

Ref: DIL/SEC/2025-26

March 12, 2026

The Listing Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai -400001

Scrip Code- 500068  
Name of the Company – DISA India Limited

Dear Sir,

**Sub: Intimation of Notice of Postal Ballot.**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed notice of Postal Ballot along with the explanatory statement, seeking approval of the Members of the Company for the following resolution:

Sl. No.	Resolution
1.	Appointment of Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284) as a Non – Executive Independent Director of the Company.

In compliance with the provisions of the General circular no. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the notice of Postal Ballot is sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, March 6, 2026.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for providing e-voting facility to its members.

The remote e-voting will commence from Friday, March 13, 2026 (9:00 a.m. IST) and ends on Saturday, April 11, 2026 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Tuesday, April 14, 2026.

The details are also being made available on the Company's website <https://www.disa-india.com/>

**DISA India Limited**

**Registered & Corporate Office:**

6th Floor, S-604, World Trade Center (WTC), Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore-560 055, Karnataka, India  
T: +91 80 2249 6700 – 03 | F: +91 80 2249 6750 | E: bangalore@noric.com  
CIN: L85110KA1984PLC006116 | GST: 29AAACG5030F1ZY

**Regional Sales:**

**New Delhi:** delhi@noric.com  
**Kolkata:** kolkata@noric.com  
**Pune:** pune@noric.com  
**Parts & Services:** cdc.india@noric.com

**Manufacturing Facility:**

**Tumkur:** No. 28-32, Satyamangala Industrial Area, Tumkur – 572104, Karnataka, India  
T: +91 816 6602000/01  
E: tumkur@noric.com

This is for your kind information and record.

Thanking you,

Yours sincerely,  
For DISA India Limited,


Shrithee M S  
Company Secretary & Compliance Officer

Encl : Notice of Postal Ballot.

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#### DISA India Limited

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6th Floor, S-604, World Trade Center (WTC), Brigade Gateway Campus, 26/1,   
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##### Regional Sales:

**New Delhi:** delhi@noric.com  
**Kolkata:** kolkata@noric.com  
**Pune:** pune@noric.com  
**Parts & Services:** cdc.india@noric.com

##### Manufacturing Facility:

**Tumkur:** No. 28-32, Satyamangala Industrial Area,  
Tumkur – 572104, Karnataka, India  
T: +91 816 6602000/01  
E: tumkur@noric.com

## DISA India Limited

**Regd. Office:** World Trade Center (WTC), 6th Floor  
Unit No. S-604, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road  
Malleswaram-Rajajinagar, Bangalore – 560 055  
**CIN No:** L85110KA1984PLC006116 **Ph No.** 080-22496701 **Fax No.** 080-22496750  
**Website:** <https://www.disa-india.com/> **Email:** [investor.relations@norican.com](mailto:investor.relations@norican.com)

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and the Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022, September 9, 2023, September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars'), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') and Regulation 36 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard-2 on General Meetings (SS-2), that the resolution appended below are sought to be passed by the members of DISA India Limited (the 'Company') by way of Postal Ballot by voting through electronic means (remote e-Voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-Voting. The communication of the assent or dissent of the Members would only take place through remote e-Voting.

The Board has appointed Mr. Nagendra D. Rao (Membership No. FCS 5553, COP 7731), Practising Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson of the Company (the "Chairperson") or any other person authorized by the Chairperson, and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-Voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

### **SPECIAL BUSINESS:**

- Appointment of Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284) as a Non - Executive Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013 ('Act') read with related Rules (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284), who was appointed as an Additional Director (Non-Executive, Independent) of the Company by the Board of Directors, and who is eligible for appointment and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification, amendment or re-enactment thereof for the time being in force], Regulations 16, 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company at the remuneration as per the Company's policy and to hold office for a term of Four years Three months Twenty Two days from January 28, 2026 up to and including May 19, 2030 and that his office shall not be liable for retirement by rotation.

RESOLVED FURTHER THAT any Director of the Company and/or Ms. Vidya Jayant, Chief Financial Officer and/or Ms. Shrithee M S, Company Secretary of the Company be and are hereby severally authorized to do all such things, deeds, matters and act as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By Order of the Board of Directors  
For DISA India Limited

Shrithee M S

Company Secretary

Membership No.: ACS 56563

Date: January 21, 2026

Place: Bengaluru

#### NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.
2. In compliance with MCA and SEBI Circulars, the Notice of Postal Ballot is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on Friday, March 6, 2026 (cut-off date) and whose e-mail IDs are registered with the Company /Company's Registrars and Transfer Agents ('RTA')/ Depositories. For receiving the copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered in accordance with the process outlined in this Notice. A person who is not a member as on the (cut-off date) should treat this Notice of Postal Ballot for information purpose only.

The Notice shall also be uploaded on the website of the Company at <https://www.disa-india.com/> and on the website of BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com). All the Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.

3. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-Voting services provided by Central Depository Services Limited (CDSL). Instructions for remote e-Voting are provided in the Notice.
4. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up Equity Share Capital as on Friday, March 6, 2026, being the 'Cut-off date' fixed for this purpose. Any person who becomes the Member after the Cut-off date should treat this notice for information purpose only.
5. The voting period will commence from Friday, March 13, 2026 at 9.00 a.m. IST and will end on Saturday, April 11, 2026 at 5.00 p.m. IST. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote(s) electronically. The e-Voting module shall be disabled for voting thereafter.

6. In Compliance with Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the same is proposed to be approved through Postal Ballot.
7. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
8. The Resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on April 11, 2026, being the last date specified by the Company for e-Voting.
9. The Board has appointed Mr. Nagendra D. Rao (Membership No. FCS 5553, COP 7731, Practising Company Secretary, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot/e-Voting process in a fair and transparent manner.
10. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the Company or any authorized person. The results of the e-Voting by Postal Ballot will be announced within Two working days of the conclusion of the e-Voting.
11. The declared results along with the report of Scrutinizer shall be intimated to BSE where the shares of the Company are listed and will be uploaded on [www.bseindia.com](http://www.bseindia.com). Additionally, the results will also be uploaded on the Company's website at <https://www.disa-india.com/investor-relations/disa-india-ltd/notices/>.
12. The instructions for members for e-voting are as under:
  - (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Shareholder Type	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & My Easi New (Token) Tab.

Shareholder Type	Login Method
	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDLIDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Shareholder Type	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on "Shareholders" module.
- (c) Now enter your User ID
  1. For CDSL: 16 digits beneficiary ID,
  2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  3. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
  - (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (vii) Click on the EVSN for the relevant to 'DISA India Limited' on which you choose to vote.
  - (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
  - (xv) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
    - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor.relations@noricane.com](mailto:investor.relations@noricane.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
13. Process for those members whose email/mobile no. are not registered with the Company/Depositories.
- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id [irg@integratedindia.in](mailto:irg@integratedindia.in).

- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

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

##### **Item No. 1 - Appointment of Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284) as a Non - Executive Independent Director of the Company.**

The Board at its meeting held on January 21, 2026, based on the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the members, appointed Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284), as an Additional, Non-Executive Independent Director of the Company with effect from January 28, 2026 till May 19, 2030, for a term of 4.31 consecutive years (Four years Three months Twenty Two days).

Mr. Muralidharan Angadu Mohanakrishnan has given his consent to act as a Non-Executive and Independent Director and further a declaration to the Board that he satisfies the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has confirmed that he is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority. Pursuant to Section 152 read with Schedule IV to the Act, in the opinion of the Board Mr. Muralidharan Angadu Mohanakrishnan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director.

The Board is of the view that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Muralidharan Angadu Mohanakrishnan as a Non-Executive Independent Director considering his skills and expertise in leadership positions across multiple sectors and geographies. He has also led multi-country businesses, large teams, and manufacturing operations. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Muralidharan Angadu Mohanakrishnan as a Non-Executive Independent Director, for approval by the members of the Company.

**Brief profile and other requisite information of Mr. Muralidharan Angadu Mohanakrishnan, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, as on date of Notice, are given below:**

##### **Brief Profile of Mr. Muralidharan Angadu Mohanakrishnan (DIN: 03279284)**

Mr. Muralidharan Angadu Mohanakrishnan is seasoned leader in the construction equipment industry with over 35 years of global experience. He has held senior leadership positions such as Managing Director and Head of Productivity Services Asia and as Chairman of Country Management at Volvo Group Singapore, President of Volvo Construction Equipment India, and Head of Commercial, Marketing, and Strategy roles across multiple regions. He has led large, multicultural teams, managed multi-country P&Ls, established new business models, developed dealer networks, and overseen manufacturing operations with up to 4,000 employees. He retired from full time work in December 2024 after 27 years with Volvo Construction Equipment and currently working as consultant with Indian Foundation for Quality Management.

Other information about the appointee as on the date of this Notice is as follows:

Sr.No.	Particulars	
1.	Name of Director	Mr. Muralidharan Angadu Mohanakrishnan
2.	DIN	03279284
3.	Date of Birth	May 19, 1960
4.	Age	65 years
5.	Date of first appointment on the Board	January 21, 2026
6.	Qualifications	<ul style="list-style-type: none"> <li>Master's degree in Business Administration from Anna University</li> <li>Bachelor of Mechanical Engineering from College of Engineering, Guindy</li> </ul>
7.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the statement annexed to the Notice.
8.	Expertise in specific functional Areas	As mentioned above in the Brief Profile.
9.	Terms and conditions of Appointment	As mentioned in the statement annexed to the Notice.
10.	Details of remuneration last Drawn	None.
11.	Details of remuneration sought to be paid	He will be eligible for payment of sitting fees and commission, as payable to other Non-Executive Independent Directors of the Company as per the Remuneration Policy of the Company.
12.	Shareholding in the Company as on the date of the Notice	Nil
13.	Directorships in listed Companies and other Directorships	Nil
14.	Listed entities from which the Director has resigned from Directorship in last 3 (three) Years	Nil
15.	Number of Board meetings attended during FY 2025-26	He was appointed as an Additional, Non-Executive Independent Director with effect from January 28, 2026. Post his current appointment, no meeting of Board of Directors was held or attended by him.
16.	Inter-se relationship with other Directors and Key-Managerial Personnel of the Company	He is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Membership/Chairmanship of Committees of other Boards	Nil

Except Mr. Muralidharan Angadu Mohanakrishnan, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Mr. Muralidharan Angadu Mohanakrishnan as a Non – Executive Independent Director in the interest of the Company and recommends the Special Resolution set out at Item No. 1 of the Notice, for approval by members.

By Order of the Board of Directors  
For DISA India Limited

Date: January 21, 2026  
Place: Bengaluru

Shrithee M S  
Company Secretary  
Membership No.: ACS 56563