

# Norican Group

Shaping Industry

Ref: DIL/SEC/2020-21/21

Date: July 22, 2020

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

Telephone no: +91 22 2272 1233/1234

Fax no: +91 22 2272 1919

BSE Scrip Code: 500068

Name of the Company: Disa India limited

Dear Sir,

**SUB: Notice of Annual General Meeting, E-voting and Book Closure**

Please find attached Notice of 35<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/disa-india-financial-reports>. The Company has dispatched the Annual Report along with Notice of AGM by electronic mode on July 18, 2020 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 has dispensed with the requirement of dispatching physical copies of Annual Report in respect of AGMs held during the calendar year 2020.

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 (22<sup>nd</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 office:  
5<sup>th</sup> Floor, Kushal Garden Arcade,  
1A Peenya Industrial Area  
Peenya 2<sup>nd</sup> Phase  
Bangalore - 560058  
Karnataka, INDIA

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F: +91 80 2839 1661  
E: bangalore@noricangroup.com  
www.disagroup.com  
www.wheelabratorgroup.com  
CIN: L8510KA1984PLC006116

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,  
Karnataka, INDIA  
T: +91 80 279171310/27971516  
E: hosakote@noricangroup.com

Regional Sales & Service Contact:  
New Delhi - delhi@noricangroup.com  
Kolkata - kolkata@noricangroup.com  
Pune - pune@noricangroup.com  
Rajkot - rajkot@noricangroup.com  
Parts/Service: cdc.india@noricangroup.com

**NOTICE**

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of DISA India Limited will be held on Wednesday, the 12th day of August 2020 at 11.00 AM IST through Video Conferencing (VC) to transact the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
- To declare a Dividend of Rs. 2.5/- per Equity Share of Rs. 10/- each (25%) for the financial year ended March 31, 2020.
- To appoint a Director in place of Mr. Anders Wilhelm (DIN: 08507772), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

- Ratification of 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], M/s. Rac, 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, 2020 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."
- Re-appointment of Mr. Lokesh Saxena (DIN: 07823712) as Managing Director of the Company:**  
To consider and if thought fit, to pass, the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the consent of the Shareholders be and is hereby accorded to the re-appointment of, and remuneration payable to, Mr. Lokesh Saxena (DIN: 07823712), as the Managing Director of the Company for a period of three years with effect from June 21, 2020 to June 20, 2023 upon the terms and conditions recommended by Nomination and Remuneration Committee

and approved by the Board and subject to Central Government approval, if required, on such terms and conditions as set out below:

**1. Basic Salary:**

With effect from	Basic Salary per month
June 21, 2020	Rs. 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand only) per month with such changes annually, as may be decided upon.

**2. House Rent Allowance:**

Not exceeding 50% of basic salary. House rent allowance will be Rs. 1,87,500/- (Rupees One Lakh Eighty Seven Thousand Five Hundred only) per month.

**3. Conveyance:**

Chauffeur driven car will be provided by the Company for the performance of official duties and personal use. All expenses towards this facility will be borne by the Company.

**4. Telephone:**

A residential telephone, Laptop Computer and one Internet Service connection will be provided by the Company at its cost to facilitate the performance of duties.

**5. Other Allowance:**

Other allowance will be Rs. 2,86,090/- (Rupees Two Lakhs Eighty Six Thousand Ninety only) per month.

**6. Medical Allowance:**

Medical Allowance will be limited to Rs. 1,250/- (Rupees One Thousand Two Hundred Fifty only) per month.

**Medi-claim Policy Coverage**

Eligible for Medi-claim Policy (premium paid by the Company) covering self, spouse, dependent children less than 21 years of age and other dependent family members as applicable to other senior management personnel of the Company, with changes, if any, as applicable from time to time.

**7. Leave and Leave Travel Assistance:**

Leave entitlement will be as applicable to the other senior management personnel of the Company. Expenses for self and family (as defined above) of travel anywhere in India on leave will be paid/reimbursed once a year subject to a ceiling of one month's basic salary.

**8. Provident Fund:**

The Company will contribute 12% of the basic salary to the Provident Fund and incurs approximately 1% of basic salary towards Administration charges payable to Provident Fund Department, as applicable to other senior

management personnel of the Company, with changes, if any, as may be applicable from time to time.

**9. Superannuation Fund:**

The Company will contribute 15% of the basic salary to the Superannuation Fund as applicable to other senior management personnel of the Company, with changes, if any, as may be applicable from time to time.

**10. Gratuity:**

After a continuous service of five years, gratuity will be payable at the rate of fifteen days basic salary per year of service, limited to a maximum of 30 years. Payment of gratuity will be as per rules and regulations of the Company as applicable to other senior management personnel of the Company, with changes, if any, as may be applicable from time to time.

**11. Reimbursement of Business Expenses:**

Eligible for Reimbursement of all reasonable expenses on travel, entertainment etc. legitimately incurred in the course of performance of duties.

**12. Sitting Fee:**

No sitting fees will be paid for attending Meetings of the Board of Directors or Committees thereof. He will not be liable to retire by rotation.

**13. Variable Performance Bonus:**

He will be eligible for performance-based variable pay @ 30% of the annual fixed pay every year subject to the standard terms of Norican Annual Incentive Plan (NAIP). NAIP takes into account Group performance, Company performance in terms of Growth and margin expansion and personal objectives measured against agreed objectives for the year.

**14. Minimum Remuneration**

In the event of absence or inadequacy of profits in any Financial Year during the currency of tenure of his appointment, the entire applicable remuneration of Rs. 15.66 Million payable to Mr. Lokesh Saxena by way of Salary and perquisites as mentioned above shall be paid as the Minimum Remuneration, subject to the provisions under Schedule V of the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the terms and conditions of appointment of Mr. Lokesh Saxena as Managing Director subject to the limits prescribed under the Schedule V of the Companies Act, 2013”.

By Order of the Board of Directors  
For DISA India Limited  
G Prasanna Bairy  
Company Secretary

Date : June 3, 2020  
Place : Bengaluru

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 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC), subject to compliance with various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 35th AGM of the Company is being convened and conducted through VC.

2. The Company has facilitated the members to participate in the 35th AGM through the 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 35th 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 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.
6. As per 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 35th AGM is being held through VC as per MCA 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 35th 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, the Annual Report for the financial year 2019-20 along with Notice of 35th 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.

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/disa-india-financial-reports.

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> or from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

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 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, 2020. 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, 2020. This would enable the Company to compile the information and provide replies at the meeting.
11. The Register of Members and the Share Transfer books of the Company will remain closed from August 5, 2020 to August 12, 2020 (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, 2020 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 August 4, 2020 (Record date).

13. The 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 warrants/demand drafts will be sent to their registered addresses once the postal facility is available.
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 Shareholder

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 as source for FY 2020-21, where ever applicable, would be as under:

Particulars	Applicable Rate	Documents required (if any)
Shareholders having the PAN	7.5%	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.
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.

**Non - Resident Shareholders**

As per Section 90 of the Income Tax Act, the non-resident shareholder has the option to be 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	
Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR 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 20-21. c) Self-declaration in Form 10F. d) Self-declaration by the non-resident shareholder of 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 Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

Soft copies of Form 15G, Form 15H, Form 10F and Format for self-declaration of beneficial ownership may be downloaded from the link <https://www.integratedindia.in/ExemptionFormSubmission.aspx>.

The aforesaid documents, as applicable, should be mailed to [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com) on or before July 27, 2020, 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 July 27, 2020 shall be considered for payment of Dividend.

If the tax on said Dividend is deducted at a higher rate due to non-receipt of or satisfactory completeness of the aforementioned details/documents by July 27, 2020, 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 email a soft copy of the TDS certificate to the registered email ID of the shareholders in due course, post payment of the said Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.

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 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 Investor Education and Protection Fund.

16. In line with the provisions of Section 124 of the Companies Act, 2013, members who have not so far encashed the Dividend warrant(s) 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, 2015.

17. The Shares of the Company are traded compulsorily 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. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.
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 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 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. The 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 and 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.
  23. The 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. Voting Through Electronic Means:

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 the 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 35th Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means. 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 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 restrictions.

The instructions for Members for remote e-voting are as under:

- (i) The voting period begins on August 8, 2020 (9.00 AM IST) and ends on August 11, 2020 (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, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" module.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user, follow the steps given below:

	For Shareholders holding shares in Demat Form and 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).
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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 (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xi) Click on the EVSN relevant to 'DISA India Limited' on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

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

1. 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.

2. 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.

3. 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](mailto:investor.relations@noricangroup.com) on or before August 5, 2020. The Company reserves the right to limit the number of members asking the questions depending on the time availability at the AGM.

4. 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 for e-voting during the AGM are as under: -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. If any votes are cast by the members through the 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.
4. 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.

(xix) 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.

(xx) 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, 2020 may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or by contacting our RTA, M/s 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)].

(xxi) 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 1800225533.

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, 2020.
  - (ii) The Board of Directors has appointed Mr. Vijayakrishna K T (Membership No. FCS 1783) 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/downloads>.
25. Brief resume and other information in respect of directors 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. Anders Wilhjem retiring by rotation:

Name: Mr. Anders Wilhjem (DIN: 08507772)

Age: 54 years

Qualification: Master Business Administration, Massachusetts Institute of Technology, USA

Expertise: Mr. Anders Wilhjem is the President & CEO of Norican Group and has extensive work experience in senior management level positions of many multinational companies in the fields of Management, Manufacturing, Marketing, Process Engineering etc.

Directorships in other Companies:

Name of the Company	Position
DAT-Schaub A/S	Director
Tresu A/S	Director
BioMar A/S	Director
BlMobject AB	Director
Naciron Global A/S	Director

Committee Memberships:

DISA India Limited:

Name of the Committee	Position
Nomination & Remuneration Committee	Member

Shareholding: NIL

By Order of the Board of Directors  
For DISA India Limited

G Prasanna Bairy  
Company Secretary  
Membership No.: ACS 35584

Date : June 3, 2020

Place : Bengaluru

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

Item No. 3 – Ratification of remuneration payable to the 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 23, 2019, had re-appointed M/s. Rao, Murthy & Associates as Cost Auditors, for conducting the Cost Audit for the financial year 2019-20 on a remuneration of Rs. 1,55,000/- (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.

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

Members may recall that Mr. Lokesh Saxena was appointed as the Managing Director of the Company for a period of three years from June 21, 2017 to June 20, 2020. Based on the recommendation of the Nomination and Remuneration Committee, your Board at its meeting held on June 3, 2020 has re-appointed Mr. Saxena as Managing Director for a fresh term of three years from June 21, 2020, subject to the approval of the members in this Annual General Meeting.

Particulars as required by Part II of schedule V of the Companies Act 2013 are set out below.

General information:

DISA India Limited is a leading equipment manufacturer with advanced foundry and surface preparation process technology. The company, which was incorporated in 1984, is head quartered in Bengaluru, India. It is a company listed in Bombay Stock Exchange with sound financials. Denmark based Promoters company DISA Holding A/s and DISA Holding AG of Switzerland own 20.73% and 54.10 % of shares respectively (collectively 74.82%) and the remaining 25.18% shares are held by the Indian public.

DISA India supplies complete foundry systems by integrating the international DISA range of Moulding machines and sand mixers with proper combination of sand plant equipment, surface preparation machines and environmental control systems. DISA has a range of Sand Moulding Equipment that cater to different needs of the foundry industry.

The financial performance of the Company for the past five years is as under: (Rs. Million)

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Revenue from operations (net)	2,236.0	2,419.2	1,958.6	1,574.9	1,427.3
Profit after tax	285.6	277.8	162.8	111.1	106.0
Earnings per share (Rs.)	196.40	191.03	111.95	74.52	70.19
Dividend (%)	25 #	25	25	25	25

# Recommended

Information about the appointee:

Mr. Lokesh Saxena is a Bachelor of Engineering from MITS, Gwalior and Master of Business Administration in Marketing. Mr. Saxena is 50 years of age and has 25 years of experience in the industry in Automotive and Industrial businesses. Before joining DISA India Limited, he has worked for SKF India Limited for 15 years in various business positions, lastly being Vice President for Industrial Business & Services. Prior to SKF India Limited, he has worked for 6 years with Bosch Limited in the sales function.

Mr. Lokesh Saxena has been driving the Company's day today operations in the capacity of Managing Director from June 21, 2017. The Company has steadily grown under the leadership of Mr. Lokesh Saxena as Managing Director despite the adverse business scenario prevailing in the economy.

Based on the recommendation of the Nomination and Remuneration Committee, your Board of Directors has appointed Mr. Lokesh Saxena as Managing Director for a further period of three years from June 21, 2020 to June 20, 2023 subject to the approval of the members.

Mr. Lokesh Saxena, being an appointee is concerned or interested in the resolution set out at item no. 5 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

Your Board is of the opinion that Mr. Lokesh Saxena will be able to lead the Company to higher levels and recommends the proposed Special Resolution for approval by the Shareholders.

By Order of the Board of Directors  
For DISA India Limited

G Prasanna Bairy  
Company Secretary  
Membership No.: ACS 35584

Date : June 3, 2020  
Place : Bengaluru





