Ref: DIL/SEC/2019-20/32
Date: August 09, 2019

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 34th Annual General Meeting and Voting Results

With reference to the above, the 34th Annual General Meeting (AGM) of the Company was held on August 8, 2019. 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
Company Secretary & Compliance Officer

ENCL: As above.

ANNEXURE - 1

Proceedings of 34th Annual General Meeting (AGM) held on August 8, 2019

The 34th AGM of the Members of DISA India Limited was convened at Hotel Taj, Yeshwanthpur, Bangalore – 560022 at 11.00 AM. Mr. Sanjay Arte, Independent Director & Chairman of the Company chaired the Meeting.

The quorum being present, the Chairman called the meeting to order. There were 21 Members present in person, including Corporate Representations and the quorum was present throughout the Meeting. Chairman addressed the Members. As requested by the Chairman, Mr. Lokesh Saxena, Managing Director, provided operational highlights of the Company for the Financial Year 2018-19. Thereafter, the Chairman put forth the items as set out in the Notice to be transacted in the meeting and he invited the Members for queries, if any or to seek clarifications on the same. The Chairman and Mr. Lokesh Saxena, Managing Director of the Company responded to various queries/clarifications sought by the members.

The Members were informed about the remote e-voting facility, which was provided from August 5, 2019 (9 AM) to August 7, 2019 (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, as set out in the Notice, were transacted at the 34th AGM:

Ordinary Business:

1. Adoption of the Financial Statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. Declaration of Dividend of Rs. 2.50/- per Equity Share of Rs. 10/- each (25%) for the financial year ended March 31, 2019.

Special Business:

3. Ratification of remuneration of Cost Auditors for the financial year ended March 31, 2019.
4. Re-appointment of Ms. Deepa Agar Hingorani (DIN:00206310) as Independent Director of the Company.
5. Re-appointment of Mr. Sanjay Narendrakumar Arte (DIN: 01000716) as Independent Director of the Company.
6. Appointment of Mr. Anders Wilhjelm (DIN: 08507772) as a Director of the Company.
7. Appointment of Mr. Andrew James Matsuyama (DIN: 08507925) as a Director of the Company.
8. Appointment of Ms. Ulla Hartvig P Tonnesen (DIN: 08507796) as a Director 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 34th AGM, as set out in the Notice dated July 12, 2019, 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 12.20 PM.

For Disa India Limited

D Rakesh Bairy
Company Secretary and Compliance Officer

Norican Group
Shaping Industry

ANNEXURE -2

Format for Voting Results

Date of AGM	August 8, 2019
Total number of shareholders on record date (being the cut-off date for determining shareholders entitled to vote – July 31, 2019)	2847
<u>No. of shareholders present in the meeting either in person or through proxy</u>: Promoters and Promoter Group: Public:	 2 21
<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
Registered office:
5th Floor, Kushal Garden Arcade,
1A Peenya Industrial Area
Peenya 2nd Phase
Bangalore - 560058
Karnataka, INDIA

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E: bangalore@noricangroup.com
www.disagroup.com
www.wheelabratorgroup.com
CIN: L85110KA1984PLC006116

Manufacturing Facility
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E: tumkur@noricangroup.com

Manufacturing Facility
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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

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www.noricangroup.com

ANNEXURE - 3

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. Sanjay Arte
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 – 560080, 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 34th Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 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 34th Annual General Meeting of the Members of the Company held on Thursday, 8th August, 2019 at 11.00 AM at Hotel Taj, Yeshwanthpur, Bengaluru- 560 022. My responsibility as 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 34th 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 5th August, 2019 (9.00 A.M. IST) till 7th August, 2019 (5.00 P.M. IST) and Members

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

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. 31st July, 2019 were entitled to vote on the resolutions proposed in the Notice calling the 34th 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 7th August, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 8th August, 2019 in the presence of Mr. Anoop M H and Ms. Ramya Hegde, 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. 12 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, 2019:

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	1229817	12	3685	20	1233502	99.999
Dissent	1	1	0	0	1	1	0.001
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 2: Declaration of Dividend of Rs. 2.50/- per Equity Share of Rs. 10/- each (25%) for the financial year ended March 31, 2019:

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	1229817	12	3685	20	1233502	99.999
Dissent	1	1	0	0	1	1	0.001
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

SPECIAL BUSINESS:

Item No.3: 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	1229817	12	3685	20	1233502	99.999
Dissent	1	1	0	0	1	1	0.001
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 4: Re-appointment of Ms. Deepa Agar Hingorani (DIN: 00206310) as Independent Director of the Company:

Special 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	1172452	12	3685	19	1176137	95.349
Dissent	2	57366	0	0	2	57366	4.651
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 5: Re-appointment of Mr. Sanjay Narendrakumar Arte (DIN: 01000716) as Independent Director of the Company:

Special 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	1172452	12	3685	19	1176137	95.349
Dissent	2	57366	0	0	2	57366	4.651
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 6: Appointment of Mr. Anders Wilhjelm (DIN: 08507772) as a Director 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	1229817	12	3685	20	1233502	99.999
Dissent	1	1	0	0	1	1	0.001
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 7: Appointment of Mr. Andrew James Matsuyama (DIN: 08507925) as Director 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	1229817	12	3685	20	1233502	99.999
Dissent	1	1	0	0	1	1	0.001
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 8: Appointment of Ms. Ulla Hartvig Plathe Tonnesen (DIN: 08507796) as Director 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	1229817	12	3685	20	1233502	99.999
Dissent	1	1	0	0	1	1	0.001
Total	9	1229818	12	3685	21	1233503	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Based on the foregoing, the resolution numbers from 01 to 08 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: 08.08.2019
Place: Bengaluru

Witnesses:

1. Anoop M H

2. Ramya Hegde

ANNEXURE - 3

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

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
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Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
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. Sanjay Arte
Chairman
DISA India Limited
Bengaluru

Held on 8th August, 2019 at the Hotel Taj, Yeshwanthpur
Bengaluru – 560022

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 34th Annual General Meeting of the Equity Shareholders of DISA India Limited, held on Thursday 8th August, 2019, 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:

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, 2019 (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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. Declaration of Dividend of Rs. 2.50/- per Equity Share of Rs. 10/- each (25%) for the Financial Year ended March 31, 2019 (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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

SPECIAL BUSINESS:

3. 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
12	3685	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

4. Re-appointment of Ms. Deepa Agar Hingorani (DIN: 00206310) as Independent Director of the Company (Special Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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

5. Re-appointment of Mr. Sanjay Narendrakumar Arte (DIN: 01000716) as Independent Director of the Company (Special Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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. Appointment of Mr. Anders Wilhjelm (DIN: 08507772) as Director of the Company (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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

7. Appointment of Mr. Andrew James Matsuyama (DIN: 08507925) as a Director of the Company (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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

8. Appointment of Ms. Ulla Hartvig Plathe Tonnesen (DIN: 08507796) as a Director of the Company (Ordinary Resolution):

i. Voted in favour of the resolution:

No. of Ballot Papers	No. of Votes cast	% of total Valid Votes
12	3685	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

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

Thanking you
Yours Truly

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

Place: Bengaluru
Date: 08.08.2019