

Norican Group

Shaping Industry

Ref: DIL/SEC/2018-19/18

Date: August 10, 2018

The Listing Manager
The Bombay Stock Exchange Limited,
1st floor, Rotunda Building,
B S Marg, Fort,
Mumbai-400 001

Telephone no: +91 22 2272 1233/1234

Fax no: +91 22 2272 1919

BSE Scrip Code: 500068

Name of the Company: Disa India limited

Dear Sir,

SUB: Proceedings of 33rd Annual General Meeting and Voting Results

With reference to the above, the 33rd Annual General Meeting (AGM) of the Company was held on August 9, 2018. In this context, please find enclosed the following documents:

- (1) Brief Proceedings of AGM as per Regulation 30 read with Schedule III, Para A, Part A, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure 1.**
- (2) Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure 2.**
- (3) Report of Scrutinizer, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 – **Annexure 3.**

Kindly take this notice as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours sincerely,

For Disa India Limited



G Prasanna Bairy

General Manager-Finance & Company Secretary
And Compliance Officer

ENCL: As above.

DISA India Limited

Registered office:
5th Floor, Kushal Garden Arcade,
1A Peenya Industrial Area
Peenya 2nd Phase
Bangalore - 560058
Karnataka, INDIA

T: +91 80 4020 1400-04
F: +91 80 2839 1661
E: bangalore@noricangroup.com
www.disagroup.com
www.wheelabratorgroup.com
CIN: L85110KA1984PLC006116

Manufacturing Facility
Tumkur : No. 28-32, Satyamangala
Industrial Area, Tumkur - 572 104,
Karnataka, INDIA
T: +91 816 6602000/01
E: tumkur@noricangroup.com

Manufacturing Facility
Hosakote, Plot No. 50, KIADB
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Regional Sales & Service Contact:
New Delhi - delhi@noricangroup.com
Kolkata - kolkata@noricangroup.com
Pune - pune@noricangroup.com
Rajkot - rajkot@noricangroup.com
Parts/Service: cdc.india@noricangroup.com

ANNEXURE - 1

Proceedings of 33rd Annual General Meeting (AGM) held on August 9, 2018

The 33rd AGM of the Members of DISA India Limited was convened at Hotel Taj, Yeshwanthpur, Bangalore – 560022. Mr. Andrew Thomas Carmichael Chaired the Meeting.

The quorum being present, the Chairman called the meeting to order. There were 32 Members present in person, including Corporate Representations and the quorum was present throughout the Meeting. Chairman delivered the speech to the Members. Chairman put forth the items to be transacted before the Meeting as set out in the Notice and invited the Members for queries, if any or to seek clarifications on the agenda items. The Chairman then requested Mr. Lokesh Saxena, Managing Director to respond to the members queries. Mr. Lokesh Saxena responded to the queries/clarifications sought by the members.

The Members were informed about the remote e-voting facility, which was provided from August 6, 2018 (9 AM) to August 8, 2018 (5 PM) and voting through poll was also provided at the AGM to those members who did not cast their votes through remote e-voting. The following items of businesses were transacted at the 33rd AGM:

Ordinary Business:

1. Adoption of the Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. Appointment of Mr. Viraj Naidu (DIN: 01284452) as a Director, who retired by rotation at this Annual General Meeting and offered himself for reappointment.
3. Declaration of Dividend of Rs. 2.50/- per Equity Share of Rs. 10/- each (25%) for the financial year ended March 31, 2018.
4. Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (FRN 008072S) as Statutory Auditors of the Company for a second term of 5 years.

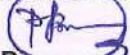
Special Business:

5. Ratification of remuneration of Cost Auditors for the financial year ended March 31, 2018.
6. Approval of Commission payable to Independent Directors of the Company not exceeding 1% of the net profits (computed as per Section 198 of the Companies Act, 2013) of the Company.

Chairman informed the Members that the Voting Results, along with Scrutinizer's Report, would be made available on the on the Company's website and also on the website of CDSL. The Voting Results would also be filed with BSE.

All the Resolutions for consideration at 33rd AGM, as set out in the Notice dated June 18, 2018, have been passed by the Members by the requisite majority through remote e-voting and voting at the AGM venue. The meeting commenced at 11.00 AM and concluded by 12.00 PM.

For Disa India Limited



G Prasanna Bairy

General Manager-Finance & Company Secretary and Compliance Officer

DISA India Limited

Registered office:

5th Floor, Kushal Garden Arcade,
1A Peenya Industrial Area
Peenya 2nd Phase
Bangalore - 560058
Karnataka, INDIA

T: +91 80 40201400-04

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www.wheelabratorgroup.com

CIN: L8510KA1984PLC006116

Manufacturing Facility

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Manufacturing Facility

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Industrial Area, Hosakote - 652 114,
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T: +91 80 279171310/27971516

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Regional Sales & Service Contact:

New Delhi - delhi@noricangroup.com

Kolkata - kolkata@noricangroup.com

Pune - pune@noricangroup.com

Rajkot - rajkot@noricangroup.com

Parts/Service: cdc.india@noricangroup.com

ANNEXURE -2

Format for Voting Results

Date of AGM	August 9, 2018
Total number of shareholders on record date (being the cut-off date for determining shareholders entitled to vote – August 1, 2018)	2752
<u>No. of shareholders present in the meeting either in person or through proxy:</u> Promoters and Promoter Group: Public:	2 30
<u>No. of shareholders attended the meeting through Video Conferencing:</u> Promoters and Promoter Group: Public:	No video conferencing facility was provided.

DISA India Limited

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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: vjaykt@vjkt.in

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

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



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.

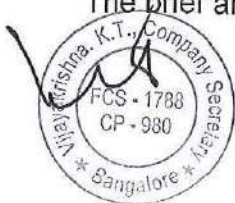
The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). At the end of the voting period on 8th August, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

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:



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



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



SPECIAL BUSINESS:

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

Ordinary Resolution:

	No. of votes contained in	Percentage
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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 KT

Practising Company Secretary

FCS No.: 1788

C. P. No.: 980



Date: 09.08.2018

Place: Bengaluru

Witnesses:

1. Vinay Hegde

S. Kalai Vani S
2. Kalai Vani S

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
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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:



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

