

Ref: DIL/SEC/2020-21/26

Date: August 13, 2020

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: Proceedings of 35th Annual General Meeting and Voting Results

With reference to the above, the 35th Annual General Meeting (AGM) of the Company was held through Video Conferencing (VC) on August 12, 2020. 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.

DISA India Limited

Registered office:

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

T: +91 80 4020 1400-04

F: +91 80 2839 1661

E: bangalore@noricangroup.com

www.disagroup.com

www.wheelabratorgroup.com

CIN: L85110KA1984PLC006116

Manufacturing Facility

Tumkur : No. 28-32, Satyamangala
Industrial Area, Tumkur - 572 104
Karnataka, INDIA

T: +91 816 6602000/01

E: tumkur@noricangroup.com

Manufacturing Facility

Hosakote, Plot No. 50, KIAD8
Industrial Area, Hosakote - 652 114,
Karnataka, INDIA

T: +91 80 279171310/27971516

E: hosakote@noricangroup.com

Regional Sales & Service Contact:

New Delhi - delhi@noricangroup.com

Kolkata - kolkata@noricangroup.com

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ANNEXURE - 1

Proceedings of 35th Annual General Meeting (AGM) held on August 12, 2020

The 35th AGM of the Members of DISA India Limited was convened at 11.00 A.M. on Wednesday, August 12, 2020 through Video Conferencing (VC).

Mr. Sanjay Arte, Independent Director & Chairman of the Company chaired the Meeting.

The quorum being present, the Chairman called the meeting to order. With the consent of the shareholders, the Notice convening the Meeting was taken as read. There were 35 Members present through VC, including Corporate Holders 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 2019-20. Thereafter, Chairman put forth the items as set out in the Notice to be transacted in the meeting. The shareholders who had registered in advance with the Company were then invited to ask questions or express their views. Queries were accordingly raised by the registered shareholders. Mr. Lokesh Saxena, Managing Director of the Company responded to all the queries/clarifications sought.

It was informed that the facility to cast votes through remote e-voting was made available to the Members from August 8, 2020 (9 AM) to August 11, 2020 (5 PM) and e-voting through CDSL portal was provided during the AGM to those members who did not cast their votes through remote e-voting. The following items of business were transacted at the 35th AGM:

Ordinary Business:

1. Adoption of the Financial Statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2020, 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, 2020.
3. Re-appointment of Mr. Anders Wilhjelm (DIN: 08507772) as a Director, who retired by rotation and offered himself for re-appointment.

Special Business:

4. Ratification of remuneration of Cost Auditors for the financial year ended March 31, 2020.
5. Re-appointment of Mr. Lokesh Saxena (DIN:07823712) as Managing Director of the Company.

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

All the Resolutions as set out in the Notice of the 35th AGM were passed by the Members with the requisite majority. The meeting commenced at 11.00 AM and concluded by 11.56 AM.

For DISA India Limited


G Prasanna Bairy

DISA India Limited Secretary and Compliance Officer

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

T: +91 80 4020 1400-04
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www.disagroup.com
www.wheelabratorgroup.com
CIN: LB510KA19B4PLC006116

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

Manufacturing Facility
Hosakote, Plot No. 50, KIADB
Industrial Area, Hosakote - 652 114,
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Kolkata - kolkata@noricangroup.com
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Parts/Service: cdc.india@noricangroup.com

ANNEXURE -2

Format for Voting Results

Date of AGM	August 12, 2020
Total number of shareholders on record date (being the cut-off date for determining shareholders entitled to vote – August 4, 2020)	3647
<u>No. of shareholders present in the meeting either in person or through proxy:</u> Promoters and Promoter Group: Public:	NA NA
<u>No. of shareholders attended the meeting through Video Conferencing (VC):</u> Promoters and Promoter Group: Public:	2 33

DISA India Limited

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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, 2020.				
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
	Total	1088056	1088056	100.0000	1088056	0	100.0000	0.0000
Public-Institutions	E-Voting		137187	98.5631	137187	0	100.0000	0.0000
	Poll	139187	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	139187	137187	98.5631	137187	0	100.0000	0.0000
Public- Non Institutions	E-Voting		4064	1.7906	4063	1	99.9754	0.0246
	Poll	226962	7	0.0031	7	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	226962	4071	1.7937	4070	1	99.9754	0.0246
Total		1454205	1229314	84.5351	1229313	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

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
	Total		1088056	1088056	100.0000	1088056	0	100.0000
Public- Institutions	E-Voting	139187	137187	98.5631	137187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		139187	137187	98.5631	137187	0	100.0000
Public- Non Institutions	E-Voting	226962	4064	1.7906	4063	1	99.9754	0.0246
	Poll		7	0.0031	7	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		226962	4071	1.7937	4070	1	99.9754
Total		1454205	1229314	84.5351	1229313	1	99.9999	0.0001
Whether resolution is Pass or Not.						Yes		

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. Anders Wilhelm (DIN: 08507772) 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
	Total	1088056	1088056	100.0000	1088056	0	100.0000	0.0000
Public-Institutions	E-Voting		137187	98.5631	137187	0	100.0000	0.0000
	Poll	139187	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	139187	137187	98.5631	137187	0	100.0000	0.0000
Public- Non Institutions	E-Voting		4064	1.7906	4063	1	99.9754	0.0246
	Poll	226962	7	0.0031	7	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	226962	4071	1.7937	4070	1	99.9754	0.0246
Total		1454205	1229314	84.5351	1229313	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

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	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
	Total		1088056	1088056	100.0000	1088056	0	100.0000
Public- Institutions	E-Voting	139187	137187	98.5631	137187	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		139187	137187	98.5631	137187	0	100.0000
Public- Non Institutions	E-Voting	226962	4064	1.7906	4063	1	99.9754	0.0246
	Poll		7	0.0031	7	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		226962	4071	1.7937	4070	1	99.9754
Total		1454205	1229314	84.5351	1229313	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Lokesh Saxena (DIN: 07823712) as Managing 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
	Total	1088056	1088056	100.0000	1088056	0	100.0000	0.0000
Public- Institutions	E-Voting		137187	98.5631	137187	0	100.0000	0.0000
	Poll	139187	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	139187	137187	98.5631	137187	0	100.0000	0.0000
Public- Non Institutions	E-Voting		4054	1.7862	4053	1	99.9753	0.0247
	Poll	226962	7	0.0031	7	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	226962	4061	1.7893	4060	1	99.9754	0.0246
Total		1454205	1229304	84.5344	1229303	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

VIJAYAKRISHNA K T
BBM, 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

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
5th Floor, Kushal Garden Arcade 1A
Peenya Industrial Area
Peenya 2nd Phase
Bangalore- 560 058

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 ('the Company') for the purpose of scrutinizing the voting the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 35th Annual General Meeting held on Wednesday, August 12, 2020 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 (the Listing Regulations), hereby furnish my Report to you.

The Notice dated June 3, 2020, 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 dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and e-voting at the Annual General Meeting venue for the resolutions proposed



1

Res : No. 66, Sathyanarayana Layout, West of Chord Road, III Stage, Bangalore - 560 079, INDIA
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in the Notice of 35th 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 35th 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 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for four days from 8th August, 2020 (9.00 A.M. IST) till 11th August, 2020 (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, the 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. 4th August, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 35th Annual General Meeting.

At the end of the voting period on 11th August, 2020 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

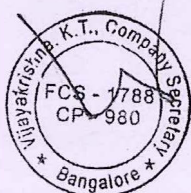
After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 12th August, 2020, in presence of Mr. S R Ravianand and Mr. Ajith Sharmawho acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (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 based on such reports.

a. 20(folio wise) members have cast their votes through remote e-voting.

b. 6(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 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon:

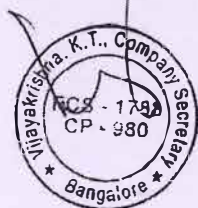
Ordinary Resolution:

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	19	1229306	6	7	25	1229313	99.999
Dissent	1	1	0	0	1	1	0.001
Total	20	1229307	6	7	26	1229314	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, 2020:

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	19	1229306	6	7	25	1229313	99.999
Dissent	1	1	0	0	1	1	0.001
Total	20	1229307	6	7	26	1229314	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



Item No.3: Appointment of Mr. Anders Wilhelm (DIN: 08507772), who retires by rotation, and being eligible, offers himself for re-appointment:

Ordinary Resolution:

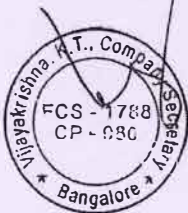
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	1229306	6	7	25	1229313	99.999
Dissent	1	1	0	0	1	1	0.001
Total	20	1229307	6	7	26	1229314	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

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	19	1229306	6	7	25	1229313	99.999
Dissent	1	1	0	0	1	1	0.001
Total	20	1229307	6	7	26	1229314	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



Item No. 5: Re-appointment of Mr. Lokesh Saxena (DIN: 07823712) as Managing Director of the Company:

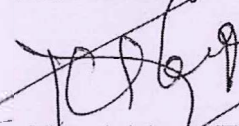
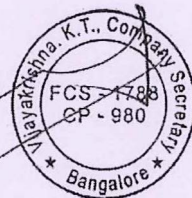
Special Resolution:

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	18	1229296	6	7	24	1229303	99.999
Dissent	1	1	0	0	1	1	0.001
Total	19	1229297	6	7	25	1229304	100
Abstained/ Invalid	1	10	NIL	NIL	1	10	NA

Based on the foregoing, the resolution numbers from 01 to 05 in respect of Notice of 35th Annual General Meeting may be deemed to have been passed by requisite majority.

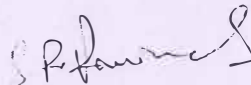
All the relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary of the Company for preserving safely.

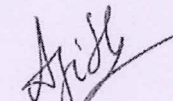
Thanking You
Yours Sincerely

Vijayakrishna KT
Company Secretary
FCS No.: 1788
C. P. No.: 980
UDIN: F001788B000575031
Date: 13.08.2020
Place: Bengaluru

Witnesses:


1. S R Ravianand


2. Ajith Sharma