

Ref: DIL/SEC/2022-23/21  
Date: July 21, 2022

The Listing Manager  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers, Dalal Street,  
**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: Notice of 37<sup>th</sup> Annual General Meeting, E-voting and Book Closure**

Please find attached Notice of 37<sup>th</sup> Annual General Meeting (AGM) of the Company. This Notice has already been placed on our website <https://www.disagroup.com/en-in/investor-relations/financial-reports>. The Company has dispatched the Annual Report along with Notice of AGM by electronic mode on July 20, 2022 to all the members whose e-mail IDs are registered with the RTA/Depository Participant(s). In view of COVID-19 pandemic, SEBI Circular No. 79 dated May 12, 2020, 11 dated January 15, 2021 and 62 dated May 13, 2022 have dispensed with the requirement of dispatching physical copies of Annual Report till December 31, 2022.

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, we enclose herewith, a copy each of the newspaper clippings of the public notice published in the following newspapers:

- Financial Express all editions (21<sup>st</sup> July)
- Vishwavani, Bangalore edition (21<sup>st</sup> July)

Kindly take this notice as compliance with the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours sincerely,

**For Disa India Limited**



**G Prasanna Bairy**  
Company Secretary & Compliance Officer

Encl: As above.

## DISA India Limited

Registered & Corporate Office:

6<sup>th</sup> 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@noricangroup.com  
W: www.noricangroup.com  
CIN: L85110KA1984PLC006116 | GST: 29AAACG5030F1ZY

Regional Sales:

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

Manufacturing Facility:

Tumkur: No. 28-32, Satyamangala Industrial Area, Tumkur - 572104, Karnataka, India.  
T: +91 816 6602000/01, E: tumkur@noricangroup.com  
Hosakote: Plot no 50, KIADB Industrial Area, Hosakote - 562114, Karnataka, India.  
T: +91 80 279171310/27971516, E: hosakote@noricangroup.com

## NOTICE

NOTICE is hereby given that the Thirty Seventh (37<sup>th</sup>) Annual General Meeting of DISA India Limited will be held on Friday, the 12<sup>th</sup> day of August, 2022 at 11.00 AM IST through Video Conferencing (VC) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend of Rs. 10/- per Equity Share of Rs. 10/- each (100%) for the Financial Year ended March 31, 2022.
3. To appoint a Director in place of Mr. Michael Declan Guerin (DIN: 0009055549), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and 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(s) thereof], Messrs. Rao, Murthy & Associates, Cost Accountants, Bengaluru (Reg. No.000065), appointed as Cost Auditors of the Company for conducting the cost audit of the accounts and records for the Financial Year ended March 31, 2022 with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, at actuals, as approved by the Board of Directors, be and is hereby ratified.”

By Order of the Board of Directors  
For DISA India Limited

Date: May 25, 2022  
Place: Bengaluru

G Prasanna Bairy  
Company Secretary  
Membership No.: ACS 35584

### NOTES:

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till December 31, 2021, subject to compliance with various conditions mentioned therein. Similarly, SEBI vide Circular No. 79 dated May 12, 2020 and Circular No. 11 dated January 15, 2021 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2021. Further, MCA vide General Circular No. 02/2022 dated May 5, 2022 extended the option to conduct the AGM through VC till December 31, 2022. Similarly, SEBI vide Circular No. 62 dated May 13, 2022 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2022 subject to certain conditions. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 37<sup>th</sup> AGM of your Company is being convened and conducted through VC.
2. The Company has facilitated the Members to participate in the 37<sup>th</sup> AGM through VC facility provided by Central Depository Services Limited (CDSL). The instructions for participation by Members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.
3. As per MCA Circulars, Members attending the 37<sup>th</sup> AGM through VC will be reckoned for the purpose of quorum as per Section 103 of the Companies Act, 2013.
4. For exercising the votes by the Members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
5. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The Members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC; but shall not be entitled to cast their votes again at the AGM.
6. As per the Companies Act, 2013, 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 such proxy need

not be a member of the Company. Since 37<sup>th</sup> AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 37<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.

7. Corporate Members may authorize their representatives for casting the votes using remote e-voting facility or for participation and voting in the AGM using VC. Institutional Investors are encouraged to attend and vote at the AGM through VC.
8. In line with MCA Circulars and SEBI Circulars, the Annual Report for the Financial Year 2021-22 along with Notice of 37<sup>th</sup> AGM of the Company *inter-alia* indicating the process and manner of e-voting are being sent only by electronic mode to those Members whose email IDs are registered with the Company/Depository Participant(s) for communication. Physical copies of the Annual Report will be sent by permitted mode to those Members who request for the same.

Members may note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at <https://www.disagroup.com/en-in> or from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically. Members may temporarily update their email address by accessing the link <https://www.disagroup.com/en-in/investor-relations/financial-reports>.

9. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the Members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the Members without any fee from the date of circulation of this notice up to the date of AGM i.e., August 12, 2022. Members seeking to inspect such documents may send an email to [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com).
10. Members seeking clarifications on the Annual Report are requested to send an email to [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com) on or before August 5, 2022. This would enable the Company to compile the information and provide replies at the meeting.
11. Persons holding the shares on August 4, 2022 (Record Date) would be entitled to attend the AGM. The Register of Members and the Share Transfer books of the Company will remain closed from August 5, 2022 to August 12, 2022 (both days inclusive).
12. Subject to the provisions of Section 123 of the Companies Act, 2013, Dividend as recommended by the Board of Directors, if declared, at the AGM, will be disbursed on or before September 11, 2022 to those Members whose name appear in the Register of Members (in respect of shares held in physical form) or in the records of Depositories as Beneficial Owners of Shares (in respect of shares in dematerialized form) as on the record date i.e August 4, 2022.
13. Dividend will be paid electronically through various online transfer modes to those Members who have updated their bank accounts. For Members who are yet to update their bank account details, dividend demand drafts will be sent to their registered addresses through post.
14. Pursuant to the changes introduced by the Finance Act 2020 w.e.f. April 1, 2020, Dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source, as applicable, at the time of making the payment of the said Dividend.

The rate at which the dividend may be subject to withholding tax would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the tax at source as follows:

**Resident Shareholders**

It may be noted that tax would not be deducted at source on payment of dividend to resident Individual shareholder, if total dividend amount to be paid in a Financial Year does not exceed Rs. 5,000.

Tax to be deducted at source for FY 2022-23, wherever applicable, would be as under:

Particulars	Applicable Rate	Documents required (if any)
Shareholders having the PAN	10%	Update the PAN and the residential status as per Income Tax Act, 1961 if not already done with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agent (in case of shares held in physical mode).
	NIL	Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met, and a copy of PAN is furnished.

Particulars	Applicable Rate	Documents required (if any)
Shareholders not having PAN/ Invalid PAN	20%	-
Shareholders submitting the Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority along with a copy of PAN.
Shareholders (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable	NIL	Declaration that it has full beneficial interest with respect to the shares owned by it along with PAN.
Shareholders, being Alternative Investment Funds (AIFs)	NIL	A declaration that the AIFs are registered under SEBI as per SEBI Regulations.
Shareholders covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	NIL	Certificate of registration u/s 10(23D) issued by the appropriate authority along with PAN, documentary evidence that the person is covered under said Section 196 of the Act.

Resident individual shareholders are requested to ensure that Aadhar Number is linked with PAN within the prescribed timelines. In case of failure to link, PAN shall be considered as inoperative/invalid and hence, tax at 20% shall be deducted in such cases.

**TDS to be deducted at higher rate in case of non-filers of Return of Income:**

The Finance Act, 2021, has inter-alia inserted the provisions of Section 206AB of the Act with effect from July 1, 2021. The provisions of said section require the Company to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- i. At twice the rate specified in the relevant provision of the Income Tax Act; or
- ii. At twice the rate(s) in force; or
- iii. At the rate of 5%.

The 'specified person' in relation to Financial Year 2022-23 means a person who has:

- a. not filed the income tax return for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for filing the income tax return under section 139(1) of the Act has expired; and
- b. subjected to tax deduction/collection at source in aggregate amounting to Rs. 50,000 or more in the aforesaid previous year.

Your Company will deduct the tax in accordance with guidelines provided by the Government to comply with the provisions of section 206AB. Tax deducted in accordance with said guidelines will be final and your Company shall not refund/adjust said amount subsequently. Your Company might also seek necessary declarations from you to comply with the provisions of this section. The non-resident who does not have a permanent establishment is excluded from the scope of a specified person.

**Non - Resident Shareholders**

As per Section 90 of the Income Tax Act, the non-resident shareholder has the option of being governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. Please refer to the below table for details of documents to avail Tax Treaty benefits.

Particulars	Applicable Rate	Documents required (if any)
Shareholders, being Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) as per Section 196D of Income Tax Act, 1961  <b>OR</b> Tax Treaty Rate (whichever is lower)	<ol style="list-style-type: none"> <li>a. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.</li> <li>b. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident, valid for FY 22-23.</li> <li>c. Self-declaration in Form 10F.</li> <li>d. Self-declaration by the non-resident shareholder about having no Permanent Establishment in India in accordance with the applicable Tax Treaty.</li> <li>e. Self-declaration of Beneficial ownership by the non-resident shareholder.</li> </ol>

Particulars	Applicable Rate	Documents required (if any)
Other Non-resident shareholders	20% (plus applicable surcharge and cess)  <b>OR</b>  Tax Treaty Rate (whichever is lower)	a. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities. b. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident, valid for FY 22-23. c. Self-declaration in Form 10F. d. Self-declaration by the non-resident shareholder about having no Permanent Establishment in India in accordance with the applicable Tax Treaty. e. Self-declaration of Beneficial ownership by the non-resident shareholder.
Shareholders submitting the Order under Section 197 of the Income Tax Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

In case, PAN is not available, the non-resident shareholder (other than a company) shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (e) Tax Identification Number of the residency country.

It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

Soft copies of following documents may be downloaded from the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx>:

01. Form 15G.
02. Form 15H.
03. Form 10F.
04. Declaration from residents.
05. Declaration from non-residents.
06. Declaration under Rule 37BC from non-residents (other than companies) not having PAN.

Duly filled and signed aforesaid documents, as applicable, should be mailed to [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com) or uploaded on the weblink of RTA i.e., <https://www.integratedindia.in/ExemptionFormSubmission.aspx> on or before August 5, 2022, 11.59 PM (IST), to enable the Company to determine the appropriate TDS/withholding tax rate applicable.

No communication on the tax determination/deduction received post August 5, 2022 shall be considered for payment of Dividend.

While deducting the withholding of taxes as mentioned above, the residential status of the shareholders will be considered as per the data available with the Company/RTA/the Depository Participants (the "DPs"). In case there is change in their status, then the shareholders are requested to update their current status with the Company/RTA/the DPs on or before August 5, 2022.

If the tax on said Dividend is deducted at a higher rate due to non-receipt of or satisfactory completeness of the afore-mentioned details/documents by August 5, 2022, the shareholder may claim an appropriate refund in the return of income filed with their respective tax authorities.

**No claim shall lie against the Company for such taxes deducted.**

The Company will arrange to send a copy of the TDS certificate to shareholders in due course, post payment of the said Dividend. Shareholders will also be able to view electronic credit of TDS in Form 26AS, which can be downloaded from the website of Income Tax Department.

15. As per Section 124 of the Companies Act, 2013, the amount of Dividend remaining unpaid or unclaimed within 30 days from the date of declaration shall be transferred to 'unpaid dividend account' of the Company. Amount transferred to 'unpaid dividend account', which remains unpaid or unclaimed for a period of seven years from the date of transfer, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Similarly, all the Shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF.
16. In line with the provisions of Section 124 of the Companies Act, 2013, members who have not so far encashed the Dividend, for any of the Dividends declared earlier, are requested to make their claims to the Company immediately.

Please note that in respect of unclaimed dividend amount and the shares transferred to IEPF, Shareholders may claim the Dividend and corresponding shares transferred to IEPF including all benefits accruing on such shares, if any, from IEPF authorities after following the procedure prescribed in the Companies Act, 2013 and Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

17. The Shares of the Company are compulsorily traded in dematerialized form as per the directions of the Stock Exchange. Accordingly, members who have not opted for dematerialization of shares are once again reminded to take steps to dematerialize their holdings. Further, the members may note that as per SEBI(LODR) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form.

Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. The aforesaid communication is also available on the website of the Company. Attention of the Members holding Shares of the Company in physical form is invited to go through the said important communication under the web link at <https://www.disagroup.com/en-in/investor-relations/disa-india-ltd/notices>.

Moreover, SEBI Circular dated January 25, 2022 requires the companies to issue the securities to investors only in dematerialized form while processing the service requests such as issue of duplicate securities certificates, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the above, shareholders holding equity shares in physical form are urged to get their shares dematerialized so that they will be able to transfer them freely and participate in corporate actions. Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the link <https://www.disagroup.com/en-in/investor-relations/investor-grievances>.

18. Members holding the shares in physical form are requested to communicate the changes, if any, in their addresses, bank account details and other necessary details to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, 30, Ramana Residency, IV Cross, Sampige Road, Malleswaram, Bengaluru-560 003. Members holding the shares in

dematerialized form are requested to communicate such changes to the concerned Depository Participant.

19. Members who are yet to register their e-mail address/ Mobile number are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the shares in physical form may register their e-mail address/ Mobile number by writing to the Company's Registrar and Share Transfer Agent.
20. Non-resident Indian shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters:-
  - a. the change in residential status on return to India for permanent settlement, and
  - b. the particulars of the NRE account with a bank in India, if not furnished earlier.
21. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form may submit their PAN details to the Company's Registrar and Share Transfer Agents or the Company.
22. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, as prescribed by the Government may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office. This document has also been uploaded on the weblink of the Company i.e., [www.disagroup.com/en-in/investor-relations/investor-grievances](http://www.disagroup.com/en-in/investor-relations/investor-grievances).
23. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
24. Procedure for e-voting and joining AGM through VC:

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 37<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility to cast the votes by the members using remote e-voting as well as the

e-voting system on the date of the AGM will be provided by CDSL.

The voting period begins on August 7, 2022 (9.00 AM IST) and ends on August 11, 2022 (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of August 4, 2022 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, intended 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 should be

permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As required by this Circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, members are advised to update their mobile numbers and email Ids in their respective demat accounts to access e-voting facility. The detailed e-voting procedure is as under:

- a. Pursuant to above said SEBI Circular, login procedure for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Shareholder Type	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there will be links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user may directly access e-voting page by providing demat Account Number and PAN No. from a 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 e-voting is in progress and also able to directly access the system of all e-voting service providers</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Users who have already registered for NSDL IDeAS facility, may visit the e-Services website of NSDL i.e., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On clicking on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section, a new screen will open. After successful authentication using the User ID and Password, user will be able to see e-voting services. Click on 'Access to e-Voting' under e-voting services will lead to e-voting page. Click on company name or e-voting service provider name will redirect to e-voting service provider website for casting the vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user has not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS' portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Alternatively, the user may visit the e-voting website of NSDL i.e., <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.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 held 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Shareholder Type	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 will redirect to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

For any technical issues related to login through Depository i.e., CDSL and NSDL, individual shareholders holding securities in demat mode may access the helpdesk as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issues in login may contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issues in login may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- b. The instructions for remote e-voting for Members (other than individual shareholders holding shares in Demat form) & physical shareholders are as under:
  - i. The Members should log on to the e-voting website www.evotingindia.com.
  - ii. Click on "Shareholders" module.
  - iii. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - iv. Next enter the Image Verification as displayed and Click on Login.
  - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- vi. If you are a first-time user, follow the steps given below:

	For shareholders holding shares in demat Form (other than Individual shareholders) and in Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• 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.</li> <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 as mentioned in instruction (iii) above.</li> </ul>



- c. After entering these details appropriately, click on "SUBMIT" tab.
- d. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 account 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.
- e. For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- f. Click on the EVSN relevant to 'DISA India Limited' on which you choose to vote.
- g. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" is available 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.
- h. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- i. After selecting the resolution, if 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.
- j. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- k. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- l. 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' and enter the details as prompted by the system.
- ii. The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iii. System requirements for best VC experience:  
Though any internet enabled device i.e., Laptop, Desktop, Smartphone or a Tablet may be used to join the meeting, members are encouraged to join the AGM through Laptop/Tablet for better experience. Laptop with at least Core2duo processor, 1GB RAM, good quality multimedia kit and latest version of Internet Browser are preferred. Members are requested to download the Cisco WebEx meeting tool in advance and enable the camera during the AGM.  
Members connecting from Mobile Devices, Tablets or Laptop connected via Mobile Hotspot might experience Audio/Video loss due to fluctuations in their respective networks. To mitigate any such glitches, it is recommended to use stable Wi-Fi or LAN connection (without proxy & firewall) with a speed of 2 Mbps or more.
- iv. Members who would like to ask questions or express their views at the AGM may register themselves as a speaker by sending a mail with their name, demat account number/folio number, email id, mobile number to investor.relations@noricangroup.com on or before August 5, 2022. The Company reserves the right to limit the number of members asking the questions depending on the time availability at the AGM.
- v. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

**Instructions for Members attending the AGM through VC are as under:**

- i. Members will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.

**Instructions for Members for e-voting during the AGM are as under:**

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those members, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible

to vote through e-voting system available during the AGM.

- iii. If any votes are cast by the members through e-voting available during the AGM and if those members have not participated in the meeting through VC facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- iv. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.

**Note for Non – Individual Shareholders and Custodians:**

- 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 should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
- 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@noricangroup.com](mailto:investor.relations@noricangroup.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Other instructions:**

- i. The voting rights of shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of August 4, 2022.
- ii. The Board of Directors has appointed Mr. Vijayakrishna K T (Membership No. FCS 1788) and failing him Mr. Parameshwar G Bhat (Membership No. FCS 8860), Practising Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- iii. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchange, CDSL and RTA and will also be displayed on the Company’s website, <https://www.disagroup.com/en-in/investor-relations/disa-india-ltd/notices>.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date i.e., August 4, 2022 may obtain the login ID and password by sending a request to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or by contacting the RTA, Integrated Registry Management Services Private Limited, 30, Ramana Residency, IV Cross, Sampige Road, Malleswaram, Bengaluru-560 003 [Telephone +91-80-23460815-818, Fax: +91-80-23460819 and email id [irg@integratedindia.in](mailto:irg@integratedindia.in)].

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, 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 on 022-23058542/43.

25. Brief resume and other information in respect of Director seeking re-appointment at the AGM as required under regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

**Agenda Item – 3**

**Appointment of Mr. Michael Declan Guerin retiring by rotation:**

**Name:** Mr. Michael Declan Guerin (DIN: 0009055549)

**Age:** 52 years

**Qualification:** Chartered Management Accountant (CMA) from CIMA, United Kingdom.

**Expertise:** Mr. Michael Declan Guerin is the CFO of Norican Group and has more than 21 years of significant international experience across industrial goods segment. Mr. Declan’s latest employment was at Rolls-Royce Holdings plc as Group Chief Restructuring Officer and as CFO for the Marine sector. Before that he had various roles in Cargotec Oyj ending as CFO of their MacGregor division. He had also worked for Caterpillar and DHL.

**Directorships in other Companies:**

	<b>Directorships in other Companies</b>	<b>Position</b>
1	WGH UK Limited	Director
2	Norican A/S	Director
3	WGH Hold Corp (BVI)	Director
4	Norican Group ApS	Director
5	WGH UK Holdings Limited	Director
6	Wheelabrator Group Limited	Director
7	Wheelabrator Technologies (UK) Limited	Director
8	Italtipresse Industrie SpA	Director
9	Gauss Automazione SpA	Director
10	Wheelabrator Group SAS	Director
11	ROFFEY PARK INSTITUTE LIMITED, United Kingdom	Director

**Committee Memberships:**

DISA India Limited:

<b>Name of the Committee</b>	<b>Position</b>
Audit Committee	Member
Risk Management Committee	Member

Shareholding: NIL

By Order of the Board of Directors  
For DISA India Limited

Date: May 25, 2022  
Place: Bengaluru

G Prasanna Bairy  
Company Secretary  
Membership No.: ACS 35584

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

**Item No. 4 – To ratify the remuneration of Cost Auditors.**

In terms of Section 148 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Further, Rule 14 of the Companies (Audit and Auditors) Rules 2014, requires that the remuneration payable to the Cost Auditor shall be ratified by the Shareholders.

Based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on May 20, 2021, had re-appointed Messrs. Rao, Murthy & Associates as Cost Auditors, for conducting the Cost Audit for the financial year 2021-22 on a remuneration of Rs. 1,65,000/- (Rupees One Lakh Sixty-Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses at actuals.

The Company has received a Certificate from the Cost Auditors confirming their independence and arm's length relationship with the Company and their willingness to act as Cost Auditors of the Company. The Board recommends the proposed Resolution for approval by the Shareholders.

None of the Directors or Key Managerial Personnel is concerned or interested financially or otherwise in this Resolution.

By Order of the Board of Directors  
For DISA India Limited

Date: May 25, 2022  
Place: Bengaluru

G Prasanna Bairy  
Company Secretary  
Membership No.: ACS 35584

**Norican Group**  
Shaping Industry

**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,  
Bengaluru - 560 055. Ph: +91 80 22496700  
E-mail: [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com) [www.disagroup.com/en-in](http://www.disagroup.com/en-in)  
CIN No: L85110KA1984PLC006116

## NOTICE OF 37<sup>TH</sup> ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

The Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM) of the Company will be held through Video Conferencing or Other Audio Visual Means ("VC") on Friday, August 12, 2022 at 11:00 A.M. IST, in compliance with General Circulars issued by the Ministry of Corporate Affairs (MCA) dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 and SEBI Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively "**Relevant Circulars**"), other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) to transact the business as set out in the Notice dated May 25, 2022. Members attending the AGM through VC facility shall be reckoned for the purpose of quorum as per Section 103 of the Companies Act, 2013.

The Members of the Company are hereby informed that pursuant to **Relevant Circulars**, the Company has dispatched the Notice of AGM and Annual Report by electronic mode on July 20, 2022 to all the members whose e-mail IDs are registered with the Company's Registrar and Share Transfer Agent (RTA)/Depository Participants (DP). The aforesaid documents are also available on the Company's website at <https://www.disagroup.com/en-in/investor-relations/financial-reports> and website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Members who are holding shares in physical mode and have not registered their email addresses will have an opportunity to cast their votes remotely on the business to be transacted at the AGM through remote e-voting or through e-voting system during the AGM. The manner of e-voting for shareholders holding shares in electronic and physical mode has been provided in the Notice of the AGM.

Members holding the shares in electronic mode are requested to register their email addresses and mobile numbers with relevant depositories through their DP. Members holding shares in physical mode are requested to furnish such details to Company's RTA, M/s Integrated Registry Management Services Private Limited.

### **Procedure for remote e-voting and e-voting during the AGM**

Pursuant to 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 Relevant Circulars, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and for this purpose, it has appointed Central Depository Services (India) Limited (CDSL) to facilitate voting through electronic means.

Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC; but shall not be entitled to cast their votes again. The facility of casting votes by a Member using e-voting during the AGM will also be provided by CDSL.

Information and instructions relating to remote e-voting as well as e-voting during the AGM have been provided in the Notice of the AGM. The same login credentials should be used for attending the AGM through VC.

E-voting rights of the members will be reckoned on the Equity Shares held by them either in physical form or in electronic form as on **August 4, 2022**. The e-voting period commences from 9 AM IST on August 7, 2022 (Sunday) and ends at 5 PM IST on August 11, 2022 (Thursday). During this period, the Members may cast their votes electronically. The remote e-voting module shall be disabled by CDSL thereafter.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the AGM Notice and holds shares as on the cut-off date i.e., August 4, 2022 may obtain the login ID and password/seek assistance related to e-voting by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or by contacting Company's RTA, Integrated Registry Management Services Private Limited, 30, Ramana Residency, IV Cross, Sampige Road, Malleswaram, Bengaluru-560 003 [Telephone +91-80-23460815-818, Fax: +91-80-23460819 and email id [irg@integratedindia.in](mailto:irg@integratedindia.in)].

In case of any queries, the Members may refer "Frequently Asked Questions (FAQs)" and e-voting Manual for Members available at the help section of [www.evotingindia.com](http://www.evotingindia.com) or contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) / CDSL toll free no. 18002005533. In case of any grievances connected with the e-voting please contact Mr. G. Prasanna Bairy, Company Secretary, DISA India Limited, World Trade Center (WTC), 6th Floor, Unit No. S-604, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bengaluru – 560055, E-mail id: [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com) and Phone No. 080-22496700.

The results of remote e-voting and e-voting at the AGM along with the Scrutinizer Report will be placed on the website of the Company ([www.disagroup.com/en-in](http://www.disagroup.com/en-in)) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) within 48 Hours of conclusion of the AGM to be held on August 12, 2022 for information of the Members and communicated to the BSE Limited.

#### **Book Closure**

Notice pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Amendment Rules, 2015 is also hereby given that the Register of Members, Register of Beneficial Owners and Share Transfer Books of the Company will remain closed from August 05, 2022 to August 12, 2022 (both days inclusive) for the purpose of 37<sup>th</sup> AGM and to determine the Shareholders entitled to receive the dividend on the Equity Shares for the Financial Year ended March 31, 2022, if declared at the AGM.

By Order of the Board of Directors  
For DISA India Limited

Place: Bangalore  
Date: July 20, 2022

**G. Prasanna Bairy**  
Company Secretary

**Norican Group**  
Shaping Industry

**ಡಿಸಾ ಇಂಡಿಯಾ ಲಿಮಿಟೆಡ್**

ನೋಂದಾಯಿತ ಕಛೇರಿ: ವರ್ಲ್ಡ್ ಟ್ರೇಡ್ ಸೆಂಟರ್ (ಡಬ್ಲ್ಯೂ ಟಿಸಿ), 6ನೇ ಮಹಡಿ,  
ಯೂನಿಟ್ ಸಂ. ಎಸ್-604, ಬ್ರಿಗೇಡ್ ಗೇಟ್‌ವೇ ಕ್ಯಾಂಪಸ್, 26/1, ಡಾ. ರಾಜ್‌ಕುಮಾರ್ ರಸ್ತೆ,  
ಮಲ್ಲೇಶ್ವರಂ-ರಾಜಾಜಿನಗರ, ಬೆಂಗಳೂರು-560055. ಫೋನ್: +91 80 22496700.

ಇ-ಮೇಲ್: [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com) [www.disagroup.com](http://www.disagroup.com)

CIN No: L85110KA1984PLC006116

## 37ನೇ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆ, ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಮಾಹಿತಿ ಮತ್ತು ದಾಖಲೆ ಪುಸ್ತಕ ಮುಚ್ಚುವ ಬಗ್ಗೆ ಪ್ರಕಟಣೆ

ಸಾಂಸ್ಥಿಕ ವ್ಯವಹಾರಗಳ ಸಚಿವಾಲಯದ (MCA) ಏಪ್ರಿಲ್ 8, 2020, ಏಪ್ರಿಲ್ 13, 2020, ಮೇ 5, 2020, ಜನವರಿ 13, 2021 ಹಾಗೂ ಮೇ 5, 2022 ದಿನಾಂಕಿತ ಸಾಮಾನ್ಯ ಸುತ್ತೋಲೆಗಳು ಹಾಗೂ ಸೆಬಿ (SEBI) ಯು ಮೇ 12, 2020, ಜನವರಿ 15, 2021 ಹಾಗೂ ಮೇ 13, 2022 ದಿನಾಂಕಿತ ಸುತ್ತೋಲೆಗಳು (ಸಮಷ್ಟಿಯಿಂದ ಸಂಬಂಧಿತ ಸುತ್ತೋಲೆಗಳು), ಕಂಪನಿಗಳ ಕಾಯಿದೆ, 2013 (ಕಾಯಿದೆ)ಯ ಅನ್ವಯವಾಗುವ ಇತರ ನಿಬಂಧನೆಗಳು, ಅದರಡಿಯಲ್ಲಿ ಮಾಡಲಾಗಿರುವ ನಿಯಮಗಳು ಹಾಗೂ ಸೆಬಿ (ಲಿಸ್ಟಿಂಗ್ ಒಬ್ಲಿಗೇಷನ್ಸ್ ಮತ್ತು ಡಿಸ್ಕ್ಲೋಚರ್ ರಿಕ್ವಿರ್‌ಮೆಂಟ್ಸ್) ನಿಯಮಾವಳಿಗಳು, 2015 ಇವುಗಳನ್ನು ಅನುಸರಿಸಿ, ಮೇ 25, 2022 ದಿನಾಂಕಿತ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆಯ ಸೂಚನೆಯಲ್ಲಿ ಪ್ರಕಟಿಸಿದ ವಹಿವಾಟುಗಳನ್ನು ಕೈಗೊಳ್ಳುವ ಸಲುವಾಗಿ ಸಂಸ್ಥೆಯ 37ನೇ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆಯ (AGM)ಯನ್ನು ಶುಕ್ರವಾರ, ಆಗಸ್ಟ್ 12, 2022 ರಂದು ಬೆಳಿಗ್ಗೆ 11.00 ಗಂಟೆಗೆ ವಿಡಿಯೋ ಕಾನ್ಫರೆನ್ಸಿಂಗ್ ಅಥವಾ ಇತರ ದೃಶ್ಯಶ್ರಾವ್ಯ ಮಾಧ್ಯಮಗಳ (VC) ಮೂಲಕ ನಡೆಸಲಾಗುವುದು. AGM ನಲ್ಲಿ VCಯ ಮೂಲಕ ಭಾಗವಹಿಸುವ ಸದಸ್ಯರನ್ನು ಕಾಯಿದೆಯ ಕಲಂ 103ರ ಪ್ರಕಾರ ಹಾಜರಾಗಿರುವರೆಂದು ಪರಿಗಣಿಸಲಾಗುವುದು.

ಕಂಪನಿಯ ಸದಸ್ಯರಿಗೆ ಈ ಮೂಲಕ ತಿಳಿಯಪಡಿಸುವುದೇನೆಂದರೆ, ಸಂಬಂಧಿತ ಸುತ್ತೋಲೆಗಳನ್ನು ಅನುಸರಿಸಿ, ಸಂಸ್ಥೆಯ ರಿಜಿಸ್ಟ್ರಾರ್ ಮತ್ತು ಷೇರು ವರ್ಗಾವಣೆ ಏಜೆಂಟ್ (RTA)/ಡೆಪಾಸಿಟರಿ ಪಾರ್ಟಿಸಿಪೆಂಟ್(ಸ್) (DP) ನಲ್ಲಿ ತಮ್ಮ ವಿದ್ಯುನ್ಮಾನ ಅಂಚೆ (e-mail) ಯನ್ನು ನೋಂದಾಯಿಸಿಕೊಂಡಿರುವ ಎಲ್ಲಾ ಸದಸ್ಯರಿಗೆ ವಿದ್ಯುನ್ಮಾನ ವಿಧಾನದ ಮೂಲಕ, AGM ನ ಸೂಚನೆ ಹಾಗೂ ಸಂಸ್ಥೆಯ 2021-22 ರ ಹಣಕಾಸು ವರ್ಷದ ವಾರ್ಷಿಕ ವರದಿಗಳನ್ನು ಜುಲೈ 20, 2022 ರಂದು ರವಾನಿಸಿದೆ. ಮೇಲೆ ಸೂಚಿಸಿರುವ ದಾಖಲಾತಿಗಳು ಸಂಸ್ಥೆಯ ಜಾಲತಾಣ <https://www.disagroup.com/en-in/investor-relations/financial-reports> ಹಾಗೂ ಸ್ಟಾಕ್ ಎಕ್ಸ್ಚೇಂಜ್ ಅಂದರೆ ಬಿಎಸ್‌ಇ ಲಿಮಿಟೆಡ್‌ನ ಜಾಲತಾಣ [www.bseindia.com](http://www.bseindia.com) ದಲ್ಲೂ ಲಭ್ಯವಾಗಿದೆ.

ಭೌತಿಕ ರೂಪದಲ್ಲಿ ಷೇರುಗಳನ್ನು ಹೊಂದಿರುವ ಹಾಗೂ ತಮ್ಮ e-mailನ್ನು ನೋಂದಾಯಿಸಿದ ಸದಸ್ಯರಿಗೆ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆಯ ಸೂಚನೆಯಲ್ಲಿ ಹೇಳಲಾಗಿರುವ ವ್ಯಾಪಾರ ವಹಿವಾಟುಗಳ ಕುರಿತಾಗಿ ಪರೋಕ್ಷವಾಗಿ ಅಥವಾ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆಯಲ್ಲಿ ವಿದ್ಯುನ್ಮಾನ ಮತದಾನ ವ್ಯವಸ್ಥೆಯ ಮೂಲಕ ಮತಗಳನ್ನು ಚಲಾಯಿಸಲು ಅವಕಾಶವಿರುತ್ತದೆ. ಸಂಸ್ಥೆಯ ಷೇರುಗಳನ್ನು ಇಲೆಕ್ಟ್ರಾನಿಕ್ ಅಥವಾ ಭೌತಿಕ ರೂಪದಲ್ಲಿ ಹೊಂದಿರುವ ಸದಸ್ಯರಿಗೆ ವಿದ್ಯುನ್ಮಾನ ಮತ ಚಲಾಯಿಸುವ ವಿಧಾನವನ್ನು ಸಹ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆಯ ಸೂಚನೆಯಲ್ಲಿ ಒದಗಿಸಲಾಗಿದೆ.

ವಿದ್ಯುನ್ಮಾನ ಮಾಧ್ಯಮದಲ್ಲಿ ಷೇರುಗಳನ್ನು ಹೊಂದಿರುವ ಸದಸ್ಯರು ತಮ್ಮ e-mail ಹಾಗೂ ಸಂಚಾರಿ ದೂರವಾಣಿ ಸಂಖ್ಯೆಯ ವಿವರಗಳನ್ನು ಆಯಾ ಡಿಪಾಸಿಟರಿ ಪಾರ್ಟಿಸಿಪೆಂಟ್‌ಗಳಿಗೆ ಸಲ್ಲಿಸಲು ಕೋರಲಾಗಿದೆ. ಷೇರುಗಳನ್ನು ಭೌತಿಕ ರೂಪದಲ್ಲಿ ಹೊಂದಿರುವ ಸದಸ್ಯರು, ಈ ವಿವರಗಳನ್ನು ಸಂಸ್ಥೆಯ RTA ಆಗಿರುವ ಇಂಟಿಗ್ರೇಟೆಡ್ ರಿಜಿಸ್ಟ್ರಿ ಮ್ಯಾನೇಜ್‌ಮೆಂಟ್ ಸರ್ವಿಸಸ್ ಲಿಮಿಟೆಡ್ ಇವರಿಗೆ ಸಲ್ಲಿಸಲು ಕೋರಲಾಗಿದೆ.

### ಪರೋಕ್ಷ ಇ-ಮತದಾನ ಹಾಗೂ AGM ನಲ್ಲಿ ನಡೆಯಲಿರುವ ಇ-ಮತದಾನದ ವಿಧಿವಿಧಾನಗಳು

ಕಾಯಿದೆಯ ಕಲಂ 108, ಕಾಲಿಂದ ಕಾಲಕ್ಕೆ ತಿದ್ದುಪಡಿಯಾದಂತೆ ಕಂಪನಿಗಳ (ನಿರ್ವಹಣೆ ಹಾಗೂ ಆಡಳಿತ) ನಿಯಮಗಳು, 2014ರ ನಿಯಮ 20 'ಸಂಬಂಧಿತ ಸುತ್ತೋಲೆಗಳು', ಭಾರತೀಯ ಕಂಪನಿ ಕಾರ್ಯದರ್ಶಿಗಳ ಸಂಸ್ಥೆ ಹೊರಡಿಸಿದ ಸಾಮಾನ್ಯ ಸಭೆಗಳಿಗೆ ಸಂಬಂಧಿಸಿದ ಕಾರ್ಯದರ್ಶಿ ಮಾನದಂಡಗಳು ಮತ್ತು ಸೆಬಿ (ಲಿಸ್ಟಿಂಗ್ ಒಬ್ಲಿಗೇಷನ್ಸ್ ಮತ್ತು ಡಿಸ್ಕ್ಲೋಚರ್ ರಿಕ್ವಿರ್‌ಮೆಂಟ್ಸ್) ನಿಯಮಾವಳಿಗಳು, 2015ರ ನಿಯಮಾವಳಿ 44 ಇವುಗಳಿಗೆ ಬದ್ಧವಾಗಿ, ಕೈಗೊಳ್ಳುವ ವಹಿವಾಟಿಗೆ ಸಂಬಂಧಿಸಿ, ಕಂಪನಿಯು ಸದಸ್ಯರಿಗೆ ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು ಒದಗಿಸುತ್ತಿದೆ ಹಾಗೂ ಈ ಉದ್ದೇಶಕ್ಕಾಗಿ ಅದು ಇಲೆಕ್ಟ್ರಾನಿಕ್ ಮಾಧ್ಯಮದ ಮೂಲಕ ಒದಗಿಸಲು ಸಿಡಿಎಸ್‌ಎಲ್ (CDSL) ಸಂಸ್ಥೆಯನ್ನು ನೇಮಕ ಮಾಡಿದೆ.

VCಯ ಮೂಲಕ AGM ನಲ್ಲಿ ಭಾಗವಹಿಸುವ ಸದಸ್ಯರು ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಮೂಲಕ ತಮ್ಮ ಮತಗಳನ್ನು ಚಲಾಯಿಸಿಲ್ಲವಾದ ಪಕ್ಷದಲ್ಲಿ AGM ನಲ್ಲಿ ಒದಗಿಸಲಾಗುವ ಇ-ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು ಬಳಸಿ ಮತಗಳನ್ನು ಚಲಾಯಿಸಬಹುದು. AGM ನ ಮೊದಲು, ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು ಬಳಸಿ ಮತ ಚಲಾಯಿಸಿದ ಸದಸ್ಯರು VC ಮೂಲಕ AGM ನಲ್ಲಿ ಭಾಗವಹಿಸಬಹುದಾದರೂ, ಪುನಃ ಮತ ಚಲಾಯಿಸುವಂತಿಲ್ಲ. AGM ನಲ್ಲಿ ನಡೆಯಲಿರುವ ಇ-ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು CDSL ಒದಗಿಸುತ್ತದೆ.

ಪರೋಕ್ಷ ಇ-ಮತದಾನ ಹಾಗೂ AGM ನಲ್ಲಿ ನಡೆಯುವ ಇ-ಮತದಾನ ಸಂಬಂಧಿಸಿದ ಮಾಹಿತಿ ಹಾಗೂ ಮಾರ್ಗ ಸೂಚಿಗಳನ್ನು AGM ನ ಸೂಚನೆಯಲ್ಲಿ ಒದಗಿಸಲಾಗಿದೆ. VC ಮೂಲಕ AGM ನಲ್ಲಿ ಭಾಗವಹಿಸಲು ಆದೇ ಲಾಗಿನ್ ವಿವರಗಳನ್ನು ಬಳಸತಕ್ಕದ್ದು.

ಸದಸ್ಯರ ಇ-ಮತದಾನದ ಹಕ್ಕುಗಳನ್ನು, ದಿನಾಂಕ ಆಗಸ್ಟ್ 4, 2022ರಂದು ಅವರು ಭೌತಿಕ ಸ್ವರೂಪದಲ್ಲಿ ಅಥವಾ ವಿದ್ಯುನ್ಮಾನ ಮಾಧ್ಯಮದಲ್ಲಿ ಹೊಂದಿರುವ ಸಂಸ್ಥೆಯ ಸಾಮಾನ್ಯ ಷೇರುಗಳ ಆಧಾರದಿಂದ ಪರಿಗಣಿಸಲಾಗುವುದು. ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಅವಧಿ ಆಗಸ್ಟ್ 7, 2022ರಂದು (ರವಿವಾರ) ಬೆಳಿಗ್ಗೆ 9.00 ಗಂಟೆಗೆ ಪ್ರಾರಂಭವಾಗಿ ಆಗಸ್ಟ್ 11, 2022ರಂದು (ಗುರುವಾರ) ಸಂಜೆ 5.00 ಗಂಟೆಗೆ ಮುಕ್ತಾಯವಾಗುವುದು. ತದನಂತರ CDSL ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಸೌಲಭ್ಯವನ್ನು ನಿಷ್ಕ್ರಿಯಗೊಳಿಸಲಾಗುವುದು.

AGM ನ ಸೂಚನೆಯ ರವಾನೆಯ ನಂತರ ಷೇರುಗಳನ್ನು ಖರೀದಿಸಿ ಹಾಗೂ ಆಗಸ್ಟ್ 4, 2022 ರಂದು ಅವುಗಳನ್ನು ಹೊಂದಿರುವ ಸದಸ್ಯರು [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) ಗೆ ಮನವಿಯನ್ನು ಸಲ್ಲಿಸಿ ಅಥವಾ RTA ಆಗಿರುವ ಇಂಟಿಗ್ರೇಟೆಡ್ ರಿಜಿಸ್ಟ್ರಿ ಮ್ಯಾನೇಜ್‌ಮೆಂಟ್ ಸರ್ವಿಸಸ್ ಪ್ರೈವೇಟ್ ಲಿಮಿಟೆಡ್, ರಮಣ ರೆಸಿಡೆನ್ಸಿ, 4ನೇ ಕಾಸ್, ಸಂಪಿಗೆ ರಸ್ತೆ, ಮಲ್ಲೇಶ್ವರಂ, ಬೆಂಗಳೂರು-560003 (ದೂ. +91-80-23460815-818, ಫ್ಯಾಕ್ಸ್: + 91-80- 23460819 ಹಾಗೂ ಇ-ಮೇಲ್: [irg@integratedindia.in](mailto:irg@integratedindia.in)) ನ್ನು ಸಂಪರ್ಕಿಸುವ ಮೂಲಕ ಲಾಗ್‌ಇನ್ ಐಡಿ ಹಾಗೂ ಪಾಸ್‌ವರ್ಡ್ ಪಡೆಯಬಹುದು/ ಇ-ಮತದಾನಕ್ಕೆ ಸಂಬಂಧಿಸಿದ ನೆರವು ಕೋರಬಹುದು.

ಯಾವುದೇ ಪತ್ರೆಗಳಿಗೆ, ಸದಸ್ಯರು, [www.evotingindia.com](http://www.evotingindia.com) ನ ಸಹಾಯ ವಿಭಾಗದಲ್ಲಿ ಲಭ್ಯವಿರುವ Frequently Asked Questions (FAQs) ಅಥವಾ ಸದಸ್ಯರ ಇ-ಮತದಾನದ ಕೈಪಿಡಿಯನ್ನು ಅವಲೋಕಿಸಬಹುದು ಅಥವಾ [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)/CDSL ಉಚಿತ ದೂ. ಸಂ. 18002005533 ನ್ನು ಸಂಪರ್ಕಿಸಬಹುದು. ಇ-ವೋಟಿಂಗ್‌ಗೆ ಸಂಬಂಧಿಸಿದಂತೆ ಯಾವುದೇ ಅಹವಾಲುಗಳಿಗೆ, ಶ್ರೀ ಜಿ.ಪ್ರಸನ್ನ ಬಾಯಾರಿ, ಕಂಪನಿ ಕಾರ್ಯದರ್ಶಿ, ಡೀಸಾ ಇಂಡಿಯಾ ಲಿಮಿಟೆಡ್, ವರ್ಲ್ಡ್ ಟ್ರೇಡ್ ಸೆಂಟರ್, (WTC), 6ನೇ ಮಹಡಿ, ಯೂನಿಟ್ ಸಂ. ಎಸ್-604, ಬ್ರಿಗೇಡ್ ಗೇಟ್‌ವೇ ಕ್ಯಾಂಪಸ್, 26/1, ಡಾ. ರಾಜ್‌ಕುಮಾರ್ ರಸ್ತೆ, ಮಲ್ಲೇಶ್ವರಂ-ರಾಜಾಜಿನಗರ, ಬೆಂಗಳೂರು-560055, ದೂ.080-22496715, ಇ-ಮೇಲ್: [investor.relations@nonicangroup.com](mailto:investor.relations@nonicangroup.com) ಇವರನ್ನು ಸಂಪರ್ಕಿಸಬಹುದು.

ಪರೋಕ್ಷ ಇ-ಮತದಾನದ ಹಾಗೂ ಆಗಸ್ಟ್ 12, 2022 ರಂದು AGM ನಲ್ಲಿ ನಡೆಯಲಿರುವ ಇ-ಮತದಾನದ ಫಲಿತಾಂಶವನ್ನು ಪರಿಶೀಲಕರ ವರದಿಯೊಂದಿಗೆ AGM ಮುಕ್ತಾಯಗೊಂಡ 48 ಘಂಟೆಗಳೊಳಗೆ ಸಂಸ್ಥೆಯ ಜಾಲತಾಣ ([www.disagroup.com/en-in](http://www.disagroup.com/en-in)) ನಲ್ಲಿ ಹಾಗೂ CDSLನ ಜಾಲತಾಣದಲ್ಲಿ ([www.evotingindia.com](http://www.evotingindia.com)) ಸದಸ್ಯರ ಮಾಹಿತಿಗಾಗಿ ಪ್ರಕಟಿಸಲಾಗುವುದು ಮತ್ತು BSE ಗೆ ತಿಳಿಸಲಾಗುವುದು.

#### ದಾಖಲೆ ಮತ್ತು ಷೇರು ವರ್ಗಾವಣೆ ಪುಸ್ತಕ ಮುಚ್ಚುವಿಕೆ

ಕಾಯಿದೆ, 2013, ಕಲಂ 91 ಹಾಗೂ ಕಂಪನಿಗಳ (ನಿರ್ವಹಣೆ ಹಾಗೂ ಆಡಳಿತ) ತಿದ್ದುಪಡಿ ನಿಯಮಗಳ ನಿಯಮ 10ರ ಪ್ರಕಾರ ಸಂಸ್ಥೆಯ ಸದಸ್ಯರ ದಾಖಲಾತಿ ಪುಸ್ತಕ ಹಾಗೂ ಷೇರು ವರ್ಗಾವಣೆ ಪುಸ್ತಕಗಳನ್ನು 37ನೇ ವಾರ್ಷಿಕ ಸಾಮಾನ್ಯ ಸಭೆಯಲ್ಲಿ ಭಾಗವಹಿಸುವ ಹಕ್ಕು ಹಾಗೂ ಮಾರ್ಚ್ 31, 2022 ರಂದು ಕೊನೆಗೊಂಡ ವಿತ್ತೀಯ ವರ್ಷಕ್ಕೆ, ಈಕ್ವಿಟಿ ಷೇರ್‌ಗಳ ಮೇಲೆ ಲಾಭಾಂಶ AGMನಲ್ಲಿ ಘೋಷಿತವಾದಲ್ಲಿ ಅದನ್ನು ಪಡೆಯಲಿರುವ ಸಾಮಾನ್ಯ ಷೇರುದಾರರ ಹಕ್ಕನ್ನು ನಿರ್ಧರಿಸಲು ಆಗಸ್ಟ್ 5, 2022ರಿಂದ ಆಗಸ್ಟ್ 12, 2022ರ ವರೆಗೆ (ಎರಡು ದಿನಗಳು ಸೇರಿ) ಮುಚ್ಚಲಾಗುತ್ತದೆ.

ಸ್ಥಳ: ಬೆಂಗಳೂರು  
ದಿನಾಂಕ: 20ನೇ ಜುಲೈ, 2022

ನಿರ್ದೇಶಕ ಮಂಡಳಿಯ ಆದೇಶದ ಮೇರೆಗೆ  
ಡೀಸಾ ಇಂಡಿಯಾ ಲಿಮಿಟೆಡ್ ಪರವಾಗಿ  
ಜಿ. ಪ್ರಸನ್ನ ಬಾಯಾರಿ, ಕಂಪನಿ ಕಾರ್ಯದರ್ಶಿ