowings | | |
| - Non current | 8,089 | 11,260 |
| - Current (including current maturities of long term borrowings) | 12,139 | 4,243 |
| ii. Lease liabilities | | |
| - Non current | 41,779 | 31,199 |
| - Current | 5,089 | 2,196 |

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| iii. Trade payables | | |
| - Non current | - | 546 |
| - Current | 10,88,365 | 4,05,975 |
| iv. Other financial liabilities | | |
| - Non current | 6,008 | 4,347 |
| - Current | 1,39,740 | 50,310 |

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

**Level I:** includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level II:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level III:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The Group's management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

i. Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

ii. The fair values of the quoted notes and bonds are based on price quotations at the reporting date. The fair value of unquoted instruments, loans from banks and other financial liabilities, obligations under finance leases, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. In addition to being sensitive to a reasonably possible change in the forecast cash flows or the discount rate, the fair value of the equity instruments is also sensitive to a reasonably possible change in the growth rates. The valuation requires management to use Unobservable inputs in the model, of which the significant unobservable inputs are disclosed in the tables below. Management regularly assesses a range of reasonably possible alternatives for those significant unobservable inputs and determines their impact on the total fair value

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

iii. The fair values of the remaining fair value through other comprehensive income "FVTOCI" financial assets are derived from quoted market prices in active markets.

iv. The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Interest rate swaps, foreign exchange forward contracts and commodity forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying commodity. All derivative contracts are fully cash collateralised, thereby eliminating both counterparty and the Group's own non-performance risk. As at 31 March 2025, the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised at fair value.

### b. Fair value hierarchy

The disclosure of the financial instruments measured at fair value and valuation technique are as follows:

(₹ in Lakhs)

| Particulars | Fair value hierarchy | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|---|
| **Financials Assets** | | | |
| Outstanding forward contracts (MTM,FVTPL) | Level II | - | 52 |
| Investments in equity shares | Level III | 50,165 | 154 |
| **Financials liabilities** | | | |
| Outstanding forward contracts (MTM,FVTPL) | Level II | 52 | 3 |

### c. Financials risk management objectives and policies:

The Group's principal financial liabilities comprise liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations

The Group financial risk management is an integral part of how to plan and execute its business strategies. The Group is exposed to market risk, credit risk and liquidity risk.

The Group's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Group's are accountable to the Board of Directors and Audit Committee. This process provides assurance to Group's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Group's policies and Group risk objective.

### d. Financial risk management

The Group's senior management oversees the risk management framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

The risk management policies aims to mitigate the following risks arising from the financial instruments:

- Market risk
- Credit risk
- Liquidity risk

### A Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

I. Currency risk

a. The operation of the Group give exposure to foreign exchange risk arising from foreign currency transactions and foreign currency loans, primarily with respect to the USD, CNY and JPY. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The Company hedge the foreign currency exposure. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

b. The Group uses foreign exchange forward contracts to hedge its exposure in foreign currency risk. The Group measures the forward contract at fair value through profit and loss.

c. The spot component of forward contracts is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points.

The foreign currency exposures for the year ended are as follows:

| Particulars | | As at 31st March 2025 | | | As at 31st March 2024 | | |
|---|---|---|---|---|---|---|---|
| | | Total | Hedged | Unhedged | Total | Hedged | Unhedged |
| Payables | In USD / Lakh | 6,384 | 44 | 6,340 | 2,959 | 446 | 2,513 |
| | In CNY / Lakh | 14,890 | - | 14,890 | 6,181 | - | 6,181 |
| | In JPY / Lakh | 24,710 | - | 24,710 | 13,907 | - | 13,907 |
| | In ₹ / Lakh | 7,58,492 | 3,796 | 7,54,696 | 2,85,079 | 37,175 | 2,47,904 |
| Total liabilities | In USD / Lakh | 6,384 | 44 | 6,340 | 2,959 | 446 | 2,513 |
| | In CNY / Lakh | 14,890 | - | 14,890 | 6,181 | - | 6,181 |
| | In JPY / Lakh | 24,710 | - | 24,710 | 13,907 | - | 13,907 |
| | In ₹ / Lakh | 7,58,492 | 3,796 | 7,54,696 | 2,85,079 | 37,175 | 2,47,904 |
| Receivables | In USD / Lakh | 649 | - | 649 | 49 | - | 49 |
| | In CNY / Lakh | - | - | - | 12 | - | 12 |
| | In ₹ / Lakh | 56,396 | - | 56,396 | 4,168 | - | 4,168 |
| Total assets | In USD / Lakh | 649 | - | 649 | 49 | - | 49 |
| | In CNY / Lakh | - | - | - | 12 | - | 12 |
| | In ₹ / Lakh | 56,396 | - | 56,396 | 4,168 | - | 4,168 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

i. *Foreign currency risk exposure*

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Financial assets | 56,396 | 4,168 |
| Financial liabilities | 7,54,696 | 2,47,904 |
| **Net exposure (liabilities)** | **6,98,300** | **2,43,736** |

ii. *Sensitivity*

The details of the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currency. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Impact on profit or loss before tax | 6,983 | 2,437 |
| Impact on total equity as at the end of reporting year | 5,226 | 1,824 |

II. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in base lending rate and LIBOR rates. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations like non-convertible bonds and short term loans. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings, and by the use of interest rate swap contracts. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The following table provides a break-up of the Company's fixed and floating rate borrowings:

a. *Interest rate risk exposure*

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Variable rate borrowings | 19,346 | 13,619 |
| Fixed rate borrowings | 882 | 1,884 |
| | **20,228** | **15,503** |

b. *Sensitivity Analysis*

The sensitivity analyses below have been determined based on the exposure to interest rates for floating rate liabilities, after the impact of hedge accounting, assuming the amount of the liability outstanding at the year-end was outstanding for the whole year.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| **The details of the Company's sensitivity to a 1% increase and decrease in interest rate are as follows:** | | |
| Impact on profit or loss for the year | 193 | 136 |
| Impact on total equity as at the end of reporting year | 145 | 102 |

Impact on profit for the year are gross of tax and impact on total equity is net of tax

III. Other price risks

The Group is exposed to equity price risks arising from equity investments.

Equity investments in unlisted entities are held for strategic rather than trading purposes. The Group does not actively trade these investments.

*Equity price sensitivity analysis*

Group has invested mostly in subsidiries and joint venture. Hence no amount recognised in the statement of profit and loss as all amount of investment are carried at cost

B Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

For other financial assets, the Group assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assesses and maintains an internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics.

The Company's exposure to customers is diversified and three customers contributes to more than 10% of outstanding trade receivable.

**Reconciliation of loss allowance provision**

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Opening balance | 129 | 49 |
| Additional provision made | 549 | 80 |
| Closing provision | **678** | **129** |

The provision for loss allowances of trade receivables have been made by the management on the evaluation of trade receivables. The management at each reporting period made an assessment on recoverability of balances and on the best estimate basis the provision for loss allowances have been created.

C Liquidity risk management

a. Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

term investments provide liquidity in the short-term and long-term. The Group has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b. The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

The tables include principal cash flows. The contractual maturity is based on the earliest date on which the Group may be required to pay.

Maturities of financial liabilities

(₹ in Lakhs)

| As on 31st March, 2025 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| Long term borrowings | 12,139 | 4,443 | 2,428 | 1,218 | 20,228 |
| Trade Payables | 10,88,365 | - | - | - | 10,88,365 |
| Lease liabilities | 5,089 | 11,048 | 10,647 | 20,084 | 46,868 |
| Other financial liabilities | 1,39,740 | 6,008 | - | - | 1,45,748 |

(₹ in Lakhs)

| As on 31st March, 2024 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| Long term borrowings | 3,843 | 5,846 | 4,035 | 1,379 | 15,103 |
| Short term borrowings | 400 | - | - | - | 400 |
| Trade Payables | 4,05,975 | 546 | - | - | 4,06,521 |
| Lease liabilities | 2,195 | 5,977 | 6,485 | 18,738 | 33,395 |
| Other financial liabilities | 50,310 | 4,347 | - | - | 54,657 |

The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Maturities of financial assets

(₹ in Lakhs)

| As on 31st March, 2025 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| Other financial assets | 1,44,541 | - | - | 5,106 | 1,49,647 |
| Investments | - | - | - | 53,560 | 53,560 |
| Trade receivables | 6,96,545 | - | - | - | 6,96,545 |
| Cash and cash equivalents | 23,085 | - | - | - | 23,085 |
| Bank balances other than cash and cash equivalent | 3,268 | - | - | - | 3,268 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 52 Financial instruments (Contd..)

(₹ in Lakhs)

| As on 31st March, 2024 | 0-12 Months | 1-3 years | 3-5 years | More than 5 year | Total |
|---|---|---|---|---|---|
| Other financial assets | 31,815 | 4,214 | - | - | 36,029 |
| Investments | - | - | - | 2,004 | 2,004 |
| Trade receivables | 2,31,788 | - | - | - | 2,31,788 |
| Cash and cash equivalents | 20,048 | - | - | - | 20,048 |
| Bank balances other than cash and cash equivalent | 817 | - | - | - | 817 |
| Loans | 200 | - | - | - | 200 |

e. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents and current investments.

(₹ in Lakhs)

| Particulars | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| Net debt | | |
| a. Borrowings | | |
| - Non current | 8,089 | 11,260 |
| - Current (including current maturities of long term debt) | 12,139 | 4,243 |
| | **20,228** | **15,503** |
| b. Cash and cash equivalents | 23,085 | 20,048 |
| c. Current investments | - | - |
| | **23,085** | **20,048** |
| **Net debt/(Surplus)** | **(2,857)** | **(4,545)** |
| **Total equity** | **3,01,020** | **1,69,485** |
| **Net debt to equity ratio** | **-0.95%** | **-2.68%** |

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 53 Employee Stock Option Plan

**A.** The company previously had Dixon Technologies (India) Limited — Employee Stock Option Plan, 2018 ('Dixon ESOP 2018') and Dixon Technologies (India) Limited — Employee Stock Option Plan, 2020 ('Dixon ESOP 2020') which provided for the grant of equity shares of the Company to the eligible employees of the Company and its Subsidiary and Joint Venture Companies. The Board of Directors recommended the establishment of the Dixon ESOP 2018 and Dixon ESOP 2020 to the shareholders on 26th May, 2018 and 22nd August, 2020 respectively and shareholders approved the recommendations of the Board of Directors in Annual General Meeting held on 25th July, 2018 and 29th September, 2020 respectively. The maximum aggregate number of shares that may be awarded under Dixon ESOP 2018 and Dixon ESOP 2020 was 5,00,000 equity shares and 3,00,000 Equity Shares respectively. Further, effective 19th March, 2021, the equity shares of the Company have been splitted from 1 equity share of ₹ 10/- each to 5 equity shares of ₹ 2/- each, therefore, the aforementioned numbers of equity shares have been adjusted accordingly in the below table. Under Dixon ESOP 2018, the Company has approved 4 grants vide its meeting held on 31st October, 2018 , 13th November, 2019, 04th August, 2020 and 25th March, 2022 and under Dixon ESOP 2020 has approved 6 grants vide its meeting held on 30th October, 2020, 20th October, 2022, 06th February, 2023, 26th October, 2023, 24th October 2024 and 19th March 2025.

Further, the Company laid down Dixon Technologies (India) Limited — Employees Stock Option Plan, 2023 ("DIXON ESOP 2023") which provides for the grant of equity shares of the company to the eligible employees of the Company and its subsidiary companies including its Joint Venture Companies, in accordance with Board of Directors approval dated 26th October, 2023 and members approval accorded through Postal Ballot dated 03rd December, 2023. The maximum aggregate number of shares that may be awarded under Dixon ESOP 2023 is 20,00,000 Equity Shares. Under Dixon ESOP 2023, the Company has approved 3 grants vide its meeting held on 21st March 2024, 20th January 2025 and 19th March 2025. All the ESOP plans are equity settled plans.

| Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Grant IV | Grant-I | Grant II | Grant- III | Grant-IV | Grant V | Grant VI | Grant- I | Grant- II | Grant- III |
| Date of Grant | 25-Mar-22 | 30-Oct-20 | 20-Oct-22 | 06-Feb-23 | 26-Oct-23 | 24-Oct-24 | 19-Mar-25 | 21-Mar-24 | 20-Jan-25 | 19-Mar-25 |
| Date of Share holders Approval | 25-Jul-18 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 29-Sep-20 | 03-Dec-23 | 03-Dec-23 | 03-Dec-23 |
| Date of Board of Directors Approval / Committee | 26-May-18 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 22-Aug-20 | 26-Oct-23 | 26-Oct-23 | 26-Oct-23 |
| No. of Option | 26,500 | 15,00,000 | 1,66,500 | 41000 | 23,000 | 1,85,000 | 13,700 | 20,00,000 | 15,000 | 15,850 |
| Method of settlement (Cash/ Equity) | Equity | Equity | Equity | Equity | Equity | Equity | Equity | Equity | Equity | Equity |
| Vesting Period | 25-Mar-23 | 30-Oct-21 | 21-Oct-23 | 07-Feb-24 | 27-Oct-24 | 24-Oct-25 | 19-Mar-26 | 21-Mar-25 | 20-Jan-26 | 19-Mar-26 |
| | 25-Mar-24 | 30-Oct-22 | 21-Oct-24 | 07-Feb-25 | 27-Oct-25 | 24-Oct-26 | 19-Mar-27 | 21-Mar-26 | 20-Jan-27 | 19-Mar-27 |
| | 25-Mar-25 | 30-Oct-23 | 21-Oct-25 | 07-Feb-26 | 27-Oct-26 | 24-Oct-27 | 19-Mar-28 | 21-Mar-27 | 20-Jan-28 | 19-Mar-28 |
| | - | 30-Oct-24 | 21-Oct-26 | 07-Feb-27 | 27-Oct-27 | | - | - | - | - |
| | - | 30-Oct-25 | 21-Oct-27 | 07-Feb-28 | 27-Oct-28 | | - | - | - | - |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 53 Employee Stock Option Plan (Contd..)

| Particulars | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Grant IV | Grant-I | Grant II | Grant- III | Grant-IV | Grant V | Grant VI | Grant- I | Grant- II | Grant- III |
| Exercise Price (Per Share ₹) | 3,458.52 | 1,538.26 | A. 75,000 equity shares @ ₹ 2,563.59<br>B. 25,000 equity shares @ ₹ 2,777.22<br>C. 66,500 equity shares @ ₹3,631.75 | 2,617.67 | 4,628.76 | 9170.67 | 5,909.00 | 5909.46 | 14,640.78 | 11,450.00 |
| Exercise Period | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 6 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. | Options vested may be exercised by the Option Grantee within a maximum period of One Year from the date of last vesting of Options. Hence maximum term of Options granted is 4 years. |
| Extension of Exercise Period | None | None | None | None | None | None | None | None | None | None |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 53 Employee Stock Option Plan (Contd..)

| Particulars | 31st March 2025 | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | | | Dixon ESOP 2023 | | |
| | Grant IV | Grant I | Grant II A | Grant II B | Grant II C | Grant III | Grant IV | Grant V | Grant VI | Grant I | Grant II | Grant III |
| **1 Outstanding at the beginning** | | | | | | | | | | | | |
| - Shares arising out of options | 14,700 | 4,25,860 | 60,000 | 4,000 | 12,200 | 32,200 | 19,000 | - | - | 20,00,000 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | - | - | 5,909.46 | - | - |
| **2 New option granted during the year** | | | | | | | | | | | | |
| - Shares arising out of options | - | - | - | - | - | - | - | 1,85,000 | 13,700 | - | 15,000 | 15,850 |
| - Weighted average exercise price | - | - | - | - | - | - | - | 9,170.67 | 5,909.00 | - | 14,640.78 | 11,450.00 |
| **3 Forfeited and expired** | | | | | | | | | | | | |
| - Shares arising out of options | - | 1,800 | - | - | - | - | - | - | - | 7,70,000 | - | - |
| - Weighted average exercise price | - | 1,538.26 | - | - | - | - | - | - | - | 5,909.46 | - | - |
| **4 Options Exercised during the year** | | | | | | | | | | | | |
| - Shares arising out of options | 12,300 | 2,12,330 | 15,000 | 1,000 | 3,800 | 8,200 | 5,000 | - | - | 1,57,463 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | - | - | 5,909.46 | - | - |
| **5 Outstanding at the end** | | | | | | | | | | | | |
| - Shares arising out of options | - | 2,11,730 | 45,000 | 3,000 | 8,400 | 24,000 | 14,000 | 1,85,000 | 13,700 | 7,99,507 | 15,000 | 15,850 |
| - Weighted average exercise price | - | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | 9,170.67 | 5,909.00 | 5,909.46 | 14,640.78 | 11,450.00 |
| **6 Exercisable at the end** | | | | | | | | | | | | |
| - Shares arising out of options | 2,400 | - | - | - | - | - | - | - | - | 2,73,030 | - | - |
| - Weighted average exercise price | 3,458.52 | - | - | - | - | - | - | - | - | 5,909.46 | - | - |

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 53 Employee Stock Option Plan (Contd..)

| Particulars | 31st March 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Dixon ESOP 2018 | Dixon ESOP 2020 | | | | | | Dixon ESOP 2023 |
| | Grant IV | Grant I | Grant II | | | Grant III | Grant IV | Grant I |
| | | | A | B | C | | | |
| **1 Outstanding at the beginning** | | | | | | | | |
| - Shares arising out of options | 22,500 | 6,50,430 | 75,000 | 25,000 | 66,500 | 41,000 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | - | - |
| **2 New option granted during the year** | | | | | | | | |
| - Shares arising out of options | - | - | - | - | - | - | 23,000 | 20,00,000 |
| - Weighted average exercise price | - | - | - | - | - | - | 4,628.76 | 5,909.46 |
| **3 Forfeited and expired** | | | | | | | | |
| - Shares arising out of options | 1,500 | 9,040 | - | 16,000 | 42,500 | 1,000 | 4,000 | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | - | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | - |
| **4 Options Exercised during the year** | | | | | | | | |
| - Shares arising out of options | 6,300 | 2,15,530 | 15,000 | 5,000 | 11,800 | 7,800 | - | - |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | - | - |
| **5 Outstanding at the end** | | | | | | | | |
| - Shares arising out of options | 8,400 | 4,25,860 | 60,000 | 4,000 | 11,200 | 32,000 | 19,000 | 20,00,000 |
| - Weighted average exercise price | 3,458.52 | 1,538.26 | 2,563.59 | 2,777.22 | 3,631.75 | 2,617.67 | 4,628.76 | 5,909.46 |
| **6 Exercisable at the end** | | | | | | | | |
| - Shares arising out of options | 6,300 | - | - | - | 1,000 | 200 | - | - |
| - Weighted average exercise price | 3,458.52 | - | - | - | 3,631.75 | 2,617.67 | - | - |

* Fair value of option is based on the valuation report of option.

**B.** The Holding Company has implemented an Employee Stock Option Plan (ESOP) for employees working in its subsidiary and joint ventures companies. These ESOPs are being offered at a discounted price. Furthermore, the company intends to reclaim the ESOP discounts given to subsidiary employees from the respective subsidiaries.

**C.** Grant I, II, and III of the Dixon ESOP 2018 are fully excerised, and there are no outstanding shares available for exercise in this scheme.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 54 Employee benefits

### a. Defined Contribution Plan

Provident Fund and Other Funds : A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 and other acts to the government. The Group's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The Group's obligation is limited to the amounts contributed by it.

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Contribution to provident and other funds | | |
| a. Contribution to provident fund | 1,805 | 1,391 |
| b. Contribution to employee state insurance | 56 | 56 |
| c. Contribution to national pension scheme | 251 | 96 |
| | **2,112** | **1,543** |

### b. Defined benefits plan

Gratuity: The Group provides gratuity benefits to its employees in accordance with the provisions of the Payment of Gratuity Act, 1972. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

(i) Principal Actuarial Assumptions

a. The assumptions of the Group as below:

(₹ in Lakhs)

| Particulars | | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| Future Salary Increase | | 6.00% | 6.00% |
| Discount rate | | 6.93% | 7.23% |
| Mortality rates | | 100% of IALM (2012-14) | 100% of IALM (2012-14) |
| Attributes of ages: withdrawal rate (%) | | | |
| | up to 30 years | 3.00% | 3.00% |
| | From 31 to 44 years | 2.00% | 2.00% |
| | Above 44 years | 1.00% | 1.00% |
| Retirement age (years) | | 58 | 58 |

(ii) Amount recognised in the Statement of Profit and Loss

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Current service cost | 502 | 405 |
| Past service cost including curtailment gains/losses | - | 17 |
| Interest cost on defined benefit obligation | 165 | 134 |
| Interest income on plan assets | (13) | - |
| Net interest cost | 152 | 134 |
| **Expense recognised in the statement of profit and loss** | **654** | **556** |

(iii) Amount recognised in Other Comprehensive Income (OCI)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Remeasurement on the net defined benefit liability: | | |
| Actuarial (gains) / losses arising from changes in demographic assumptions | - | - |

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 54 Employee benefits (Contd..)

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Actuarial (gains) / losses arising from changes in financial assumptions | 47 | 36 |
| Actuarial (gains) / losses arising from plan assets | 1 | - |
| Actuarial (gains) / losses arising from experience adjustments | (90) | (159) |
| **Amount recognised in other comprehensive income** | **(42)** | **(123)** |

**Notes:**

i. The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' in the statement of profit and loss.

ii. The remeasurernent of the net defined benefit liability is Included-in other comprehensive income.

iii. The Group gratuity scheme is partial funded.

(iv) Movements in the present value of the defined benefit obligation:

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| **Liability at the beginning of the year** | 2,140 | 1,819 |
| Adjustment on account of changes in group structure (see note 58) | 250 | - |
| Interest Costs | 165 | 134 |
| Current Service Costs | 502 | 405 |
| Past service cost including curtailment gains/losses | - | 17 |
| Benefits paid | (215) | (112) |
| Actuarial (Gain)/Loss on obligations due to change in Obligation | (42) | (123) |
| **Liability at the end of the year** | **2,800** | **2,140** |

(v) Actuarial gain/(loss) on plan assets

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Expected interest income | 14 | - |
| Actual income on plan assets | 13 | - |
| Actuarial gain/(loss) for the year on plan assets | **(1)** | **-** |

(vi) Changes in plan assets

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Fair value of plan assets at the beginning of the year | - | - |
| Actual return on plan assets | 13 | - |
| Employer contribution | 1,000 | - |
| **Fair value of plan assets at the end of the year** | **1,013** | **-** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 54 Employee benefits (Contd..)

### (vii) Balance sheet and related analysis

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| Present Value of the obligation at end | 2,800 | 2,140 |
| Fair value of plan assets | 1,013 | - |
| Unfunded Liability/provision in Balance Sheet | **1,787** | **2,140** |

The amount included in the consolidated financial statements arising from the entity's obligation in respect of its defined benefit plans is as follows:

(₹ in Lakhs)

| Particulars | Year ended 31st March 2025 | Year ended 31st March 2024 |
|---|---|---|
| Provision for gratuity | | |
| - Non-Current | 1,533 | 1,905 |
| - Current | 254 | 235 |
| | **1,787** | **2,140** |

### (viii) Experience Adjustments

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2023 | Year ended 31st March, 2022 | Year ended 31st March, 2021 |
|---|---|---|---|---|---|
| Present value of DBO | 2,800 | 2,140 | 1,819 | 1,484 | 923 |
| Fair value of plan assets | - | - | - | - | - |
| Funded status | - | - | - | - | - |
| Gain/(loss) on obligation | (42) | (123) | 144 | 25 | (7) |
| Gain/(loss) on plan assets | - | - | - | - | - |

### (ix) Sensitivity Analysis

(₹ in Lakhs)

| Particulars | Year ended 31st March 2025 | Year ended 31st March 2024 |
|---|---|---|
| **a. Impact of the change in discount rate** | | |
| Present Value of Obligation | 2,800 | 2,140 |
| Impact due to increase of 0.50 % | (141) | (102) |
| Impact due to decrease of 0.50 % | 154 | 111 |
| **b. Impact of the change in salary increase** | | |
| Present Value of Obligation at the end of the period | 2,800 | 2,140 |
| Impact due to increase of 0.50 % | 145 | 106 |
| Impact due to decrease of 0.50 % | (134) | (98) |

**Notes:**

i. Sensitivities due to mortality and withdrawals are not material, hence impact of change not calculated.

ii. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

iii. The above sensitivity analysis are without giving the impact of tax.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 54 Employee benefits (Contd..)

### (x) Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

| Financial year | Amount |
|---|---|
| With in 1 year | 254 |
| Between 1 to 5 years | 643 |
| Above 5 years | 890 |
| | **1,787** |

Description of Risk Exposure:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follow:

a. Salary Increases: Change in rate of future salary increase in subsequent years will result in higher liability.

b. Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

c. Mortality and disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

d. Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates in subsequent valuations can impact Plan's liability.

**c.** Liability for compensated absences is recognised on the basis of actuarial valuation as per Projected Unit Credit Method

Actuarial assumptions for compensated absences are as below:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| i. Discounting rate | 6.93% | 7.23% |
| ii. Future increase salary | 6.00% | 6.00% |

## 55 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013, a Group, meeting the applicability threshold, needs to spend at least 2% of average net profit for the immediately preceding three financial year on Corporate Social Responsibility ('CSR') activities. The focus areas for CSR activities are promoting education, skill development, art & culture, healthcare, welfare of senior citizens, environment sustainability, disaster relief and rural development projects. The CSR commiittee has been formed by the Group as per the Act.

(₹ in Lakhs)

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|
| (i) The amount spent by the Group on CSR activities are as below: | | |
| A. Gross amount required to be spent by the Group (include unspent amount of previous year) | 1,033 | 563 |
| **Total (A)** | **1,033** | **563** |
| B. Amount spent by the Group | | |
| a. Expenditure / payments | | |
| i. Jan Maadhyam | 25 | 19 |
| ii. Nav Abhiyan | 12 | 10 |
| iii. Janaseva Trust | - | 10 |
| iv. Krishnashray Foundation | 14 | 4 |
| v. Paramhans Yogananda Trust | - | 5 |
| vi. Saint Hardyal Educational and Orphans Welfare Society (SHEOWS) | 73 | 75 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 55 Corporate Social Responsibility (Contd..)

(₹ in Lakhs)

| Particulars | | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|---|---|---|
| vii. | B.S. Negi Mahila Pravidhik Prashikshan Sansthan | 10 | 5 |
| viii. | PM Cares fund | 58 | - |
| ix. | Connect to Andhra | - | 1 |
| x. | Latika Roy Memorial Foundation | 35 | 25 |
| xi. | Labhya Foundation | 50 | 40 |
| xii. | Bansividya Memorial Trust | 30 | 15 |
| xiii. | Isha Foundation | 10 | - |
| xiv. | Mahavir Foundation Trust | 10 | 10 |
| xv. | PHD Rural Development Foundation | 14 | - |
| xvi. | Rotary Club South end | - | 11 |
| xvii. | Utkarsh Global Foundation | - | 10 |
| xviii. | Chinmaya Organisation For Rural Development (CORD) | 5 | 5 |
| xix. | Champa Devinder Dhingra Sports Trust | 2 | - |
| xx. | Routes 2 Roots | 20 | - |
| xxi. | Wellman Foundation | 30 | - |
| xxii. | Wishes & Blessings | 10 | - |
| xxiii. | Saksham | 30 | - |
| xxiv. | Umeed Foundation | 15 | - |
| xxv. | Caddies Welfare Trust | 15 | - |
| xxvi. | Bajaj Foundation | 125 | - |
| xxvii. | Simple Education Foundation | 10 | - |
| xxviii. | Deeds Public Charitable Trust | 20 | - |
| xxix. | Vision Spring Foundation | 21 | - |
| xxx. | Vision Foundation | 20 | - |
| xxxi. | Indian Football Foundation | 30 | - |
| xxxii. | Delhi Premier Rotary Service Foundation | 1 | - |
| xxxiii. | Etasha Society | - | 5 |
| xxxiv. | Sapna | 17 | 5 |
| xxxv. | Andhra Pradesh State Disaster Management Authority- CMRF | 10 | - |
| xxxvi. | Purkal Youth Development Society | 37 | 28 |
| xxxvii. | Reimagining Higher Education Foundation | 260 | 280 |
| **Total (a)** | | **1,019** | **563** |
| b. | Plantation of trees and fencing around Greater Noida factory | 14 | - |
| **Total (b)** | | **14** | **-** |
| **Total expenditure (a+b)** | | **1,033** | **563** |
| C. | Shortfall at the end of the year | - | - |

There is no payment made to related parties

### (ii) Details of CSR expenditure under section 135(5) of the Act in respect of other than ongoing projects

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Balance as at the beginning of the year** | - | - |
| Amount required to be spent during the period | 1,033 | 563 |
| Amount deposited in a specified fund of Schedule VII of the Act with in 6 months | - | - |
| Amount spent during the year | 1,033 | 563 |
| **Balance / (excess spending) as at the closing of the year** | **-** | **-** |

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 55 Corporate Social Responsibility (Contd..)

### (iii) Details of excess CSR expenditure under section 135(5) of the Act

(₹ in Lakhs)

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|---|---|
| **Balance excess / short spent as at the beginning of the year** | - | - |
| Amount required to be spent during the period | - | - |
| Amount spent during the year | - | - |
| **Balance as at the closing of the year** | **-** | **-** |

**(iv)** These is no payment made to related parties

## 56 Segment Reporting

The Chief Operating Decision Maker (CODM) comprises of the Board of Directors, ,Managing Director and Vice chairman and Chief financial officer which examines the Group's performance on the basis of single operating segment i.e. Electronics Goods; accordingly segment disclosure has not been made.

Revenue from three customers (Previous year two customers) of the Company represented approximately 60% of the total revenue (Previous year 45%).

## 57 Related party disclosure

### a. List of related parties

i Joint Venture Company

a. Rexxam Dixon Electronics Private Limited

b. AIL Dixon Technologies Private Limited (till 08 July 2024)

ii. Key Managerial Personnel and their relatives

| | | |
|---|---|---|
| a. | Mr. Sunil Vachani | Executive Chairman |
| b. | Mr. Atul B. Lall | Vice Chairman and Managing Director |
| c. | Mr. Manuji Zarabi | Non Executive Independent Director (till 22 February, 2025) |
| d. | Ms. Poornima Shenoy | Non Executive Independent Director (till 22 February, 2025) |
| e. | Mr. Manoj Maheshwari | Non Executive Independent Director |
| f. | Mr. Keng Tsung Kuo | Non Executive Independent Director |
| g. | Mr. Rakesh Mohan | Non Executive Independent Director |
| h. | Mr. Arun Seth | Non Executive Independent Director |
| i. | Ms. Geeta Mathur | Non Executive Independent Director (w.e.f. 24 October, 2024) |
| j. | Mr. Saurabh Gupta | Chief Financial Officer (CFO) |
| k. | Mr. Ashish Kumar | Company Secretary |

iii. Close member of key managerial personnel

| | | |
|---|---|---|
| a. | Mr. Prithvi Vachani | Vice President- Business Development & New Projects (Son of Executive Chairman) |

iv. Entities over which executive directors or relatives are able to exercise control/significant influence

a. Light House Partners

b. Topline Electronics Private Limited

c. Smartice LLP

d. Smartice Global

e. Smartice Private Limited

# Notes to Consolidated Financial Statements
for the year ended 31st March 2025

## 57 Related party disclosure (Contd..)

### b. Transactions with related parties

(₹ in Lakhs)

| Particulars | Joint Venture Company | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|
| | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
| **A. Transactions during the year** | | | | | | | | |
| **Interest income** | **11** | **7** | **-** | **-** | **-** | **-** | **11** | **7** |
| AIL Dixon Technologies Private Limited | 11 | 7 | - | - | - | - | 11 | 7 |
| **Sale of services** | **181** | **121** | **-** | **-** | **-** | **-** | **181** | **121** |
| Rexxam Dixon Electronics Private Limited | 146 | 50 | - | - | - | - | 146 | 50 |
| AIL Dixon Technologies Private Limited | 35 | 71 | - | - | - | - | 35 | 71 |
| **Sale of goods** | **8** | **805** | **-** | **-** | **-** | **27** | **8** | **832** |
| Rexxam Dixon Electronics Private Limited | 8 | 756 | - | - | - | - | 8 | 756 |
| AIL Dixon Technologies Private Limited | - | 49 | - | - | - | - | - | 49 |
| Topline Electronics Private Limited | - | - | - | - | - | 27 | - | 27 |
| **Purchase of raw material** | **-** | **80** | **-** | **-** | **-** | **-** | **-** | **80** |
| Rexxam Dixon Electronics Private Limited | - | 1 | - | - | - | - | - | 1 |
| AIL Dixon Technologies Private Limited | - | 79 | - | - | - | - | - | 79 |
| **Service charges paid** | **-** | **-** | **-** | **-** | **475** | **3** | **475** | **3** |
| Smartice Global | - | - | - | - | 179 | - | 179 | - |
| Smartice Private Limited | - | - | - | - | 296 | 3 | 296 | 3 |
| **Sale of Property, plant and equipment** | **94** | **128** | **-** | **-** | **-** | **-** | **94** | **128** |
| Rexxam Dixon Electronics Private Limited | 94 | 117 | - | - | - | - | 94 | 117 |
| AIL Dixon Technologies Private Limited | - | 11 | - | - | - | - | - | 11 |
| **Purchase of Property, plant and equipment** | **-** | **10** | **-** | **-** | **-** | **-** | **-** | **10** |
| AIL Dixon Technologies Private Limited | - | 10 | - | - | - | - | - | 10 |
| **Rent income** | **132** | **126** | **-** | **-** | **-** | **-** | **132** | **126** |
| Rexxam Dixon Electronics Private Limited | 132 | 126 | - | - | - | - | 132 | 126 |
| **Rent expenses including taxes** | **27** | **-** | **-** | **-** | **-** | **-** | **27** | **-** |
| AIL Dixon Technologies Private Limited | 27 | - | - | - | - | - | 27 | - |
| **Reimbursement of expenses** | **18** | **-** | **-** | **-** | **-** | **-** | **18** | **-** |
| Rexxam Dixon Electronics Private Limited | 4 | - | - | - | - | - | 4 | - |
| AIL Dixon Technologies Private Limited | 14 | - | - | - | - | - | 14 | - |
| **Corporate Guarantee given on behalf of the Subsidiaries and joint venture** | **-** | **965** | **-** | **-** | **-** | **-** | **-** | **965** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 57 Related party disclosure (Contd..)

(₹ in Lakhs)

| Particulars | Joint Venture Company | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|
| | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
| AIL Dixon Technologies Private Limited | - | 965 | - | - | - | - | - | 965 |
| **Loans provided** | **-** | **200** | **-** | **-** | **-** | **-** | **-** | **200** |
| AIL Dixon Technologies Private Limited | - | 200 | - | - | - | - | - | 200 |
| **Repayment of loan provided** | **200** | **-** | **-** | **-** | **-** | **-** | **200** | **-** |
| AIL Dixon Technologies Private Limited | 200 | - | - | - | - | - | 200 | - |
| **Director sitting fees** | **-** | **-** | **43** | **19** | **-** | **-** | **43** | **19** |
| Mr. Rakesh Mohan | - | - | 5 | 3 | - | - | 5 | 3 |
| Mr. Manuji Zarabi | - | - | 11 | 5 | - | - | 11 | 5 |
| Ms. Poornima Shenoy | - | - | 1 | 2 | - | - | 1 | 2 |
| Ms. Geeta Mathur | - | - | 3 | - | - | - | 3 | - |
| Mr. Arun Seth | - | - | 6 | 1 | - | - | 6 | 1 |
| Mr. Manoj Maheshwari | - | - | 11 | 5 | - | - | 11 | 5 |
| Mr. Keng Tsung Kuo | - | - | 6 | 3 | - | - | 6 | 3 |
| **Remuneration (including commission)** | **-** | **-** | **2,332** | **2,345** | **-** | **-** | **2,332** | **2,345** |
| Mr. Sunil Vachani | - | - | 716 | 860 | - | - | 716 | 860 |
| Mr. Atul B. Lall | - | - | 699 | 846 | - | - | 699 | 846 |
| Mr. Saurabh Gupta | - | - | 692 | 437 | - | - | 692 | 437 |
| Mr. Ashish Kumar | - | - | 123 | 110 | - | - | 123 | 110 |
| Mr. Prithvi Vachani | - | - | 36 | 32 | - | - | 36 | 32 |
| Mr. Arun Seth | - | - | 6 | - | - | - | 6 | - |
| Mr. Rakesh Mohan | - | - | 12 | 12 | - | - | 12 | 12 |
| Mr. Manuji Zarabi | - | - | 12 | 12 | - | - | 12 | 12 |
| Ms. Poornima Shenoy | - | - | 12 | 12 | - | - | 12 | 12 |
| Mr. Manoj Maheshwari | - | - | 12 | 12 | - | - | 12 | 12 |
| Mr. Keng Tsung Kuo | - | - | 12 | 12 | - | - | 12 | 12 |
| **ESOPs*** | **-** | **-** | **2,379** | **1,138** | **-** | **-** | **2,379** | **1,138** |
| Mr. Atul B. Lall | - | - | 615 | 615 | - | - | 615 | 615 |
| Mr. Saurabh Gupta | - | - | 1,549 | 308 | - | - | 1,549 | 308 |
| Mr. Ashish Kumar | - | - | 215 | 215 | - | - | 215 | 215 |

*Exercised during the year

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 57 Related party disclosure (Contd..)

(₹ in Lakhs)

| Particulars | Joint Venture Company | | KMP and their relatives | | Entities over which executive directors or relatives are able to exercise control/significant influence | | Total | |
|---|---|---|---|---|---|---|---|---|
| | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
| **B. Outstanding balances** | | | | | | | | |
| **Loans** | **-** | **200** | **-** | **-** | **-** | **-** | **-** | **200** |
| AIL Dixon Technologies Private Limited | - | 200 | - | - | - | - | - | 200 |
| **Trade Payables** | **-** | **-** | **-** | **-** | **54** | **-** | **54** | **-** |
| Smartice Global | - | - | - | - | 3 | - | 3 | - |
| Smartice Private Limited | - | - | - | - | 51 | - | 51 | - |
| **Trade Receivables** | **4** | **110** | **-** | **-** | **-** | **-** | **4** | **110** |
| Rexxam Dixon Electronics Private Limited | 4 | 5 | - | - | - | - | 4 | 5 |
| AIL Dixon Technologies Private Limited | - | 105 | - | - | - | - | - | 105 |
| **Investment in equity shares** | **3,395** | **1,850** | **-** | **-** | **-** | **-** | **3,395** | **1,850** |
| Rexxam Dixon Electronics Private Limited | 3,395 | 1,850 | - | - | - | - | 3,395 | 1,850 |
| **Payable to Key Management Persons** | **-** | **-** | **8** | **-** | **-** | **-** | **8** | **-** |
| Mr. Saurabh Gupta | - | - | 3 | - | - | - | 3 | - |
| Mr. Ashish Kumar | - | - | 5 | - | - | - | 5 | - |
| **Bond Given to Custom Department by the group on behalf of joint venture** | **100** | **150** | **-** | **-** | **-** | **-** | **100** | **150** |
| Rexxam Dixon Electronics Private Limited | 100 | 100 | - | - | - | - | 100 | 100 |
| AIL Dixon Technologies Private Limited | - | 50 | - | - | - | - | - | 50 |
| **Corporate guarantee** | **-** | **965** | **-** | **-** | **-** | **-** | **-** | **965** |
| AIL Dixon Technologies Private Limited | - | 965 | - | - | - | - | - | 965 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 58 Composition of Group

The information about the composition of group at the end of reporting year is as follows:

| Name of entity | Principal activity | Place of incorporation | Principal place of business | Proportion of ownership interest/ voting rights held by the group | |
|---|---|---|---|---|---|
| | | | | As at 31st March, 2025 | As at 31st March, 2024 |
| **A. Subsidiary Companies** | | | | | |
| Dixon Global Private Limited | Trading | Noida, India | Dehradun, India | 100% | 100% |
| Padget Electronics Private Limited | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| Dixon Electro Appliances Private Limited | Manufacturing | Noida, India | Ludhiana, Noida, India | 51% | 51% |
| Dixon Electro Manufacturing Private Limited | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| Dixon Technologies Solutions Private Limited | Manufacturing | Noida, India | Dehradun, India | 100% | 100% |
| Dixtel Communications Private Limited* | Trading | Noida, India | Noida, India | - | 100% |
| Califonix Tech and Manufacturing Private Limited | Manufacturing | Noida, India | Noida, India | 50% | 50% |
| Dixon Dispay Technologies Private Limited (formerly known as Dixon infotech Private Limited) | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| Dixtel Infocom Private Limited | Manufacturing | Noida, India | Noida, India | 100% | 100% |
| Dixon Electroconnect Private Limited (incorporated as on 20 September 2024) | Manufacturing | Noida, India | Noida, India | 100% | - |
| Dixon IT Devices Private Limited (incorporated as on 19 September 2024) | Manufacturing | Noida, India | Noida, India | 100% | - |
| Dixon Teletech Private Limited (incorporated as on 28 September 2024) | Manufacturing | Noida, India | Noida, India | 100% | - |
| Ismartu India Private Limited ** | Manufacturing | Noida, India | Noida, India | 50.1% | - |
| **B. Joint controlled Companies** | | | | | |
| AIL Dixon Technologies Private Limited (till 08 July, 2024) | Manufacturing | Noida, India | Andhra Pradesh, India | - | 50% |
| Rexxam Dixon Electronics Private Limited | Manufacturing | Noida, India | Noida, India | 40% | 40% |

* During the year, Dixtel Communications Private Limited wholly owned subsidiary of the Company has been struck off from the Register of Companies vide its order dated 21 September 2024.

** During the year, the group has completed the acquisition of 50.10% stake in IsmartU India Private Limited. Accordingly, IsmartU India Private Limited became a subsidiary of the Holding Company.

### C. Change in Group structure

i. On 13 August 2024, the Holding Company acquired 50.10% of the equity share capital of Ismartu India Private limited ("the Acquiree") for a total purchase consideration of Rs. 32,234 lakhs. Pursuant to this acquisition, the Holding Company obtained control over the Acquiree as defined in Ind AS 110 – Consolidated Financial Statements, and accordingly the results of the Acquiree have been consolidated from the closing of business hours of 13 August 2024.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 58 Composition of Group (Contd..)

ii. The effect of transaction on the accounts of the Group as at 13 August 2024 is set out below:

(₹ in Lakhs)

| Particulars | | Amount |
|---|---|---:|
| A | **Assets:** | |
| | Non-current assets | 9,996 |
| | Current assets | 1,19,625 |
| | **Total assets** | **1,29,621** |
| B | **Liabilities:** | |
| | Non-current liabilities | 4,015 |
| | Current liabilities | 96,043 |
| | **Total liabilities** | **1,00,058** |
| C | **Net asset value (A-B)** | **29,563** |
| D | **Consideration** | 32,234 |
| | **Goodwill (D-C) (see note i)** | 2,671 |

**Note:**

i. Goodwill represents excess of consideration paid over net of asset and liabilities recognised as on the completion date.

59 Additional information as required under schedule III to the Companies Act, 2013 of enterprieses consolidated as subsidiaries and Joint Ventures

(₹ in Lakhs)

| Name of the Group | As at 31st March, 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Net Assets i.e Total Assets minus total liabilities | | Share of profit and loss | | Share of OCI | | Total Comprehensive Income | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated total comprehensive income | Amount |
| **A. Holding Company** | | | | | | | | |
| Dixon Technologies (India) Limited | 54% | 2,18,277 | 44% | 56,590 | -139% | (46) | 44% | 56,544 |
| **B. Subsidiary Companies** | | | | | | | | |
| Dixon Global Private Limited | 0% | 1,497 | 0% | 119 | - | - | 0% | 119 |
| Padget Electronics Private Limited | 16% | 64,707 | 30% | 39,089 | -58% | (19) | 30% | 39,070 |
| Dixon Electro Appliances Private Limited | 3% | 11,498 | 5% | 7,062 | 94% | 31 | 6% | 7,093 |
| Dixon Electro Manufacturing Private Limited | 4% | 16,412 | 2% | 2,056 | -12% | (4) | 2% | 2,052 |
| Dixon Technologies Solutions Private Limited | 0% | 1,147 | 2% | 1,957 | -24% | (8) | 2% | 1,949 |
| Dixtel Communications Private Limited | - | - | 0% | (10) | - | - | 0% | (10) |
| Califonix Tech and Manufacturing Private Limited | 2% | 6,452 | 1% | 1,832 | 48% | 16 | 1% | 1,848 |
| Dixon Dispay Technologies Private Limited (formerly known as Dixon infotech Private Limited) | 0% | (13) | 0% | (14) | - | - | 0% | (14) |
| Dixtel Infocom Private Limited | 0% | (1) | 0% | (1) | - | - | 0% | (1) |
| Dixon Electroconnect Private Limited | - | - | 0% | (1) | - | - | 0% | (1) |
| Dixon IT Devices Private Limited | - | - | 0% | (1) | - | - | 0% | (1) |
| Dixon Teletech Private Limited | - | - | 0% | (1) | - | - | 0% | (1) |
| Ismartu India Private limited | 19% | 77,656 | 14% | 18,691 | 191% | 63 | 15% | 18,754 |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

**59** Additional information as required under schedule III to the Companies Act, 2013 of enterprieses consolidated as subsidiaries and Joint Ventures (Contd..)

(₹ in Lakhs)

| Name of the Group | As at 31st March, 2025 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Net Assets i.e Total Assets minus total liabilities | | Share of profit and loss | | Share of OCI | | Total Comprehensive Income | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated total comprehensive income | Amount |
| **C. Joint Venture** | | | | | | | | |
| Rexxam Dixon Electronics Private Limited | 1% | 3,395 | 1% | 1,544 | - | - | 1% | 1,544 |
| AIL Dixon Technologies Private Limited | - | - | 0% | 194 | - | - | 0% | 194 |
| | | **4,01,027** | | **1,28,912** | | **33** | | **1,28,945** |
| Adjustments in consolidation | | 54,094 | | (5,654) | | (1) | | (5,655) |
| | **100%** | **3,46,933** | **100%** | **1,23,258** | **100%** | **32** | **100%** | **1,23,290** |

(₹ in Lakhs)

| Name of the Group | As at 31st March, 2024 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Net Assets i.e Total Assets minus total liabilities | | Share of profit and loss | | Share of OCI | | Total Comprehensive Income | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated OCI | Amount | As % of consolidated total comprehensive income | Amount |
| **A. Holding Company** | | | | | | | | |
| Dixon Technologies (India) Limited | 76% | 1,39,430 | 50% | 18,566 | 118% | 101 | 50% | 18,667 |
| **B. Subsidiary Companies** | | | | | | | | |
| Dixon Global Private Limited | 1% | 1,378 | 1% | 294 | - | - | 1% | 294 |
| Padget Electronics Private Limited | 14% | 25,637 | 39% | 14,547 | 14% | 12 | 39% | 14,559 |
| Dixon Electro Appliances Private Limited | 2% | 4,405 | 1% | 365 | 20% | 17 | 1% | 382 |
| Dixon Electro Manufacturing Private Limited | 0% | (641) | -2% | (617) | -4% | (3) | -2% | (620) |
| Dixon Technologies Solutions Private Limited | 1% | 1,798 | 5% | 1,808 | - | - | 5% | 1,808 |
| Dixtel Communications Private Limited | 0% | 10 | 0% | - | - | - | 0% | - |
| Califonix Tech and Manufacturing Private Limited | 3% | 5,204 | 3% | 1,076 | -42% | (36) | 3% | 1,040 |
| Dixon Dispay Technologies Private Limited (formerly known as Dixon infotech Private Limited) | 0% | 1 | 0% | - | - | - | 0% | - |
| Dixtel Infocom Private Limited | 0% | 1 | 0% | - | - | - | 0% | - |
| **C. Joint Venture** | | | | | | | | |
| AIL Dixon Technologies Private Limited | 2% | 3,707 | 1% | 429 | -2% | (2) | 1% | 427 |
| Rexxam Dixon Electronics Private Limited | 1% | 1,851 | 3% | 1,024 | -4% | (3) | 3% | 1,021 |
| | | **1,82,781** | | **37,492** | | **85** | | **37,577** |
| Adjustments in consolidation | | (10,535) | | - | | 1 | | 1 |
| | **100%** | **1,72,246** | **100%** | **37,492** | **100%** | **86** | **100%** | **37,578** |

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

**60** a) The Ministry of Electronics and Information Technology (IPHW Division) issued Notification No. W-28/1/2019-IPHW-MeitY dated April 01, 2020 for Production Linked Incentive Scheme (PLI) for Large Scale Electronics Manufacturing. Padget Electronics Private Limited (a subsidiary company) filed an application under such a scheme and got approval during financial year 2020-21. Under such a scheme the company gets a certain percentage of their sales of eligible products as incentive and is valid from Financial Year 2021-22 to 2025-26.

As on March 31st, 2025, the company has received incentive accrued upto the period ended 31 December 2023.

b) Padget Electronics Private Limited (a subsidiary company) was approved as an eligible applicant under Production Linked Incentive (PLI) 2.0 for IT Hardware notified vide Gazette Notification No. CG-DL-E-30052023-246165 dated 29th May 23 and guidelines for the operation of PLI Scheme 2.0 dated 14th July 2023. The company got the approval vide Letter No. IFCI/MeitY/PLI-ITHW-231124019 dated 24th November, 2023 issued by IFCI (Project Management Agency under the Scheme). The Company has got approval under Hybrid category for which Base Year is FY 2023-24 the scheme is eligible for 6 years from financial year 2024-25 to financial year 2029-30. Under such a scheme, the company gets incentive on complying with certain Investment and revenue criteria. As on March 31st, 2025, the company has not met the criteria.

**c) Production Linked Incentive (PLI) Scheme to promote Telecom And Networking Products Manufacturing in India:**

Production Linked Incentive (PLI) Scheme To Promote Telecom And Networking Products Manufacturing in India:

'The Ministry of Communications issued a gazette Notification No. CG-DL-E-24022021-225442 on 24th February 2021 to introduce a Production Linked Incentive Scheme (PLI) to encourage the manufacturing of Telecom and Networking products in India. Dixon Electro Appliances Private Limited (a subsidiary company) applied for the scheme on 02nd July 2021 and received approval on 14th October 2021. The scheme is applicable from FY 2021-22 to FY 2025-26, and the company is eligible to receive a certain percentage of sales of eligible products as incentives during this period.

In FY 2022-23, the scheme was revised through an office memorandum dated 20th June 2022 to introduce a design-led criterion. An additional incentive of 1% was offered to the applicant company, and the company reapplied for the scheme on 25th August, 2022. They were granted approval on 31st October, 2022 and opted to forego the scheme benefit for their former application. The new scheme is applicable for the period FY 2022-23 to FY 2026-27.

The Company has met the investment and revenue thresholds for the FY 2024-25 of ₹12,600 lakhs and ₹37,800 lakhs respectively and is eligible to claim incentive from government under the aforesiad scheme. Accordingly, the Company has accrued for the PLI as grant in the nature of income in accordance with Ind AS 20 – “Government Grants” and recognised an amount of ₹3,971 lakhs (net of benefits transferred to customers) under other operating revenue with corresponding amount receivable of ₹ 12,600 lakhs (gross amount) from government authorities under other current financial assets.

During the current year, the Group has received the incentive accrued during the year ended 31st March 2024.

**d) Production Linked Incentive (PLI) Scheme to promote White Goods Manufacturing in India:**

The Ministry of Communications issued a gazette Notification No. CG-DL-E-16042021-226671 on 16th April 2021 to introduce a Production Linked Incentive Scheme (PLI) to encourage the manufacturing of White Goods (Air Conditioners & LED Lights) products in India. Dixon Technologies Solutions Private Limited (a subsidiary company) applied for the scheme on 15th September 2021 and received approval on 12th November 2021 under Normal Category for LED Lights (Low Value Intermediaries). The scheme is applicable from financial year 2022-2023 to financial year 2027-2028, and the company is eligible to receive a certain percentage of sales of eligible products for as incentives during this period.

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

The Company has met the investment and revenue thresholds for the financial year 2024-2025 of ₹ 4,000 lakhs and ₹ 24,000 lakhs respectively and is eligible to claim incentive from government under the aforesaid scheme. Accordingly,the Company has accrued for the PLI as grant in the nature of income in accordance with Ind AS 20 – “Government Grants” and recognised an amount of ₹ 1,440 lakhs under other operating revenue from government authorities under other current financial assets.

During the current year, the Company has received the incentive accrued during the year ended 31 March 2024.

**61** The Group has been sanctioned working capital limits in excess of ₹ 500 lakhs in aggregate from Banks/financial institutions on the basis of security of current assets. There were no material differences between the books of accounts and Quarterly returns / statements filed with such Banks/ financial institutions for financial year 2024-2025.

**62** The Board of Directors of the Holding Company have recommended a final dividend of 400% (₹ 8 per Equity Share of ₹ 2 each) for the financial year 2024-2025 subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

**63** On 08 July 2024, the Holding Company entered into Share Subscription and Purchase Agreement (“SSPA”) with Aditya Infotech Limited (“Aditya”) for sale of 9,500,000 fully paid up equity shares of AIL Dixon Technologies Private Limited (‘AIL Dixon’) representing 50% of AIL Dixon equity share capital, the joint venture company. The consideration of this transaction is through exchange of 73,05,805 equity shares of Re. 1 each, representing 6.50% of Aditya equity share capital on a fully diluted basis. The fair value gain of Rs. 45,998 lakhs on these investments has been recognised during the year ended 31 March 2025 as exceptional item.

**64** Figures for the previous year have been regrouped / rearranged wherever necessary to conform to the current year’s presentation.

## 65 Other Statutory Information

i. The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

ii. The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

iii. The Group do not have any charges or satisfaction which is yet to be registered with ROC.

iv. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

v. The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

  a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

  b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

# Notes to Consolidated Financial Statements

for the year ended 31st March 2025

## 65 Other Statutory Information (Contd..)

vi. The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

vii. The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

viii. The Group have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

ix. The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

x. The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**66** There are no subsequent event observed after the reporting period which have material impact on the Group's operation.

In terms of our report attached
**For S. N. Dhawan & CO LLP**
Chartered Accountants
Firm's Registration No. 000050N/N500045

Rahul Singhal
**Partner**
Membership No. 096570

Place: New Delhi
Date: 20th May, 2025

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

Sunil Vachani
**Chairman**

Atul B. Lall
**Vice Chairman and Managing Director**

Saurabh Gupta
**Chief Financial officer**

Ashish Kumar
**Company Secretary**

Place: New Delhi
Date: 20th May, 2025

Place: New Delhi
Date: 20th May, 2025

# Statement containing salient features Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 relating to Subsidiary & Joint ventures

## a) Subsidiary Company

(Rs. in Lakhs unless otherwise stated)

| S. No. | Name of Subsidiary | Date since which subsidiary was acquired | Reporting Currency | Share Capital | Other Equity | Total Assets | Total Liabilities | Investments | Turnover | Profit/ (loss) Before Taxation | Provision For Taxation | Profit/ (loss) After Taxation | OCI* | Total CI | Proposed Dividend | % of Shareholding |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Dixon Global Private Limited | 27-Oct-10 | INR | 100 | 1,397 | 1,653 | 156 | - | 2,648 | 166 | 47 | 119 | - | 119 | - | 100% |
| 2 | Padget Electronics Private Limited | 12-Apr-19 | INR | 1,500 | 63,207 | 10,16,038 | 9,51,331 | - | 27,95,801 | 52,369 | 13,280 | 39,089 | (19) | 39,070 | - | 100% |
| 3 | Dixon Electro Appliances Private Limited | 15-Jan-20 | INR | 4,090 | 7,408 | 2,49,427 | 2,37,929 | 56 | 3,34,392 | 8,521 | 1,459 | 7,062 | 31 | 7,093 | 0.41 | 51% |
| 4 | Dixon Electro Manufacturing Private Limited | 16-Mar-21 | INR | 2 | 16,410 | 53,586 | 37,174 | - | 69,403 | 2,483 | 428 | 2,055 | (4) | 2,051 | - | 100% |
| 5 | Dixon Technologies Solutions Private Limited | 16-Mar-21 | INR | 1 | 1,146 | 17,309 | 16,162 | - | 37,186 | 2,433 | 476 | 1,957 | (8) | 1,949 | - | 100% |
| 6 | Califonix Tech and Manufacturing Private Limited | 27-Apr-22 | INR | 4,310 | 2,142 | 17,455 | 11,003 | 56 | 73,208 | 2,207 | 375 | 1,832 | 16 | 1,848 | - | 50% |
| 7 | Dixtel Communications Private Limited*** | 22-Feb-23 | INR | 10 | (10) | - | - | - | - | (10) | - | (10) | - | (10) | - | 100% |
| 8 | Dixon Display Technologies Private Limited (formarly known as Dixon Infotech Private Limited) | 25-Aug-23 | INR | 1 | (14) | 400 | 413 | - | - | (14) | - | (14) | - | (14) | - | 100% |
| 9 | Dixtel Infocom Private Limited | 20-Sep-23 | INR | 1 | (2) | 1 | 2 | - | - | (1) | - | (1) | - | (1) | - | 100% |
| 10 | Ismartu India Private Limited | 14-Aug-24 | INR | 2,769 | 74,887 | 2,14,177 | 1,36,521 | - | 4,35,791 | 25,052 | 6,361 | 18,691 | 63 | 18,754 | - | 50.10% |
| 11 | Dixon Electroconnect Private Limited** | 20-Sep-24 | INR | 1 | (1) | 2 | 2 | - | - | (1) | - | (1) | - | (1) | - | 100% |
| 12 | Dixon IT Devices Private Limited** | 19-Sep-24 | INR | 1 | (1) | 2 | 2 | - | - | (1) | - | (1) | - | (1) | - | 100% |
| 13 | Dixon Teletech Private Limited** | 28-Sep-24 | INR | 1 | (1) | 2 | 2 | - | - | (1) | - | (1) | - | (1) | - | 100% |

*Other Comprehensive Income

**Incorporated during the year

***Struck off during the year

## b) Jointly Controlled Entities:

(Rs. in Lakhs unless otherwise stated)

| S. No. | Name of Joint Ventures | Date since which Joint Venture was acquired | Latest audited Balance Sheet Date | Shares of Joint Ventures held by the company on the year end | | | Description of how there is significant influence | Reason why the joint venture is not consolidated | Net worth attributable to Shareholding as per latest audited Balance Sheet | Profit/(loss) for the year | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Numbers | Amount of Investment in Joint `Venture | Extent of Holding% attributable | | | | Considered in Consolidation | Not Considered in Consolidation |
| 1 | AIL Dixon Technologies Private Limited (till 08 July 2024) | 08-Feb-17 | 31-Mar-25 | - | - | - | Note A | - | - | 194 | - |
| 2 | Rexxam Dixon Electronics Private Limited | 15-May-21 | 31-Mar-25 | 60,00,000 | 600 | 40.00% | Note A | - | 3,394 | 1,543 | - |

**Note A:** There is significant influence due to percentage holding of share capital.

The Notes are an integral part of the Financial Statements.

For and on behalf of the Board of Directors
**Dixon Technologies (India) Limited**

| Sunil Vachani | Atul B.Lall | Saurabh Gupta | Ashish Kumar |
|---|---|---|---|
| **Chairman** | **Managing Director** | **Chief Financial officer** | **Company Secretary** |

Place: New Delhi
Date: 20th May, 2025

Dixon®

The brand behind brands

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