Private & Confidential

DISA India Limited
Scrutinizer's Report on
33rd Annual General Meeting

Date of AGM: 09th August, 2018

Venue: Vivanta by Taj, Yeshwanthpur, Bangalore-560022

Date: 09. August.2018
Place: Bangalore

By:
Vijayakrishna K T
Practising Company Secretary
FCS.: 1788 CP.: 980
Tel: +91 80 23610847
Email: vijaykt@vjkt.in

VIJAYAKRISHNA K T
BBM, LLB, FCS, ACMA
Company Secretary

496/4, II Floor, 10th Cross
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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. Andrew Thomas Carmichael
Chairman
DISA India Limited
Bengaluru

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No. 1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru – 560 080, duly appointed as Scrutinizer by DISA India Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Papers at the 33rd Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Papers at the Annual General Meeting venue for the resolutions proposed in the notice of 33rd Annual General Meeting of the Members of the Company held on 9th August, 2018. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 33rd Annual General Meeting of the Company, based on the Report provided by Central Depository Services (India) Limited (CDSL) the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 6th August, 2018 (9.00 A.M. IST) till 8th August, 2018 (5.00 P.M. IST) and Members

Vijayakrishna K T, Company Secretary, FCS - 1788, CP - 980, Bangalore

Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA
Tel : +91 80 23221564

were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 1st August, 2018 were entitled to vote on the resolutions proposed in the Notice calling the 33rd Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client ID of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Papers which are invalid.

The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). At the end of the voting period on 8th August, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 9th August, 2018 in the presence of Mr. Vinay Hegde and Mrs.Kalai Vani S, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia,* the list of the Members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Ballot Papers as received and the report generated from the e-voting website of Central Depository Services (India) Limited i.e. www.evotingindia.com and based on such reports,

a. 9 members have cast their votes through remote e-voting.
b. 14 members have cast their votes through Ballot Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Papers are as under:

Vijay Krishna. K.T., Company Secretary
FCS - 1788
CP - 980
Bangalore

ORDINARY BUSINESS:

Item No.1: Adoption of Audited Financial Statements for the financial year ended 31st March, 2018:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	7	1241670	14	387	21	1242057	100.00
Dissent	1	1	0	0	1	1	*0.00
Total	8	1241671	14	387	22	1242058	100.00
Abstained/ Invalid	1	7400	0	0	1	7400	NA

Item No. 2: Appointment of Director in place of Mr. Viraj Naidu (DIN: 01284452), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	8	1249070	14	387	22	1249457	100.00
Dissent	1	1	0	0	1	1	*0.00
Total	9	1249071	14	387	23	1249458	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Vijayakrishna. K.T., Company Secretary FCS - 1788 CP - 980

Item No. 3: Declaration of Dividend at Rs. 2.50/- per Equity Share of Rs. 10/- each:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	8	1249070	13	337	21	1249407	100.00
Dissent	1	1	1	50	2	51	*0.00
Total	9	1249071	14	387	23	1249458	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No. 4: Appointment of Statutory Auditors of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	8	1249070	14	387	22	1249457	100.00
Dissent	1	1	0	0	1	1	*0.00
Total	9	1249071	14	387	23	1249458	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Vijayakrishna. K.T., Company Secretary
FCS - 1788
CP - 980

SPECIAL BUSINESS:

Item No. 5: Ratification of remuneration of Cost Auditors:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	8	1249070	14	387	22	1249457	100.00
Dissent	1	1	0	0	1	1	*0.00
Total	9	1249071	14	387	23	1249458	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

Item No. 6: Commission payable to Independent Directors:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	8	1249070	14	387	22	1249457	100.00
Dissent	1	1	0	0	1	1	*0.00
Total	9	1249071	14	387	23	1249458	100.00
Abstained/ Invalid	0	0	0	0	0	0	NA

*Numbers being very insignificant, decimals could not be exhibited.

Vijayakrishna. K.T., Company Secretary FCS - 1788 CP - 980 * Bangalore *

Based on the foregoing, the resolution numbers from 01 to 06 may be deemed to have been **passed by requisite majority**.

All the relevant records relating to e-voting and Ballot Papers are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely.

Thanking You
Yours Truly

Vijayakrishna K.T., Company Secretary
FCS - 1788
CP - 980
Bangalore

Vijayakrishna KT
Practising Company Secretary
FCS No.: 1788
C. P. No.: 980

Date: 09.08.2018
Place: Bengaluru

Witnesses:

1. Vinay Hegde

S. Kalai Vani

2. Kalai Vani S

VIJAYAKRISHNA K T
BBM, LLB, FCS, ACMA
Company Secretary

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ktvijaykrishna@gmail.com

Form No. MGT-13

[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and administration) Rules, 2014]

To
Mr. Andrew Thomas Carmichael
Chairman
DISA India Limited
Bengaluru

Held on 9th August, 2018 at the Hotel Taj, Yeshwanthpur
Bengaluru – 560 022

Dear Sir,

I, Vijayakrishna K T, Practising Company Secretary, Bengaluru, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 33rd Annual General Meeting of the Equity Shareholders of DISA India Limited, held on 9th August, 2018, at the Hotel Taj, Yeshwanthpur, Bengaluru – 560 022, submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, Ballot Box kept for Ballot was locked in my presence.

2. The locked Ballot Box was subsequently opened in my presence and Ballot Papers were digitally scrutinized. The Ballot Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. The results of the Poll are as under:

Vijayakrishna K.T., Company Secretary, Bangalore, FCS - 1788, CP - 980

Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA
Tel : +91 80 23221564

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements for the financial year ended 31st March, 2018 (Ordinary Resolution):

i. Voted **in favour** of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
14	387	100

ii. Voted **against** the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
0	0	0

iii. **Invalid** votes:

No. of Ballot Papers	No. of Votes cast
0	0

2. Appointment of Director in place of Mr. Viraj Naidu (DIN: 01284452), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment (Ordinary Resolution):

i. Voted **in favour** of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
14	387	100

ii. Voted **against** the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
0	0	0

iii. **Invalid** votes:

No. of Ballot Papers	No. of Votes cast
0	0

Vijayakrishna K.T., Company Secretary, FCS - 1788, CP - 980, Bangalore

3. Declaration of Dividend at Rs. 2.50/- per Equity Share of Rs. 10/- each (Ordinary Resolution):

i. Voted **in favour** of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
13	337	87.08

ii. Voted **against** the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
1	50	12.92

iii. **Invalid** votes:

No. of Ballot Papers	No. of Votes cast
0	0

4. Appointment of Statutory Auditors of the Company (Ordinary Resolution):

j. Voted **in favour** of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
14	387	100

ii. Voted **against** the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
0	0	0

iii. **Invalid** votes:

No. of Ballot Papers	No. of Votes cast
0	0

K.T. Vijayakrishna, Company Secretary, FCS - 1788, CP - 980, Bangalore

<u>SPECIAL BUSINESS:</u>

5. Ratification of remuneration to Cost Auditors (Ordinary Resolution):

i. Voted **in favour** of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
14	387	100

ii. Voted **against** the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
0	0	0

iii. **Invalid** votes:

No. of Ballot Papers	No. of Votes cast
0	0

6. Commission payable to Independent Directors (Ordinary Resolution):

i. Voted **in favour** of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
14	387	100

ii. Voted **against** the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
0	0	0

iii. **Invalid** votes:

No. of Ballot Papers	No. of Votes cast
0	0

Vijayakrishna K.T., Company Secretary, Bengaluru
FCS - 1788
CP - 980

The Ballot Papers and all other records are sealed and handed over to the Company Secretary for safe keeping.

Thanking you
Yours sincerely,

Vijayakrishna K.T., Company Secretary
FCS - 1788
CP - 980
* Bangalore *

Place: Bengaluru
Date: 09.08.2018

Vijayakrishna K T
Practising Company Secretary
FCS No.: 1788
C. P. No.: 980