

Ref: DIL/SEC/2021-22/25  
Date: August 13, 2021

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: Report of Scrutinizer.**

The Company had appointed Mr. Vijayakrishna K T, Company Secretary as Scrutinizer for the purpose of scrutinizing the voting through remote e-voting facility provided by the Company to its members as well as e-voting facility at its AGM held on August 12, 2021 through Video Conferencing (VC).

Report of Scrutinizer, pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 is attached.

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-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: 29AAACG030F1ZY

**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

## SCRUTINIZER'S REPORT

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

To  
Ms. Deepa Hingorani  
Chairperson  
DISA India Limited  
World Trade Center (WTO)  
6<sup>th</sup> Floor, Unit No S-604  
Brigade Gateway Campus  
26/1, Dr. Rajkumar Road  
Malleswaram, Rajajinagar  
Bangalore- 560 055

Madam,

I, Vijayakrishna 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 voting the e-voting prior to the AGM ('remote e-voting') and electronic voting ('e-voting') at the 36<sup>th</sup> Annual General Meeting held on Thursday, August 12, 2021 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 20, 2021, 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.02/2021 dated January 13, 2021 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 Circulars dated May 12, 2020 and January 15, 2021.



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 in the Notice of 36<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 casts in "favour" or "against" on the resolutions proposed in the Notice convening the 36<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 20 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, 2021 (9.00 A.M. IST) till 11<sup>th</sup> August, 2021(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 Chairperson, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

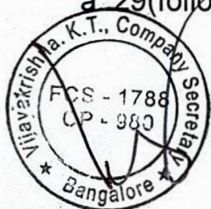
The Members holding Equity Shares as on the "cut-off date" i.e., 4<sup>th</sup> August, 2021 were entitled to vote on the resolutions proposed in the Notice calling the 36<sup>th</sup> Annual General Meeting.

At the end of the voting period on 11<sup>th</sup> August, 2021 (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, 2021, in presence of Mr. Parameshwar G Bhat and Mr. Sharan Kumar S 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.3(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, 2021, together with the Reports of the Board of Directors and the Auditors thereon:**

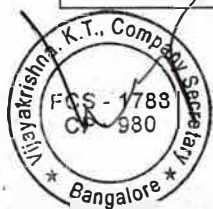
**Ordinary Resolution:**

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	28	1220522	3	3907	31	1224429	99.997
Dissent	1	35	0	0	1	35	0.003
Total	29	1220557	3	3907	32	1224464	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**Item No.2: Declaration of Dividend of Rs. 10/- (100%) per Equity Share of Rs. 10/- each for the Financial year ended March 31, 2021:**

**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	28	1220522	3	3907	31	1224429	99.997
Dissent	1	35	0	0	1	35	0.003
Total	29	1220557	3	3907	32	1224464	100
Abstained/	NIL	NIL	NIL	NIL	NIL	NIL	NA



Invalid							
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**Item No.3: Appointment of Ms. Ulla Hartvig Plathe Tonnesen (DIN: 08507796), Director, who retires by rotation, and being eligible, offers herself for re-appointment:**

**Ordinary Resolution:**

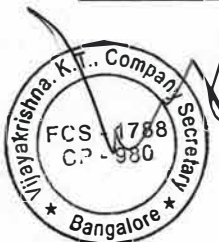
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	28	1220522	3	3907	31	1224429	99.997
Dissent	1	35	0	0	1	35	0.003
Total	29	1220557	3	3907	32	1224464	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	28	1220522	3	3907	31	1224429	99.997
Dissent	1	35	0	0	1	35	0.003
Total	29	1220557	3	3907	32	1224464	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



**Item No. 5: Appointment of Mr. Bhagya Chandra Rao (DIN: 00211127) as a Director and as an Independent Director of the Company:**

**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	28	1220522	3	3907	31	1224429	99.997
Dissent	1	35	0	0	1	35	0.003
Total	29	1220557	3	3907	32	1224464	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**Item No. 6: Appointment of Mr. Michael Declan Guerin (DIN: 09055549) as a Director of the Company:**

**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	28	1220522	3	3907	31	1224429	99.997
Dissent	1	35	0	0	1	35	0.003
Total	29	1220557	3	3907	32	1224464	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

**Item No. 7: Payment of Remuneration exceeding fifty percent (50%) of the total remuneration payable to all Non-Executive Directors to Ms. Deepa Hingorani (DIN: 00206310):**



**Special Resolution:**

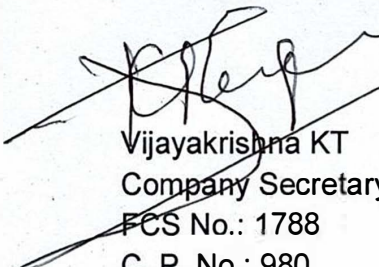
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	26	1220477	3	3907	29	1224384	99.993
Dissent	3	80	0	0	3	80	0.007
Total	29	1220557	3	3907	32	1224464	100
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Based on the foregoing, the resolution numbers from 01 to 07 in respect of Notice of 36<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 Chairperson 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: F001788C000779400

Date: 13.08.2021

Place: Bengaluru



Witnesses:

  
1) Mr. Parameshwar G Bhat

  
2) Mr. Sharan Kumar S