

Ref: DIL/SEC/2022-23/27

Date: August 13, 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: Voting Results and Scrutinizer's Report**

Please note that 37<sup>th</sup> Annual General Meeting (AGM) of the Company was held through Video Conferencing (VC) on August 12, 2022. In this context, please find enclosed the following documents:

- (1) Voting Results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – **Annexure 1.**
- (2) Report of Scrutinizer, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 – **Annexure 2.**

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.

## 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-560055, Karnataka, India  
T: +91 80 2249 6700 - 03 | F: +91 80 2249 6750 | E: bangalore@noricangroup.com  
W: www.noricangroup.com  
CIN: L85110KA1984PLC006116 | GST: 29AAACG5030F1Z7

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, Satyamangal 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

## ANNEXURE 1

### Format for Voting Results

Date of AGM	August 12, 2022
Total number of shareholders on record date  (being the cut-off date for determining shareholders entitled to vote – August 4, 2022)	4410
<b><u>No. of shareholders present in the meeting either in person or through proxy:</u></b>  Promoters and Promoter Group: Public:	NA NA
<b><u>No. of shareholders attended the meeting through Video Conferencing (VC):</u></b>  Promoters and Promoter Group: Public:	2 47



## DISA India Limited

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Hosakote: Plot no 50, KIADB Industrial Area, Hosakote – 562114, Karnataka, India.  
T: +91 80 279171310/27971516, E: hosakote@noricangroup.com

## Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Adoption of Financial Statements for the year ended March 31, 2022.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1088056	1088056	100.0000	1088056	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1088056</b>	<b>1088056</b>	<b>100.0000</b>	<b>1088056</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	127585	127330	99.8001	127330	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>127585</b>	<b>127330</b>	<b>99.8001</b>	<b>127330</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	238564	7683	3.2205	7683	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>238564</b>	<b>7683</b>	<b>3.2205</b>	<b>7683</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>	<b>Total</b>	<b>1454205</b>	<b>1223069</b>	<b>84.1057</b>	<b>1223069</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Declaration of Dividend.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1088056	1088056	100.0000	1088056	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1088056</b>	<b>1088056</b>	<b>100.0000</b>	<b>1088056</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	127585	127330	99.8001	127330	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>127585</b>	<b>127330</b>	<b>99.8001</b>	<b>127330</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	238564	7683	3.2205	7683	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>238564</b>	<b>7683</b>	<b>3.2205</b>	<b>7683</b>	<b>0</b>	<b>100.0000</b>
<b>Total</b>	<b>Total</b>	<b>1454205</b>	<b>1223069</b>	<b>84.1057</b>	<b>1223069</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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## Resolution (3)

Resolution required: (Ordinary / Special)		● Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Re-appointment of Mr. Michael Declan Guerin (DIN: 0009055549) as a Director of the Company.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1088056	100.0000	1088056	0	100.0000	0.0000
	Poll	1088056	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1088056</b>	<b>1088056</b>	<b>100.0000</b>	<b>1088056</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting		127330	99.8001	0	127330	0.0000	100.0000
	Poll	127585	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>127585</b>	<b>127330</b>	<b>99.8001</b>	<b>0</b>	<b>127330</b>	<b>0.0000</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting		7683	3.2205	7683	0	100.0000	0.0000
	Poll	238564	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>238564</b>	<b>7683</b>	<b>3.2205</b>	<b>7683</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>	<b>Total</b>	<b>1454205</b>	<b>1223069</b>	<b>84.1057</b>	<b>1095739</b>	<b>127330</b>	<b>89.5893</b>	<b>10.4107</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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## Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Ratification of remuneration of Cost Auditors.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1088056	100.0000	1088056	0	100.0000	0.0000
	Poll	1088056	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1088056</b>	<b>1088056</b>	<b>100.0000</b>	<b>1088056</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		127330	99.8001	127330	0	100.0000	0.0000
	Poll	127585	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>127585</b>	<b>127330</b>	<b>99.8001</b>	<b>127330</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		7683	3.2205	7683	0	100.0000	0.0000
	Poll	238564	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>238564</b>	<b>7683</b>	<b>3.2205</b>	<b>7683</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>	<b>Total</b>	<b>1454205</b>	<b>1223069</b>	<b>84.1057</b>	<b>1223069</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



## ANNEXURE 2

VIJAYAKRISHNA K T  
BBM, I.L.B, FCS, ACMA  
Company Secretary

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

### SCRUTINIZER'S REPORT

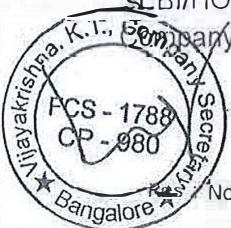
[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies  
(Management & Administration) Rules, 2014]

To  
Mr. Bhagya Chandra Rao  
Chairman of 37<sup>th</sup> AGM  
DISA India Limited  
World Trade Center (WTC)  
6<sup>th</sup> Floor, Unit No S-604  
Brigade Gateway Campus  
26/1, Dr. Rajkumar Road  
Malleswaram, Rajajinagar  
Bangalore- 560 055

Dear Sir,

I, Vijaykrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2<sup>nd</sup> Floor, 10<sup>th</sup> Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru- 560080, duly appointed as Scrutinizer by DISA India Limited ('the Company') for the purpose of scrutinizing the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 37<sup>th</sup> Annual General Meeting held on Friday, August 12, 2022 at 11.00 AM IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Notice dated May 25, 2022, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular No.2/2022 dated May 5, 2022 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022. The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act,



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

2013 and Rules relating to voting through remote e-voting and e-voting at the Annual General Meeting venue for the resolutions proposed in the Notice of 37<sup>th</sup> Annual General Meeting. 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 cast in "favour" or "against" on the resolutions proposed in the Notice convening the 37<sup>th</sup> Annual General Meeting of the Company.

The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 201 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for five days from 7<sup>th</sup> August, 2022 (9.00 A.M. IST) till 11<sup>th</sup> August, 2022 (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.

After declaration of voting by Chairman, no Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

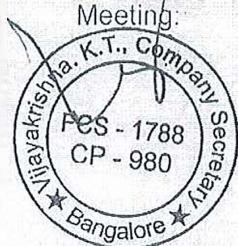
The Members holding Equity Shares as on the "cut-off date" i.e., 4<sup>th</sup> August, 2022 were entitled to vote on the resolutions proposed in the Notice calling the 37<sup>th</sup> Annual General Meeting.

At the end of the voting period on 11<sup>th</sup> August, 2022 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 12<sup>th</sup> August, 2022, in presence of Mr. Parameshwar G Bhat and Mr. Sharan Kumar Sw who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia*, the list of members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports.

- a. 29 (folio wise) members have cast their votes through remote e-voting.
- b. 0 (folio wise) members have cast their votes through e-voting at the Annual General Meeting.





The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under.

**ORDINARY BUSINESS:**

Item No.1: Adoption of Audited Financial Statements (including the consolidated financial statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and the Auditors thereon:

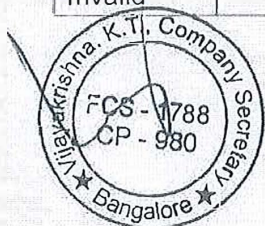
**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	29	1223069	0	0	29	1223069	100.00
Dissent	0	0	0	0	0	0	0
Total	29	1223069	0	0	29	1223069	100.00
Abstained/ Invalid	-	-	-	-	-	-	-

Item No.2: Declaration of Dividend of Rs. 10/- per Equity Share of Rs. 10/- each (100%) for the Financial Year ended March 31, 2022:

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	29	1223069	0	0	29	1223069	100.00
Dissent	0	0	0	0	0	0	0
Total	29	1223069	0	0	29	1223069	100.00
Abstained/ Invalid	-	-	-	-	-	-	-



Item No.3: Appointment of Mr. Michael Declan Guerin (DIN: 09055549), Director, who retires by rotation, and being eligible, offers himself for re-appointment:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		e-voting at the AGM		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	26	1095739	0	0	26	1095739	89.59
Dissent	3	127330	0	0	3	127330	10.41
Total	29	1223069	0	0	29	1223069	100.00
Abstained/ Invalid	-	-	-	-	-	-	-

SPECIAL BUSINESS:

Item No.4: Ratification of remuneration of Cost Auditors:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	29	1223069	0	0	29	1223069	100.00
Dissent	0	0	0	0	0	0	0
Total	29	1223069	0	0	29	1223069	100.00
Abstained/ Invalid	-	-	-	-	-	-	-


Based on the foregoing, the resolution numbers from 01 to 04 in respect of Notice of 37<sup>th</sup> Annual General Meeting may be deemed to have been passed by Requisite Majority.



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

Thanking You

Yours Sincerely

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

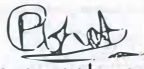


UDIN:F001788D000786737

Date: 12.08.2022

Place: Bengaluru

Witnesses:

  
1) Mr. Parameshwar G Bhat

  
2) Mr. Sharan Kumar S