



# 32<sup>nd</sup> Annual Report



Wheelabrator Pass-Through Shot Blast machine installed at JCB India

## Key Installations



DISAMATIC C3-150 at  
Om Metal Cast



DISA MATCH 24/28  
at Ashta Liners



DISA FLEX 90 at Atul



Wheelabrator DRT Shot Peening  
Machine at Avtec



DISA Dust Extraction  
System at Walton



DISA Fume Extraction  
System at Sesa Goa

We are **Norican**

DISA | Italtipresse | Gauss | StrikoWestofen | Wheelabrator

**BOARD OF DIRECTORS**

ROBERT E JOYCE JR - Chairman (upto 21.06.2017)  
ANDREW THOMAS CARMICHAEL - Chairman (w.e.f. 21.06.2017)  
DEEPA HINGORANI  
SANJAY ARTE  
SHYAMAL KUMAR SINHA  
VIRAJ NAIDU - Managing Director (upto 25.05.2017)  
LOKESH SAXENA - Managing Director (w.e.f. 21.06.2017)

**CHIEF FINANCIAL OFFICER  
COMPANY SECRETARY**

AMAR NATH MOHANTY  
G. PRASANNA BAIRY

**BANKERS**

KOTAK MAHINDRA BANK LTD  
HDFC BANK LTD.

**REGISTRARS**

Integrated Registry Management Services Private Limited  
30, Ramana Residency,  
Ground Floor,  
IV Cross, Sampige Road,  
Malleswaram,  
Bangalore - 560 003.  
Ph: +91 80 23460815/816  
E-mail : irg@integratedindia.in

**REGISTERED OFFICE**

5th Floor, Kushal Garden Arcade  
1A, Peenya Industrial Area,  
Peenya 2nd Phase  
Bangalore 560 058  
Ph: +91 80 4020 1400 to 04

**STOCK EXCHANGE**

BSE Ltd.  
Mumbai

**AUDITORS**

Deloitte Haskins & Sells  
Bangalore

**SOLICITORS**

Chander Kumar & Associates  
Bangalore

**INTERNAL AUDITORS**

M.K. Dandekar & Co.  
Chennai

**SECRETARIAL AUDITOR**

Vijayakrishna KT  
Bangalore

## NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of DISA India Limited will be held at Hotel Vivanta by Taj, Yeshwanthpur, Bangalore - 560 022 at 11.00 Hrs on Friday, the 11th day of August, 2017 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Andrew Thomas Carmichael (DIN: 03634151), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
3. To declare a Dividend of Rs. 2.50/- per Equity Share of Rs. 10/- each (25%) for the financial year ended March 31, 2017.
4. To ratify the appointment of Statutory Auditors of the Company:  
To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the resolution passed by the Members of the Company at the 30th Annual General Meeting held on August 06, 2015 and pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of the Company be and is hereby accorded for ratification of the appointment of Messrs Deloitte Haskins & Sells, Chartered Accountants, (FRN 008072S), to hold office from the conclusion of Thirty-Second Annual General Meeting until the conclusion of Thirty-Third Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

### SPECIAL BUSINESS:

5. 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], Messrs. Rao, Murthy & Associates, Cost Accountants, Bangalore (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, 2017 with a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty 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."
6. Appointment of Mr. Lokesh Saxena (DIN: 07823712) as a Director of the Company:  
To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof], Mr. Lokesh Saxena (DIN: 07823712), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on June 21, 2017 in terms of Section 161(i) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose period of office shall not be liable to determination by retirement by rotation."

7. 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 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 21st, 2017 to June 20th, 2020 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:

- I. Basic Salary:

With effect from	Basic Salary per month
21st June, 2017	Rs. 2,71,000/- (Rupees Two Lakhs Seventy One Thousand only) per month with such changes annually, as may be decided upon.

- II. House Rent Allowance:

Not exceeding 50% of basic salary. House rent allowance will be Rs. 1,35,500/- (Rupees One Lakh Thirty Five Thousand Five hundred only) per month.

- III. 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.

- IV. 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.

- V. Other Allowance:

Other allowance will be Rs. 1,89,700/- (Rupees One Lakh Eighty Nine Thousand Seven Hundred only) per month.

VI. Medical Expenses:

Medical expenses incurred in respect of the self, spouse and two dependent unmarried children less than 21 years of age will be reimbursed to the extent that they do not receive such assistance from any other source. This 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 and two dependent children less than 21 years of age as applicable to senior management personnel of the Company.

VII. Leave and Leave Travel Assistance:

Leave entitlement will be as applicable to the senior Managers 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.

VIII. Provident Fund:

The Company will contribute 12% of the basic salary to the Provident Fund, as applicable to senior management personnel of the company with changes if any as may be applicable from time to time.

IX. Superannuation Fund:

The Company will contribute 15% of the basic salary to the Superannuation Fund as applicable to Senior Management Personnel of the Company with changes if any as may be applicable from time to time.

X. Gratuity:

After a continuous service of five years, eligible to receive gratuity 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 the Senior Management Personnel of the Company with changes if any as may be applicable from time to time.

XI. Reimbursement of Business Expenses:

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

XII. Sitting Fee:

He will not be paid any sitting fees for attending meetings of the Board of Directors or Committees thereof. He will not be liable to retire by rotation.

XIII. Variable Performance Bonus:

He will be eligible for variable performance bonus 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.

XIV. 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 payable to Mr. Lokesh Saxena by way of Salary and perquisites 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."

8. Alteration of the Objects Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered in the following manner:

- a) By replacing numbering format 'I', 'II', 'III', 'IV', 'V' and 'VI' with '1st', '2nd', '3rd', '4th', '5th' and '6th' respectively to represent the various main clauses in the Memorandum of Association.
- b) 3rd (a) of the Objects Clause of the Memorandum of Association of the Company be titled as "The objects to be pursued by the company on its incorporation"
- c) 3rd (b) of the Objects Clause of the Memorandum of Association of the Company be titled as "Matters which are necessary for furtherance of the objects specified in clause 3(a)"
- d) By deleting the existing Clause III (C).
- e) By deleting the existing Clause 4, and by substituting the following new Clause 4th thereof as hereunder:

The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred by the Board by this resolution) be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

9. Alteration of Articles of Association of the Company:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as warranted by the aforesaid Act, Articles of Association of the Company be and are hereby altered by deleting the existing Articles and by adopting the Articles from Table F under the said Act, with such modifications as may be applicable and relevant to the Company and as may be suggested by the Stock Exchanges in terms of the Listing Agreements executed by the Company with them, and as per the draft Articles of Association available for inspection at the Registered Office of the Company and as may be

uploaded on the website of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the new set of Articles of Association be and are hereby adopted by the shareholders to incorporate the provisions relating to the Companies Act, 2013 as below:

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### ARTICLES OF ASSOCIATION

OF

**DISA India Limited**

(Company Limited by Shares)

(Incorporated under the Companies Act, 1956 as amended under the Companies Act, 2013)

#### PRELIMINARY

(i) In these Articles:

"The Act" and reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the Section or provisions of the Act or such statutory modification.

"Affiliate" in respect of any Company, means any legal entity which, controls or is controlled by that Company, or is controlled by the same individual or entity which controls that Company. For the purposes of this definition, any entity is controlled by another entity or individual where that entity or individual owns, directly or indirectly, more than fifty percent of the shares entitled to a vote at general meetings of shareholders or has the power to cause the election of a majority of the Board of Directors of the first entity.

"Article" or "these Articles" means the Articles set out herein.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Board" or "Board of Directors" means the Board of Directors and the Directors collectively or a meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at the Board or the Directors of the Company collectively.

"Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

"Chairman" means the Chairman of the General Meetings and Board as referred to, in these Articles.

"the Company" or "the Corporation" means DISA India Limited.

"Debentures" includes Debenture Stock, Bonds and any other Securities of a Company, whether constituting a charge on the assets of the Company or not.

"Director" means a Director appointed to the Board of the Company.

"Document" includes notice, requisition, order, other legal process and registers whether issued, sent or kept in pursuance of this or any other Act or otherwise.

"Managing Director" means the Managing Director or Managing Directors of the Company for the time being.

"Dividend" includes any interim dividend.

"General Meeting" means the Annual General Meeting and Extraordinary General Meeting of the Company, as the case may be, as defined by the relevant provisions of the Act.

"Member" means a duly registered holder of Shares from time to time and includes the subscribers to the memorandum of the Company and beneficial owners as defined in the Depositories Act, 1996.

"Month" means Calendar Month.

"Non-retiring Director" means a Director not subject to retirement by rotation.

"Office" means the registered office for the time being of the Company.

"Ordinary Resolution" and 'Special Resolution' shall have the meaning respectively assigned to these terms by Section 114 of the Act.

"Paid up" includes credited as paid-up.

"Person" includes corporations as well as individuals.

"Public Holiday" means a public holiday within the meaning of the Negotiable Instruments Act 1881.

"Register of Members" means the Register of Members to be kept pursuant to the Act.

"The Registrar" means the Registrar of Companies of the State in which the Office of the Company is for the time.

"Secretary" includes a temporary or Assistant Secretary and any person or persons appointed by the Board to perform any of the duties of the Secretary of the Company in pursuance of Section 203 of the Act.

"Seal" means the common seal for the time being of the Company.

"Shareholder" means any person(s) who is a holder of any class of Shares.

"Share" means Share in the Share Capital of the Company and includes Stock except where a distinction between Stock and Shares is expressed or implied.

"Special Resolution" shall have the meaning assigned thereto by Section 114 of the Act.

"Year" means the calendar year, and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

"These Presents" or the "Articles" means these Articles of Association as originally framed or as altered from time to time by Special Resolution.

The Marginal notes used in these Articles shall not affect the construction thereof.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

#### 1. APPLICATION OF TABLE 'F'

For the matters not provided herein, the provisions contained in Table 'F' shall apply to the Company.

## 2. PUBLIC COMPANY

The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013, with a minimum Paid up Capital of Rupees Five Lakhs or such higher paid up capital as may be prescribed and accordingly:

- (i) Does not restrict the right to transfer its shares;
- (ii) Does not limit the number of its members to be two hundred:

Provided further that-

- (A) persons who are in the employment of the company; and
  - (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
- (iii) does not prohibit any invitation to the public to subscribe for any securities of the Company;

## 3. CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

1. The Authorized Share Capital of the Company shall be such amount as stated in the Company's Memorandum from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in General Meeting, and if no direction be given, as the Directors may determine.
2. The Shares of the Company shall be under the Control of the Board, subject to the provisions of the Act and Articles contained herein. The Board may issue, allot, or otherwise dispose off Shares in such manner as it may deem proper.
3. The Company in General Meeting may, from time to time, by an Ordinary Resolution increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings of the Company in conformity with Section 47 of the Act. Whenever the Capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 67 of the Act.
4. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
5. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue Preference Shares which are or at the option of the Company are to be liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
6. On the issue of Redeemable Preference Shares under the provisions of Article 7 hereof the following provisions shall take effect:
  - a) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption; No such Shares

shall be redeemed unless they are fully paid;

- b) The premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed;
- c) Where any such shares are redeemed otherwise than out of the proceeds of fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the 'Capital Redemption Reserve Account' a sum equal to the nominal amount of shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

7. The Company may (subject to the provisions of Sections 52, 55 and 66 inclusive, of the Act) from time to time by Special Resolution, reduce its Capital and any Capital Redemption Reserve Account or Premium Account in any manner for the time being authorised by law, and in particular capital may be paid off On the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.
8. Subject to the provisions of Section 61 of the Act, the Company in General Meeting may, from time to time subdivide or consolidate its shares, or any of them and the resolution whereby any share is sub-divided, may determine that, as between the holders of the shares resulting from such sub-division of one or more of such shares shall have some preference or special advantage as regards dividend, capital, or otherwise over or as compared with the others or other, Subject as aforesaid the Company in General Meeting may also cancel Shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
9. Whenever the capital, by reason of the issue Preference Shares or otherwise, is divided into different classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of Section 48 of the Act be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of atleast three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of Shares of that class.

## 4. TRANSFER OF SHARES

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

## 5. TRANSMISSION OF SHARES

- a) On the death of sole member, his nominee(s), if any, shall be the only person(s) recognized by the Company as having any title to his interest in the shares to the exclusion of succession laws applicable to the deceased member.
- b) Every member shall deliver to the Company a nomination in accordance with and subject to the Rules made by the Board.
- c) In case, the nomination is not made as provided above, it shall be deemed that a nomination has been made by the deceased

member himself, in the following order of precedence:

- a. a spouse, if any;
- b. child or children, if any, jointly;

EXPLANATION: This includes both unmarried and married children of both sexes.

### 6. NOMINATION

Equity holders of shares/Debentures may nominate a person to whom its shares in, or the debentures of the Company, shall vest, in accordance with the provisions contained in Companies Act, 2013.

### 7. SHARES IN ELECTRONIC FORM

#### (A). Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Shareholder' or 'Member' means the duly registered holder of the shares from time to time and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub section (1) of section 2 of the Depositories Act, 1996.

'SEBI Board' means the Securities and Exchange Board of India;

'Bye-laws' means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996:

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force:

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the Regulations:

'Regulations' means the regulations made by the SEBI Board;

'Security' means shares, debentures and such other security as may be specified by the SEBI Board from time to time.

#### (B). Dematerialisation of securities

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its securities in a dematerialised form, pursuant to the Depositories Act and the rules framed there under.

5(e) 'The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are dematerialised in future or issued in future in dematerialised form'.

5(f) 'The Company shall be entitled to dematerialize its existing shares, rematerialise its shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any'.

#### (C). Option to receive security certificates or hold securities with Depository

- (1) Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.
- (2) Where a person opts to hold a security with a Depository, the company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository

shall enter in its record the name of the allottee as the beneficial owner of the security.

#### (D). Securities in depositories to be in fungible form

- (1) All securities held by a Depository shall be dematerialised and shall be in fungible form.
- (2) Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.
- (3) In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply".

#### (E). Rights of Depositors and Beneficial Owners

- (1) Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of a beneficial owner.
- (2) Save as otherwise provided in clause (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.
- (3) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be the member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.
- (4) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

#### (F). Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

#### (G). Option to opt out in respect of any such security

- (1) If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.
- (2) The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.
- (3) The Company shall, within (30) days of the receipt of intimation from a Depository and fulfilment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner or the transferee, as the case may be.

#### (H). Section 56 of the Act not to apply

Notwithstanding anything to the contrary contained in the Articles:

- (1) Nothing contained in Section 56 of the Act shall apply to a transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

#### (I). Registers and Index of beneficial owners

- (1) The Register and index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles.
- (2) Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any



share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust, or equity and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

- (3) The Company shall keep a Register and index of Members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled to keep in any State or Country outside India, a branch Register of members resident in that State or Country.
- (4) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered on the Register of Members in respect thereof.

## **8. DIVIDEND**

### **DIVISION OF PROFITS**

- a) The profits of the Company, subject to any special rights relating thereto created or authorized to be created by these Articles shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares half by them respectively.

### **THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND**

- b) The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

### **DIVIDENDS ONLY TO BE PAID OUT OF PROFITS**

- c) No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profit of the Company and remaining undistributed or out of both, provided that;
- d) If the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
- e) If the company has incurred any loss in any previous financial year or years, the amounts of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both case after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

### **INTERIM DIVIDEND**

- f) The Board may subject to provisions of the Act, from time to time, pay to the members, such interim dividend as in its judgment the position of the Company justifies.

### **CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND**

- g) Where capital is paid in advance of call, such capital may carry

interest but shall not in respect thereof confer a right to dividend or participate in profits or voting rights.

### **DIVIDEND IN PROPORTION TO AMOUNT PAID-UP**

- h) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend accordingly.

### **RETENTION OF DIVIDENDS UNTIL COMPLETION OF TRANSFER**

- i) The Board may retain the dividends payable upon shares in respect of which any person is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

### **DIVIDEND ETC., TO JOINT HOLDERS**

- j) Any one of several persons who are registered as the Joint-Holders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such shares.

### **NO MEMBER TO RECEIVE DIVIDEND WHILE INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF**

- k) No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares, or otherwise, however, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of the money so due from him to the Company.

### **TRANSFER OF SHARES MUST BE REGISTERED**

- l) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

### **DIVIDEND HOW REMITTED**

- m) Unless otherwise directed, any dividend may be paid by Cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in Register in respect of the joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission; or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

### **UNCLAIMED DIVIDEND**

- n) Dividends unclaimed for one year after having been declared may be invested or otherwise issued by the Board for the benefit of the Company until claimed. All dividends unclaimed on becoming barred by law may be forfeited by the Directors for the benefit of the Company. The Directors may remit the forfeiture whenever then may think proper. No unclaimed dividend shall be forfeited before the claim thereto becomes barred by law.

### **NO INTEREST ON DIVIDENDS**

- o) No unpaid dividend shall bear interest as against the Company.

### **TRANSFER TO SPECIAL BANK ACCOUNT**

- p) The Company after having declared the dividend must transfer

the unpaid or unclaimed dividend, if any, to special account in a Dividend Account of DISA INDIA LIMITED within 7 days after the expiry of 30 days commencing from the date of declaration of dividend.

### TRANSFER TO GENERAL REVENUE ACCOUNT

- q) If any dividend remains unpaid or unclaimed for a period of seven years after the amount is transferred to the special bank Account, the amount remaining in the special bank Account will have to be transferred to the General Revenue Account of the Central Government, containing the details of the shareholders who have not been paid the dividend and the amount of dividend unclaimed.

### DIVIDEND AND CALL TOGETHER

- r) Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but so that call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged, between the company and the member, be set off against the calls.

## 9. CAPITALIZATION OF RESERVE

- a) The Company in General Meeting, may upon the recommendation of the Board, resolve:
- That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - That such sum be accordingly set free for the distribution in the manner specified in Section (2) amongst the members who have been entitled thereto, if distributed by way of dividend and in the same proportions.
- b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Section (3), either in or towards:
- Paying up any amounts for the time being unpaid on any shares held by such members respectively
  - Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or
  - Partly in the way specified in sub Section (a) and partly in that specified in sub Section
- c) A share premium account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- d) The Board shall give effect to the resolution passed by the company in pursuance of this article.

## 10. NUMBER OF DIRECTORS

There shall be a minimum of 3 and maximum of 15 Directors including all kinds of Directors but excluding nominee Directors of the financial institutions.

## 11. APPOINTMENT AND TENURE OF DIRECTORS

- a) The first Directors of the Company are:
- Mr. Bhalchandra Purushottam Vaidya
  - Mr. Vilas Karnik

3. Mr. Arvind Hejmadi

- b) The Directors shall cease to be Directors in case of death, resignation or removal as per the Act or disqualification or withdrawal of nomination by the nominating authority.
- c) The Board may appoint additional Directors in accordance with the provisions of Section 161(1) of the Companies Act for the benefit of the Company in general, and in particular, when there is no quorum at the Board Meeting, and such meeting has to be conducted without adjournment.
- d) The Board may appoint Alternate Directors as and when required subject to the provisions of Section 161(2) of the Companies Act.
- e) Nominee Director
- Notwithstanding anything contained in sub-article (1) and (2) hereof, financial institutions or banks who have granted long term loans to the Company may appoint Nominee Directors, during the period of their loans remaining unpaid, subject to the provisions of Section 25 of the Industrial Finance Corporation Act, 1948 and Section 27 of the Finance Corporation Act, 1951, as the case may be, or such agreement or arrangement, as has been mutually agreed upon.
  - The Nominee Directors so appointed shall not retire by rotation.
  - The Nominee Directors shall have the same rights and privileges in respect of voting rights at the Board Meetings, payment of sitting fee and reimbursement of travelling expenses in the same manner as admissible to other directors.

## 12. QUALIFICATION OF DIRECTORS

- a) Director shall be required to hold qualification shares.

## 13. SITTING FEE AND COMMISSION

- a) The Company may pay sitting fees to any Director for attending the Board, Committee or General Meetings of the Company as may be decided by the Board of Directors from time to time. Subject to the requisite approvals, the Directors may be paid commission on profits also.
- b) The Directors may however be paid all travelling, hotel and other expenses properly incurred by them:
- In attending and returning from Meetings of the Board or any committee thereof or General Meeting of the Company; or
  - In connection with the activities of the Company.

## 14. APPOINTMENT OF MANAGING/WHOLE TIME DIRECTOR

- a) The Board may appoint one or more of its body to the office of the Managing Director or Whole Time Director by whatsoever designation on such terms and conditions, including remuneration and privileges, as may be thought proper.
- b) The Board may vest in such appointee(s) such powers and discretion as may be deemed necessary and expedient.
- c) Notwithstanding anything contained herein, the Board shall have power to revoke such appointments before expiry of their tenure in the best interest of the Company and such revocation shall not be deemed to be removal within the meaning of Section 284 of the Act.

## 15. POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board

by the Act and the Articles of Association of the Company, the Board shall have the following powers:

- a) to borrow, with or without security, from any source, without any restrictions as to ceiling, however, subject to the provisions of the Act;
- b) to make loans or lend money to anyone with security and interest as may be deemed appropriate to achieve the objectives of the Company;
- c) to invest the funds of the Company in any manner as may be deemed appropriate to achieve the objectives of the Company;
- d) to give guarantee or provide any security for any amount, with or without consideration;
- e) to draw, make, accept, negotiate, endorse, discount, assign, execute, issue, buy or sell, promissory notes, bills of exchange, bills of lading and other negotiable instruments;
- f) to make donations in any form, statutorily required or otherwise for the purpose of contribution to:
  - (1) financial health of the Company; or
  - (2) welfare of the members and the employees of the Company (and their families) present or past;
- g) to remit or give time for the payment, any debt due by a Director, customer or buyer or an employee;
- h) to write off any bad debts;
- i) to pay preliminary expenses, including those of any Company promoted by the Company;
- j) to adopt, execute any or all the pre-incorporation contracts;
- k) to delegate any or all the powers contained herein to any functional Directors, with an authority for further sub-delegation;
- l) to purchase any property movable or immovable in India;
- m) to appoint an attorney(ies) of the Company, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) as may be deemed proper and to revoke such appointments;
- n) to frame rules where required by the provisions of these Articles; and
- o) Generally to do all deeds and things as the expedience of the business warrants.

#### 16. POWERS OF THE CHAIRMAN

- a) The Chairman shall preside over every Board Meeting and General Meeting.
- b) In the event of equality of votes, the Chairman shall have a casting vote, in addition to his own vote as a Director or a member as the case may be.
- c) The Chairman may adjourn Board Meeting or a General Meeting or a Meeting of any Committee, as he may deem proper, if and when;
  - i. a quorum is not present within 15 minutes from the time appointed for holding the meeting;
  - ii. a poll is demanded;
  - iii. a member raises a point of order (strictly confined to incorrect procedure, irrelevancy and unparliamentary language or transgressing the provisions of Articles of Association of the Company);

- d) The Chairman may at his discretion close a debate of motion by the member if he is satisfied that such debate serves no useful and constructive purpose.

#### 17. AUTHORITY TO CALL BOARD MEETINGS

- a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- b) A Director may, and the Manager or Secretary on the requisition of a Director shall, at any time, summon a Meeting of the Board.

#### 18. MEETINGS

- (1) The Company shall adhere to the Secretarial Standards issued from time to time by the Institute of Company Secretaries of India relating to Board and General Meetings if so directed by the Central Government.
- (2) The Board and General Meetings of the Company can be convened through video conference as per the Act.

#### 19. QUORUM

- a) Five members present in person at the General Meeting shall be the quorum for such a Meeting of the Company.
- b) Two Directors or one third of the total number of Directors as on the date whichever is higher shall be the quorum for the Meetings of the Board/Committee.
- c) If at the adjourned General Meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall be a quorum.

#### 20. PERIOD OF NOTICE FOR CALLING GENERAL MEETING

- a) A written notice of not less than 21 (Twenty one) days shall, for every General Meeting, be given to the members to their addresses recorded in the Register of Members or through electronic mode. However, the General Meeting may be convened by giving shorter notice with the consent of the Shareholders as per the provisions of the Act.
- b) The period of notice, provided in the foregoing sub-article, shall include the day of posting and delivery of a notice and the day of holding the meeting, and the 48 hours time of postal transit.
- c) A notice, in pursuance of sub-article (a) shall be required to be given for every adjourned Meeting of the Company.

#### 21. CONTENTS OF NOTICE AND PERSONS TO WHOM IT IS TO BE SERVED

- a) Every notice of a General Meeting shall specify the place, the day, and the time of the meeting and the agenda of business to be transacted thereat.
- b) Notice of every General Meeting shall be served on the members of the Company, who are entitled to vote thereat, and the Auditors of the Company, in case of the Annual General Meeting.

#### 22. ACCOUNTS

- a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Company or any of them shall be open to the inspection of members (not being Directors).
- b) No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorised by the Board or

by the Company in General Meeting.

- c) The Directors shall in all respects comply with the provisions of Sections 128,129,133,134, 135 and 136 of the Act and the Statement of Profit and Loss , Balance Sheet and Auditors Report and every other documents required by law to be annexed or attached, as the case may be, to the Balance Sheet shall be sent to every member of the Company at least 21 days before the date of the General Meeting of the Company at which they are to be laid.

### 23. AUDIT

- a) The Auditors of the Company shall be appointed as per the Act.
- b) Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and thenceforth shall be conclusive.

### 24. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

- a) The Company in General Meeting may convert any paid up Shares into stock; and when any Shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the same regulations as and subject to which shares which the stock arise might have been transferred, if no such conversion had taken place, or as near thereto as circumstances will admit. The Company may at any time reconvert any Stock into paid up shares of any denomination.
- b) The holders of Stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting at meetings of the Company, and other matters, as if they held the shares from which the Stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of Stock which would not, if existing in Shares have conferred that privilege or advantage.

### 25. VOTES OF MEMBERS

- a) No member shall be entitled to vote either personally, or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.
- b) Subject to the provisions of these Articles and without prejudice to any special privileges or restriction as to voting for the time being attached to any class of Shares for the time being forming part of the Capital of the Company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote at such Meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up Equity Share Capital of the Company. Provided, however, if any Preference Shareholder be present at any Meeting of the Company, save as provided in Section 47, he shall have a right to vote only on resolutions placed before the Meeting which directly affect the right attached to his Preference Shares.

- c) On a poll taken at a Meeting of the Company, a Member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
- d) A Member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian ;and any such committee or guardian may on a poll vote by proxy; if any Member be minor, the vote in respect of his share or shares shall be by his guardian, or any of his guardians, if more than one, to be elected in case of dispute by the Chairman of the meeting.
- e) If there be joint registered holders of any share, any one of such persons may vote at any Meeting or may appoint another person (whether a Member or not) as his proxy in respect of such Shares, as if he were solely entitled thereto but the proxy so appointed 'shall not have any right to speak at the Meeting and, if more than one of such joint - holders be present at any Meeting that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint-holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name shares stand shall for the purpose of those Articles be deemed joint-holders thereof.
- f) Subject to the provisions of these Articles votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorised in accordance with the provisions of Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual Member.
- g) Any person entitled to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such Shares provided that forty eight hours at least before the time of holding the Meeting or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right, to transfer such Shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.
- h) Every proxy (whether a Member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation, or be signed by an Officer or an Attorney duly authorised by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the Meetings.
- i) An instrument of proxy may appoint a proxy either for the purposes of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purposes of every meeting of the Company, or of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
- j) No member present only by proxy shall be entitled to vote on a show of hands, unless such Member is a body corporate present by a proxy who is not himself a Member, in which case such proxy shall have a vote on the show of hands as if he were a Member.
- k) The instrument appointing a proxy and the Power of Attorney

or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the office not later than forty-eight hours before the time for holding the Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

- l) Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms set out in Schedule IX of the Act.
- m) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Shares in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the Meeting.
- n) No objection shall be made to the validity of any vote except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy not disallowed at such Meeting or poll shall be deemed valid for all purposes of such Meeting or poll whatsoever.
- o) The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
  - i. The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such Meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
  - ii. Each page of every such book shall be initialed or signed and the last page of the record or proceedings of each Meeting in such book shall be dated and signed by the Chairman of the same Meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
  - iii. In no case the Minutes of proceedings of a Meeting shall be attached to any such book as aforesaid by pasting or otherwise.
  - iv. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
  - v. All appointments of Officers made at any Meeting aforesaid shall be included in the Minutes of Meeting.
  - vi. Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting
    - a. is or could reasonably be regarded as, defamatory of any person, or
    - b. is irrelevant or immaterial to the proceedings, or
    - c. is detrimental to the interest of the Company. The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.
  - vii. Any such minutes shall be evidence of the proceedings recorded therein.

viii. The book containing the Minutes of proceedings of General Meetings shall be kept at the Registered Office of the Company and shall be open during business hours, for such periods not being less in the aggregate than two hours in each day as the Directors determine, to the inspection of any Member without any charge.

## 26. BUY BACK OF SHARES

The Company may purchase its own securities in accordance with the provisions contained in Sections 68 to 70 of the Act and the rules made there under in pursuance of the guidelines issued by the Central Government.

## 27. FORFEITURE OF SHARES

- a) If any Member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- b) The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such calls or installment and such interest thereon at such rate as the Directors shall determine from the day on which such call or installment ought to have been paid and the expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the Shares in respect of which the call was made or installment is payable, will be liable to be forfeited.
- c) If the requirements of any such notice as aforesaid shall not be complied with, every or any Share in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a Resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.
- d) When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
- e) Any Share so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted, or otherwise disposed off, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.
- f) Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding 9 percent per annum as the Board may determine and the Board may enforce the payment thereof, if it thinks fit.
- g) The forfeiture of a Share shall involve extinction, at the time of the forfeiture, of all the interest in and all claims and demands against the Company, in respect of the share and all

other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

- h) A declaration in writing that the declarant Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Shares.
- i) Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register in respect of the Shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
- j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the Certificate or certificates originally issued in respect of the relative Shares shall unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member stand cancelled and become null and void and of no effect, and the Director shall be entitled to issue a new Certificate or Certificates in respect of the said Shares to the person or persons entitled thereto:
- k) The Board may at any time before any share so forfeited shall have been sold, e-allotted or otherwise disposed off, annul the forfeiture thereof upon such conditions as it thinks fit.

### 28. CALLS

- a) The Board may, from time to time, subject to the terms on which any Shares may have been issued and subject to the conditions of allotment, by a Resolution passed at a Meeting of the Board (and not by circular resolution) make such call as it thinks fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively and each Member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board. A call may be made by installments.
- b) Not less than thirty days, notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.
- c) A call shall be deemed to have been made at the time when the Resolution authorizing such call was passed at a Meeting of the Board.
- d) A call may be revoked or postponed at the discretion of the Board.
- e) The joint-holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.
- f) The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the Members who from residence at a distance or other cause, the Board may deem fairly entitled to such extension but no Member shall be entitled to such extension save as a matter of grace and favour.
- g) If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment, at such rate as shall from time to time be fixed by the Board not exceeding 9 percent per annum but nothing

in this Article shall render it obligatory on the Board to demand or recover any interest from any such Member. And sum, which by the terms of issue of a Share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

- h) On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of Member in respect of whose Shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequently to the date at which the money sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the Member or his representatives issued in pursuance of these Articles; and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.
- i) Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
- j)
  - (a) The Board may, if it thinks fit, agree to and receive from any Member willing to advance to the same, all or any part of the amounts of his Shares beyond the sums actually called up; and upon the moneys so paid in advance, or upon so much thereof from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the Shares on account of which such advances are made, the Board may pay or allow interest at such rate (not exceeding without the sanction of the Company in General Meeting 9 percent per annum) as the Member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three month's notice in writing provided that moneys paid in advance of calls shall not confer a right to dividend or to participate in profits.
  - (b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payments become presently payable.
- k) The Company shall have a lien on every share (not being a fully paid share) for all moneys called or payable at a fixed time in respect of that share; but the Company shall have no general lien on such partly paid up shares. The Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- l) For the purpose of enforcing such lien the Board may sell the

share subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their number to execute a transfer thereof on behalf of and in the same of such Member. No sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member or its representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.

- m) The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of sale.

## 29. DOCUMENT AND NOTICES

- a) i. A document or notice may be served or given by the Company on or to any Member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him.
- ii. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Member has intimated to the Company in advance that documents or notices should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so; service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and such service shall be deemed to have been effected in the case of a Notice of a meeting at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- iii. Notwithstanding anything in Sub-Clauses (1) and (2) hereof, all documents, notices, offers and communications to be sent to foreign members shall, in addition to posting as aforesaid, be dispatched by telegram and/or telex provided that the foreign shareholder shall agree to pay the cost of the transmission by telegram and/or telex.
- b) A document or notice advertised in a newspaper circulating in neighborhood of the Office shall be deemed to be duly served or sent on the day on which the advertisement appears to every Member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.
- c) A document or notice may be served or given by the Company on or to the joint-holder named first in the Register of Members in respect of the Share.
- d) A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any), in India supplied for the purpose by the persons claiming to be so entitled, or

(until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

- e) Documents or notices of every General Meeting shall be served or given in same manner hereinafter authorised on or to
- (a) every Member
- (b) every person entitled to a share in consequence of the death or insolvency of a Member, and
- (c) the Auditors for the time being of the Company.
- f) Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such share.
- g) Any document or notice to be served or given by the Company may be signed by a Director or the Secretary or some other person duly authorised by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed.
- h) All documents or notices to be served or given by Members on or to the Company or any officer thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office.

## 30. UNDERWRITING AND BROKERAGE

- a) Subject to the provisions of Section 40 of the Act the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any Shares or debentures in the Company; but so that the commission shall not exceed in the case of Shares five percent of the price at which the Shares are issued and in the case of debentures two and a half percent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid Shares or partly in one way and partly in the other.
- b) The Company may authorize the payment of any sum by way of brokerage which it may deem reasonable.

## 31. SHARE WARRANTS

- a) The Company may issue Share Warrants subject to and in accordance with provisions of Sections 114 and 115; and accordingly the Board may in its discretion, with respect to any Share which is fully paid up, on application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the Share and the amount of stamp duty on the warrant and such fee as the Board may from time to time require, issue a Share Warrant.
- b) (i) The bearer of a Share Warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Member at any Meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the share included in the deposited warrant.

- (2) Not more than one person shall be recognized as depositor of the Share warrant.
- (3) The Company shall, on two days' written notice, return the deposited Share warrant to the depositor.
- c) (1) Subject as herein otherwise expressly provided no person shall as bearer of a Share Warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company.
- (2) The bearer of a Share warrant shall be entitled in all other respect to the same privileges and advantages as if he Were named in the Register of Members as the holder of Shares included in the warrant, and he shall be a Member of the Company.
- d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new Share Warrant or coupon may be issued by way of renewal in the case of defacement, loss or destruction.

**32. THE SECRETARY**

The Board shall in accordance with the provisions of Companies Act appoint a Secretary.

**33. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS**

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Member at his request within seven days of the request on payment of the sum of Rupee one for each copy.

**34. WINDING UP**

The Liquidator on any winding-up (whether voluntary, under supervision, or compulsory) may, with the sanction of a Special Resolution, but subject to the rights attached to any preference share capital, divide among the contributories in specie any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit.

**35. INDEMNITY AND RESPONSIBILITY**

Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability

incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

**36. SECRECY CLAUSE**

- a) Every Director, Manager, Auditor, Treasurer, Trustee, member of a Committee, officer, servant, agent, accountant or other person employed in the business of the Company shall if so required by the Directors before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
- b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors it would be inexpedient in the interest of the Company to disclose.

**37. COMMON SEAL**

The Common Seal of the Company shall be affixed to any instrument (if such affixing has been authorised by a resolution of the Board or of a Committee of the Board) in the presence of one Director or the Company Secretary of the Company or such other person duly authorised by the Board, if any, and such Director or the Secretary or the said authorised person shall sign every instrument to which the Common Seal of the Company is so affixed in his presence.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as may be necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies."

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10. Approval for 'Material Related Party Transactions' for the Financial Year 2016-17 with DISA Industries A/S

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

"RESOLVED THAT pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and provisions of Section 188 and other applicable provisions, if any, of the companies act 2013 (including any amendments there to or re-enactment thereof), approval of the Company be and is hereby accorded to material related party transactions amounting to Rs. 294 Million entered by the company in the ordinary course of business with DISA Industries A/S for the year 2016-17".

11. Approval of 'Material Related Party Transactions' in each Financial Year with DISA Industries A/S:

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

"RESOLVED THAT pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 and provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) approval of the Company be and is hereby accorded to the Board of Directors for entering into contracts/arrangements/transactions with DISA Industries A/S, a 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and LODR Regulations for purchase, sale, transfer or receipt of products, goods, materials, resources, services, royalty, commission or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and DISA Industries A/S, for an amount not exceeding in aggregate Rs.755 Million (Rupees Seven Hundred Fifty Five Million only) in each Financial Year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalize the terms and conditions as may be necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

12. Approval of 'Material Related Party Transactions' in each Financial Year with DISA (Changzhou) Machinery Co., China:

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

"RESOLVED THAT pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 and provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) approval of the Company be and is hereby accorded to the Board of Directors for entering into contracts/arrangements/transactions with DISA (Changzhou) Machinery Co., China, a 'Related Party' as defined under section 2(76) of the Companies Act, 2013 and LODR Regulations for purchase, sale, transfer or receipt of products, goods, materials, resources, services, royalty, commission or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and DISA (Changzhou) Machinery Co., China, for an amount not exceeding in aggregate Rs.200 Million (Rupees Two Hundred Million only) in each Financial Year".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalize the terms and conditions as may be necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

13. Approval of 'Material Related Party Transactions' in each Financial Year with Wheelabrator Czech s.r.o.:

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

"RESOLVED THAT pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 and provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) approval of the Company be and is hereby accorded to the Board of Directors for entering into contracts/arrangements/transactions with Wheelabrator Czech s.r.o., a 'Related Party' as defined under section 2(76) of the Companies Act, 2013 and LODR Regulations for purchase, sale, transfer or receipt of products, goods, materials, resources, services, royalty, commission or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Wheelabrator Czech s.r.o., for an amount not exceeding in aggregate Rs.200 Million (Rupees Two Hundred Million only) in each Financial Year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalize the terms and conditions as may be necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

By Order of the Board of Directors

For DISA India Limited

Date: June, 21, 2017  
Place: Bangalore

G Prasanna Bairy  
Company Secretary  
ACS No. : 35584

### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than forty-eight (48) hours before the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a person is proposed to be appointed as a proxy for a member holding more than 10% of the total share capital of the Company, such person shall not act as proxy for any other person or shareholder.

2. The Register of Members, Register of Beneficial Owners and the Share Transfer books of the Company will remain closed from Aug 3, 2017 to August 11, 2017 (both days inclusive).
3. 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.
4. The Shares of the Company are now 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
5. Members are requested to communicate the changes, if any, in their addresses to the Company's Registrar and Share Transfer Agents, Integrated Registry Management Services Private Limited [Formerly known as Integrated Enterprises (India) Ltd.], 30, Ramana Residency, IV Cross, Sampige Road, Malleswaram, Bangalore-560 003.
6. Subject to the provisions of Section 123 of the Companies Act, 2013, Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be disbursed on or before September 10, 2017 to those members whose name appear on the Register of Members as on August 2, 2017 and to the Beneficial Owners of shares as on August 11, 2017 as per details furnished by the depositories for this purpose.
7. 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.
8. In view of the above, 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 as per Section 125 of the Companies Act, 2013, no claim shall lie against the Company, in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date of payment and no payment shall be made in respect of any such claims by the Company. Any such claims shall be lodged with the Fund as above.
9. Shareholders are requested to utilize ECS facility to enable direct transfer of dividends to their bank accounts.
10. 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.

11. Annual Report for the financial year 2016-17 along with Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form will be sent through electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

Physical copy of the Annual Report along with the aforesaid documents will be sent by the permitted mode to those members whose email IDs are not registered with the Company/Depository Participants.

Members may also note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at <https://www.disagroup.com/en-in>.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bangalore for inspection during normal business hours (10.00am to 12.00 noon) all working days (except Saturdays) up to the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form free of cost, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor relations email ID: [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com).

Members seeking clarifications on the Annual Report are requested to send in return queries to the Company atleast one week before the date of meeting. This would enable the Company to compile the information and provide replies at the meeting.

12. 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 LODR Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for shareholders voting electronically are as under:

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 8, 2017 (9.00 AM IST) and ends on August 10, 2017 (5.00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 4, 2017 may cast their votes electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of o's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	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. <ul style="list-style-type: none"> <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 and 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 for the relevant DISA India Limited on which you choose to vote.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) After selecting the resolution 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 & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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.
- (xx) 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).

**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, 2017.
- (ii) The Board of Directors has appointed Mr. Vijayakrishna K T, Practising Company Secretary, (Membership No. FCS 1788) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Vijayakrishna K T has conveyed to the Company his willingness to act as such.
- (iii) The Scrutinizer shall within 48 hours of the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or designated Director or KMP of the Company.

- (iv) The Results shall be declared within 48 hours of the conclusion of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.disagroup.com/en-in/investor-relations> and on the website of CDSL within 48 hours of passing of the Resolutions at the AGM of the Company and communicated to the Stock Exchange, where the equity shares of the Company is listed.
- (v) Further, members may note the following:
- Remote e-voting shall not be allowed beyond the said date and time.
  - The Company is providing facility to vote on a poll to the members present at the meeting.
  - The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting in the General Meeting.
  - All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal hours (10.00 am to 12.00 noon) on all working days(except Saturdays), up to and including the date of the Annual General Meeting of the Company.

13. BRIEF RESUME AND OTHER INFORMATION IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015:

### Agenda Item - 2

Appointment of Mr. Andrew Thomas Carmichael, retiring by rotation

**Name: Andrew Thomas Carmichael**

**Age : 54 years**

**Qualification:** Engineering degree from Loughborough University, England

**Expertise:** 26 years work experience in Wheelabrator Group in a variety of senior management roles. Extensive experience in the surface preparation industry.

#### Group Company Directorships/Positions:

Name of the Company	Position
DISA Machinery Ltd. (China),	Director
DISA Industries s.r.o. (Czech Republic),	Director
Matrasur Composites,	Director General

#### Committee Memberships:

DISA India Limited

Name of the Committee	Position
Nomination & Remuneration Committee	Member
Audit Committee	Member
Corporate Social Responsibility Committee	Chairman

**Shareholding:** NIL

### Agenda Item - 6 & 7

Appointment of Mr. Lokesh Saxena (DIN: 07823712) as Managing Director of the Company:

**Name: Mr. Lokesh Saxena**

**Age : 47 years**

**Qualification:** Bachelor of Engineering from MITS, Gwalior and MBA in marketing.

**Expertise:** 22 years work experience 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.

Company Directorships/Positions: NIL

Committee Memberships in DISA India Limited:

Name of the Committee	Position
Stakeholders' Relationship Committee	Member
Corporate Social Responsibility Committee	Member

**Shareholding:** NIL

By Order of the Board of Directors

For DISA India Limited

Date: June, 21, 2017  
Place: Bangalore

G Prasanna Bairy  
Company Secretary  
ACS No. : 35584

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

### Item No.5 – 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 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 August 12, 2016, had re-appointed Messrs. Rao, Murthy & Associates as Cost Auditors, for conducting the Cost Audit for the year 2016-17 on a remuneration of Rs. 1,50,000/- (Rupees one lakh fifty 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 resolutions for approval by the shareholders.

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

**Item No. 6 & 7 – Appointment of Mr. Lokesh Saxena as Managing Director of the Company.**

Mr. Viraj Naidu stepped down as Managing Director w.e.f May 25,2017 in view of his relocation to a global position within the group.

Consequent upon the above, the Company with the help of a search firm has selected Mr. Lokesh Saxena to succeed Mr. Naidu. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Lokesh Saxena has joined the Company as Managing Director for a period of three years from June 21, 2017 to June 20, 2020 subject to approval of the Shareholders. The appointment of Mr. Lokesh Saxena as an Additional Director w.e.f June 21, 2017 and his appointment as the Managing Director will be subject to the approval of the Shareholders at 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 Bangalore, 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 20.72% and 54.10 % of shares respectively 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)	2016-17	2015-16	2014-15*	2013	2012
Revenue from operations	1,572.2	1,472.3	1,837.7	1,744.5	1,524.0
Profit after tax	114.0	106.0	178.8	195.0	188.0
Earnings per share (Rs)	76.47	70.19	118.41	129.12	124.74
Dividend	25%	25%	25%	25%	25%

\*For 15 Months

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 47 years of age and has 22 years of experience in the industry in Automotive and Industrial businesses. Before joining DISA India Limited, he has worked for M/s 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.

Terms and conditions of the appointment and remuneration proposed are as set out in the agenda item no 6 of the Notice.

Mr. Lokesh Saxena, being an appointee is concerned or interested in the resolution set out at item no. 6 and item no. 7 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 and recommends the proposed Special Resolution for approval by the Shareholders.

**Item No. 8** - Alteration of the Objects Clause of the Memorandum of Association of the Company.

The Board proposes to alter Memorandum of Association so as to align the same with Companies Act, 2013.

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

The Board recommends the proposed Special Resolution for approval by the Shareholders.

**Item No. 9** - Alteration of Articles of Association of the Company.

The Board proposes to alter Articles of Association so as to align the same with Companies Act, 2013.

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

The Board recommends the proposed Special Resolution for approval by the Shareholders.

**Item No. 10** - Approval for 'Material Related Party Transactions' for the Financial Year 2016-17 with DISA INDUSTRIES A/S

As per Listing Obligations and Disclosure Requirements (LODR), Regulations 2015, transactions with a related party shall be considered material if the transactions entered / to be entered individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Company's total value of transactions of sale of goods, purchase of goods, royalty, and other transactions with Disa Industries A/S for the Financial Year 2016-17 as Rs 294 Million which were covered by the omnibus approval of Rs 310 Million granted by the Audit Committee and approved by the Board of Directors. Total value of transactions of Rs 294 million with DISA Industries A/S for the year 2016-17 being more than 10% of the consolidated turnover of the Company for the year 2015-16, would require the approval of the shareholders in the general meeting.

The Board therefore recommends the Resolution as set out in the Notice for approval of the members in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015.

**Item No. 11** - Approval for 'Material Related Party Transactions' in each Financial Year

The Company is engaged in the business of manufacturing and sale of DISA Brand of Moulding Machines, Wheelabrator brand of Shot Blasting machines and other Environmental control equipment. The Company in the ordinary course of business exports its products to DISA Industries A/S, Denmark and also imports spares parts, semi-finished components and products required for sales in India and to be used in manufacture of above machines, pays royalty, receives sales commission and service income. DISA Industries A/S, Denmark, is a "Related Party" within the meaning of section 2(76) of the Companies Act 2013 and Regulation 23 of LODR Regulations, 2015.

Related Party Transactions for purchase, sale transfer or receipt of

products, goods, materials, services, royalty, commission or other obligations, if any are deemed to be "material" in nature as defined in LODR regulations were the value of transaction exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements.

Based on the future business projections of the Company, related party transactions with DISA Industries A/S, is expected to increase significantly in future years, due to significantly higher exports from the Company. Therefore it is necessary for the members to pass an ordinary resolution for enabling the company to undertake material related party transactions with DISA Industries A/S, in each financial year upto a limit stipulated hereinafter.

In terms of Regulation 23 of LODR Regulations, 2015, these transactions would require the approval of the members by way of an Ordinary Resolution.

The particulars of the contracts/arrangements/transactions are as under:

### DISA Industries A/S:

Particulars	Information
Name of the related party	DISA Industries A/S
Name of Director(s) or Key Managerial Personnel who is related	None
Nature of Relationship	The Company and DISA Industries A/S are fellow subsidiaries of DISA Holding A/S, Denmark, (DISA Holding A/s holds 55% of shares of DISA Industries A/S and 20.72% of shares of DISA India Ltd
Nature of Contracts/arrangements /transactions	Purchase, sale, transfer or receipt of products, goods, materials, resources, services, royalty, commission or other obligations
Material terms of the contracts arrangements/transactions	To be determined on arm's / length basis
Monetary value	Not exceeding Rs.755 Million in each financial year.
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	None

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

Disa Industries A/S, Denmark has provided technology to the company for manufacture of DISA Brand of Moulding Machines, as a result of which the value of exports and imports of the Company is expected to increase significantly in future years. Products/machines manufactured

in India by the Company are exported to other countries through DISA Industries A/S. The Company imports spare parts, semi-finished components, semi-finished products for sale in India and also to be used for manufacture of products/machines in India from DISA Industries A/S.

The Board is of the opinion that the transactions of export of product and services, purchase of products/components from /to DISA Industries A/S, payment of royalty, receipt/payment of sales commission or other obligations, if any, are in the interest of the Company.

The Board therefore recommends the Resolution as set out in the Notice for approval of the members in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015.

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

**Item No. 12** - Approval for material related party transactions in each financial year with DISA (Changzhou) Machinery Co., China:

Particulars	Information
Name of the related party	DISA (Changzhou) Machinery Co., China,
Name of Director(s) or Key Managerial Personnel who is related	None
Nature of Relationship	The Company and DISA (Changzhou) Machinery Co., China are fellow subsidiaries of DISA Holding AG, Switzerland. (DISA Holding AG, Switzerland holds 100% of shares of DISA (Chanzhou) Machinery Co., and 54.1% of DISA India Ltd)
Nature of Contracts/arrangements /transactions	Purchase, sale, transfer or receipt of products, goods, materials, resources, services, royalty, commission or other obligations
Material terms of the contracts / arrangements/transactions	To be determined on arm's length basis
Monetary value	Not exceeding Rs.200 Million in each financial year.
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the members to make a decision on the proposed transactions	None

The annual value of the transactions proposed is carefully estimated on the basis of the Company's current transactions and future business projections.

The Company has provided technology to DISA (Changzhou) Machinery

Co., China for manufacture of Filters and there is a technology license agreement existing between the Companies.

DISA (Changzhou) Machinery Co., China, is expected to increase the procurement from DISA India Ltd., as a result of which the value of exports of the Company is expected to increase significantly in future years. The company also imports spares parts, semi-finished components, semi-finished products for sale in India and also to be used for manufacture of products/machines in India from DISA Industries A/S. Similarly, products/machines manufactured in India by the Company are exported to China.

In view of the above, it is necessary for the members to pass are resolution for enabling the company to undertake material related party transactions with DISA (Changzhou) Machinery Co., China, in each financial year upto a limit stipulated herein above.

The Board is of the opinion that the transactions of export of products and services/purchase of products/components from/to DISA (Changzhou) Machinery Co., China, receipt of royalty, receipt/payment of sales commission or other obligations, if any, are in the interest of the Company.

The Board therefore recommends the Resolutions set out in the Notice for the approval of the members in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015.

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

**Item No. 13 -** Approval of material related party transaction in each financial year with Wheelabrator Czech s.r.o.:

Particulars	Information
Name of the related party	Wheelabrator Czech s.r.o., Czechoslovakia
Name of Director(s) or Key Managerial Personnel who is related	None
Nature of Relationship	The Company and Wheelabrator Czech s.r.o. are fellow subsidiaries of DISA Holding AG, Switzerland. (DISA Holding AG holds 100% of Wheelabrator Czech s.r.o and holds 54.1% of DISA India Ltd
Nature of Contracts/arrangements /transactions	Purchase, sale, transfer or receipt of products, goods, materials, resources, services, royalty, commission or other obligations
Material terms of the contracts / arrangements/transactions	To be determined on arm's length basis
Monetary value	Not exceeding Rs.200 Million in each financial year.
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes

Any other information relevant or important for the members to make a decision on the proposed transactions	None
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The annual value of the transactions proposed is carefully estimated on the basis of the Company's current transactions and future business projections.

Wheelabrator Group GmbH, Germany (a fellow subsidiary of the Company and also a fellow subsidiary of Wheelabrator Czech s.r.o) has provided technology to the company for manufacture of Shot Blasting Machines. Wheelabrator Czech s.r.o. is one of the major manufacturing facility for manufacture of Wheelabrator brand of Shot Blast Machines. The value of exports and imports of the Company with Wheelabrator Czech s.r.o is expected to increase significantly in future years. The Company also imports spare parts, semi-finished components, semi-finished products for sale in India and also to be used for manufacture of products/machines in India from Wheelabrator Czech s.r.o. Similarly, products/machines manufactured in India by the Company are expected to be exported to other countries through Wheelabrator Czech s.r.o.

The Board is of the opinion that the transactions of export of products, of purchase of products/components and services to/from Wheelabrator Czech s.r.o, payment of royalty, receipt/payment of sales commission or other obligations, if any, are in the interest of the Company.

The Board therefore recommends the Resolutions set out in the Notice for the approval of the members in terms of Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015.

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

By Order of the Board of Directors

For DISA India Limited

Date: June, 21, 2017  
Place: Bangalore

G Prasanna Bairy  
Company Secretary  
ACS No. : 35584

## BOARD'S REPORT

The Board of Directors has pleasure in presenting the 32nd Annual Report and Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Independent Auditors' Report.

### FINANCIAL RESULTS

(Rs. in Million)		
Description	2016-17	2015-16
<b>Revenue from Operations</b>	<b>1,572.2</b>	<b>1,427.3</b>
Profit before depreciation, tax & financial charges	204.0	193.8
Less: Depreciation	20.0	28.5
Less: Interest	1.2	0.2
Less: Provision for taxation (net of deferred tax)	68.8	59.1
<b>PROFIT AFTER TAX</b>	<b>114.0</b>	<b>106.0</b>
Add: Profit & Loss account Balance b/f	813.4	712.0
<b>PROFIT AVAILABLE FOR APPROPRIATION</b>	<b>927.4</b>	<b>818.0</b>
<b>APPROPRIATIONS:</b>		
Utilized for Buyback	17.1	-
Amount transferred to General Reserve	-	-
Balance in Profit & Loss Account	910.35	818.0
Proposed Dividend & Tax thereon	4.4	4.6
Earnings per share	76.47*	70.19
Market price per share as at March 31- Rs	4,999.5	3,803.0

\*Weighted average, post Buy Back of Shares.

### PERFORMANCE OF THE COMPANY

Performance of your Company for the year 2016-17 improved as compared to the previous year. Revenue from operations and Profit after tax for the financial year 2016-17 improved by 10% and 8% respectively as compared to the previous financial year 2015-16. Various cost reduction initiatives undertaken by the Company in bringing down the manufacturing cost and maintaining head count resulted in the improvement for the year. Your Company has been able to maintain its market share in all its major product lines despite the slump in the capital equipment industry.

### CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year.

### DIVIDEND

Considering the past records of the Company and keeping in view the future outlook, your Board of Directors recommends a final Dividend of Rs. 2.50/- (i.e., 25%) per Equity Share of Rs. 10/- each, for the year amounting to Rs. 4.38 Million including taxes on Dividend.

### RESERVE

The Company has not proposed to transfer any amount to the general reserve.

### SHARE CAPITAL

The Paid-up Equity Share Capital of your Company as on 31st March, 2017 has reduced by Rs. 0.56 Million to Rs. 14.54 Million as against Rs. 15.10 Million as on March 31, 2016 consequent upon Buy Back of Equity Shares undertaken by the Company as described here in after.

During the year under review, your Company has neither issued any shares with differential voting rights nor granted stock options or sweat

equity. As on 31st March, 2017 none of the Directors held shares or convertible instruments of the Company.

### Buy Back of Equity Shares:

During the year, after obtaining requisite approvals, your Company bought back 56,000 fully paid up Equity Shares of Rs. 10/- each from the existing shareholders/beneficial owners of Equity Shares on a proportionate basis through the tender offer route at a price of Rs. 4,800/- per share for an aggregate amount of Rs. 268.8 Million. The Equity Shares bought back represents 3.71% of the pre Buy Back Equity Share Capital of the Company. The Buy Back offer size of Rs. 268.8 Million represents 24.88% of the total Paid up Capital and Free Reserves of the Company as per the audited accounts of the Company for the financial year ended March 31, 2016. The Buy Back offer was closed on November 17, 2016.

The Buy Back of Equity Shares by the Company was in accordance with the Articles of Association of the Company, provisions of the Companies Act, 2013, SEBI (Buy-Back of Securities) Regulations 1998 and other applicable provisions of law and approved by the Board of Directors and Shareholders of the Company through Postal Ballot.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

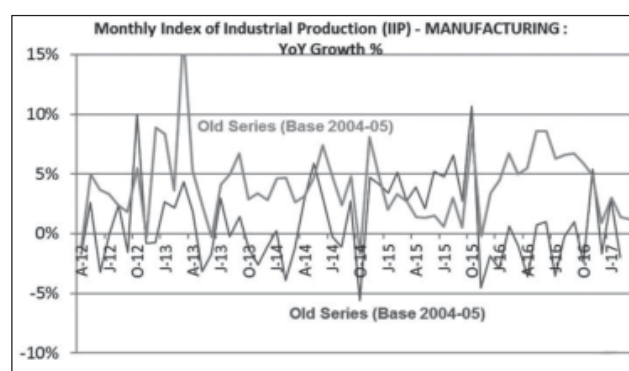
### ECONOMIC SCENARIO & OUTLOOK

There were some signs of gradual improvement in the economy during year until the third quarter of the year which were reflected by the higher order intake in some industry segments. However, the fiscal year ended on a soft note in the final quarter, with the Demonetization Shock. New BS-IV norms and GST are expected to be the next push for the economy.

### INDUSTRY OUTLOOK & OPPORTUNITIES

IIP & PMI have historically been good indicators for business sentiments in Capital Goods Order Intake. The New Series of IIP (Base 2011-12) seems to be even better.

The low rate of IIP growth has dragged down the Capital Goods Industry for the last 4 years now. However, your Company is seeing a sustained





growth in Passenger Cars Segment, while the Commercial Vehicles Segment turned dull during the last quarter of the financial year. Tractors improved, but Demonetization took the wind out of the sails. However, Demonetization impact seems to be wearing off now.

The Company's key focus segment of Foundry industry is heavily dependent on the Automotive and Agricultural industrial growth. Low or no growth in these end segments resulted in margin stress for the Company. The Company's continued focus on the new products, new markets, new customers and wider product portfolio has however helped in offsetting any potential decline in topline.

### MARKET DEVELOPMENT

Your Company's latest launch of C3 DISAMATIC Machine and the VH Series Wheelabrator Shot Blast Machines have been well received in the market, as it helps the Technology Upgrade journey of the Indian Foundries, by making the "Top End Technology More Affordable".

Your Company continues its marketing thrust through Exhibitions, Seminars and Symposiums, a very successful Customers' Day was celebrated in October 2016 at Tumkur Plant, to showcase full range of products and some of the company's newest products.

### CORPORATE SOCIAL RESPONSIBILITY

Your Company is committed to comply with Corporate Social Responsibility as a good corporate citizen.

The Directors are pleased to report that the Company has further enhanced its efforts to support the community circles in which it operates. The company's CSR program titled "DISA Wheelabrator Scholarship" has helped in providing financial assistance to less privileged students up to standard twelve as well to students seeking diplomas in Engineering.

"DISA Wheelabrator Scholarship" program has made scholarship available to students in eight educational institutions in the plant neighborhood of Tumkur and Hosakote in Bangalore. During the year, 241 scholarships were provided to the needy students. In addition, your Company also invested in infrastructure development for the schools to provide drinking water, teaching aids and school sanitation. Your Company has also extended scholarships to 59 meritorious Engineering students through an NGO 'Foundation for Excellence India Trust'.

The Company's policy on Corporate Social Responsibility is available on the website of the Company at <https://www.disagroup.com/en-in/investor-relations/policies>.

The Composition of CSR Committee, details of the amounts spent during the current financial year and the manner in which it was spent are given in Annexure "A".

### RISK MANAGEMENT

Your Company has formulated a Risk Management Policy and a mechanism to apprise the Board about risk assessment and mitigation procedure. It also undertakes periodical review to ensure that Executive Management Controls risks by means of properly designed risk management framework.

All the insurable assets of the Company have been adequately insured and all the insurable risks have been insured.

As an established practice, at each Meeting of the Board, the Directors are updated on risks identification and steps taken to mitigate the same. Risk Management Policy is hosted on the Company's website at <https://www.disagroup.com/en-in/investor-relations/policies>.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company has a Whistle Blower Policy for vigil mechanism which is available on website of the Company at <https://www.disagroup.com/en-in/investor-relations/policies/> and there were no cases reported during last year.

### DIRECTORS AND KMP

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Andrew Thomas Carmichael, Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

In view of relocation to a global position within the group, Mr. Viraj Naidu has stepped down as Managing Director of the Company with effect from May 25, 2017. However, he will be continuing as a Non-Executive Director of the Company.

Your Board undertook the process of identifying a suitable candidate to fill in the office of the Managing Director. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on June 21, 2017 has appointed Mr. Lokesh Saxena as Managing Director for a period of three (3) years with effect from June 21, 2017. His appointment is placed before the Shareholders for their approval in the Notice convening the 32nd Annual General Meeting of the Company. His brief profile is part of the Notice.

In view of other commitments, Mr. Robert E Joyce Jr has stepped down as the Chairman and Director of the Company with effect from June 21, 2017. Your Board places on record its appreciation for the contribution and services rendered by Mr. Robert E Joyce Jr during his tenure as Chairman and Director of the Company. After due consideration, your Board has appointed Mr. Andrew Thomas Carmichael as the Chairman of the Company with effect from June 21, 2017.

Your Board also places on record its appreciation for Mr. Viraj Naidu's contribution during his tenure as Managing Director of the Company, for the last one decade.

The Remuneration Policy of the Company for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company and other related information have been provided in the Corporate Governance Report which forms part of this report.

Policy on appointment and remuneration of Directors and KMP is available on the website of the Company at <https://www.disagroup.com/en-in/investor-relations/policies/>.

### INDEPENDENT DIRECTORS

Declarations from all Independent Directors of the Company have been received under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as provided in Sub-Section 6 of Section 149 of the said Act and as per the Listing Regulations.

Details on terms of appointment of Independent Directors and the familiarization program have been displayed on website of the Company at <https://www.disagroup.com/en-in/investor-relations/policies/>.

### MEETINGS OF THE BOARD OF DIRECTORS

During the year, four (4) Meetings of the Board of Directors were held, as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (the Listing Regulations). The details of the Meetings are furnished in the Corporate Governance Report.

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. The Agenda of the Meetings were circulated to Directors in advance. Minutes of the Meetings of the Board of Directors were circulated amongst the Directors for their perusal.

### BOARD EVALUATION

Pursuant to the requirements of the Companies Act, 2013 and Listing Regulations, the Board of Directors has carried out an annual evaluation of its own performance, its Committees and of individual Directors.

Further, the Independent Directors, at their exclusive Meeting held during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Listing Regulations. Nomination and Remuneration Committee has reviewed the performance of the Independent Directors.

### DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement: -

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### INTERNAL FINANCIAL CONTROL

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Internal Controls in the Company have been designed to further the interest of all its stakeholders by providing an environment which is facilitative to conduct its operations and to take care of, inter alia, financial and operational risks with emphasis on integrity and ethics as a part of work culture.

The scope and authority of the Internal Audit (IA) is defined every year by the Audit Committee. To maintain its objectivity and independence,

the Internal Auditors report to Chairman of the Audit Committee and the Board. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company and its compliance with accounting procedures, financial reporting and policies at all locations of the Company. Based on the report of internal audit, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Any significant audit observations and corrective actions thereon are presented to the Audit Committee and the Board. No major internal control weakness was identified during the year. The Company also has a well-functioning Whistle Blower Policy in place.

### DEPOSITS

Your Company has neither accepted nor renewed any Deposits from the public within the meaning of Companies Act, 2013 as such, no amount of principal or interest was outstanding on the date of the Balance Sheet and also on the date of this Report.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has a Wholly Owned Subsidiary "Bhadra Castalloys Private Limited".

The financial year 2016-17 was the first year of operation of the Subsidiary Company and the performance of Company has been quite satisfactory. The operations of Bhadra Castalloys Private Limited was formally commenced from April 01, 2016. The audited financial results of the Wholly Owned Subsidiary for the financial year ended March 31, 2017 were consolidated with the financial results of the Company for the year. The net sales and the Profit after tax of the Subsidiary Company was Rs. 74.1 Million and Rs. 1.2 Million respectively. Statement relating to subsidiary company in Form AOC-1 is part of this report.

Your Company did not have any Joint Venture or Associate Company as on the end of the financial year.

### RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the financial year were in the ordinary course of business and on an arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All the related party transactions were placed before the Audit Committee as well as the Board for approval. Prior omnibus approval of the Audit Committee was obtained on a yearly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on quarterly basis. The details of all related party transactions are disclosed in the Sl. No. 24.2 of the Notes forming part of the Financial Statements.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties in Form AOC-2 is part of this report.

However, certain material related party transactions which need approval from the Shareholders in terms of the applicable laws are being placed before Shareholders for due consideration and approval, details of which are appended to the Notice of the 32nd Annual General Meeting in the explanatory statement.

The Policy on related party transactions' as approved by the Board is uploaded on the Company's website and the details of all the related party transactions are disclosed in Sl. No. 24.2 of the notes forming part of the financial statements. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. The 'Related Party Transaction Policy' is available on website of the Company at <https://www.disagroup.com/en-in/investor-relations/policies>.

## GROUP COMPANIES

Persons constituting Group coming within the definition of "Group" as defined in the Competition Act, 2002 includes the following:

S.No.	Name of the Entity	Country
1.	Wheelabrator Group NV	Belgium
2	WGH Holding Corp.	British Virgin Island
3	Wheelabrator Group (Canada), Ltd.	Canada
4	DISA Machinery Limited	China
5	DISA Trading (Shanghai) Co., Ltd.	China
6	Wheelabrator Czech s.r.o.	Czech Republic
7	DISA Holding A/S	Denmark
8	DISA Holding II A/S	Denmark
9	DISA Industries A/S	Denmark
10	DISA Management Services ApS	Denmark
11	Norican A/S (formerly Naciron A/S)#	Denmark
12	Norican Global A/S	Denmark
13	Norican Group ApS	Denmark
14	Norican Holdings ApS	Denmark
15	Matrasur Composites SAS	France
16	Walther TrowalSARL	France
17	Wheelabrator Group SAS	France
18	DISAIndustrieanlagen GmbH	Germany
19	Nolten GmbH	Germany
20	OT OberflächentechnikMaschinen und WerkzeugeHandels GmbH	Germany
21	Wheelabrator Group GmbH	Germany
22	Wheelabrator Group Holding GmbH	Germany
23	Wheelabrator OFT GmbH	Germany
24	Wheelabrator-Berger Stiftung GmbH	Germany
25	DISA Liimited	Hong Kong
26	Bhadra Castalloys Private Limited	India
27	DISA India Limited	India
28	DISA Technologies Private Limited	India
29	DISAKK	Japan
30	WG Plus de Mexico S de R, I de CV	Mexico
31	WG Plus Servicios S de R, I de V	Mexico
32	Wheelabrator Schlick Sp. Z.o.o.	Poland
33	Wheelabrator Group SLU	Spain
34	DISA Holding AG	Switzerland
35	DISA Industrie AG	Switzerland
36	Blast Cleaning Techniques Ltd	UK
37	WGH UK Holdings Limited	UK
38	WGH UK Limited	UK

39	Wheelabrator Group Limited	UK
40	Wheelabrator Technologies (UK) Limited	UK
41	Bob Schmidt, Inc.	USA
42	Castalloy, Inc.	USA
43	DISA Holding LLC	USA
44	DISA Industries, Inc.	USA
45	Schmidt Manufacturing, Inc.	USA
46	WG Global LLC	USA
47	Wheelabrator Group, Inc.	USA

# The name of Naciron A/S was changed to Norican A/S from October 02, 2015

### Dormant, Non-Operating or Inactive Entities

1	Abrasive Developments Ltd.	UK
2	Impact Finishers Ltd.	UK
3	Spencer & Halstead Ltd.	UK
4	Vacu-Blast International	UK
5	Surface Preparation (Gibraltar) Ltd.	Gibraltar

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There are no material changes and commitments between the end of the financial year and the date of the report, which affects the financial position of the Company.

## PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY

Your Company has made an investment of Rs. 44 Million in the Equity Share Capital of its Wholly Owned Subsidiary Company, Bhadra Castalloys Private Limited. It has extended an interest-bearing demand loan of Rs. 17.5 Million to the subsidiary during the year. The Company has also given a Corporate Guarantee of Rs. 35.0 Million to Kotak Mahindra Bank on behalf of its subsidiary for providing bank guarantees. The above Investment, loan extended and guarantees given are well within limits prescribed under the provisions of Section 186 of the Companies Act, 2013.

## AUDITORS

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs Deloitte Haskins & Sells, Chartered Accountants were appointed as Statutory Auditors of the Company for a term of 3 years, to hold office from the conclusion of 30th Annual General Meeting held on 6th August, 2015 until the conclusion of 33rd Annual General Meeting, subject to ratification of their appointment at every subsequent Annual General Meeting. The Company has received a Certificate under Section 141 of the Companies Act, 2013 from the auditors stating that the ratification for the 3rd year would be as per the terms provided in the Companies Act, 2013.

## COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost records maintained by the Company in respect of its activity are required to be audited. Your Directors have, in their meeting held on May 26, 2016, based on the recommendation of the Audit Committee, appointed Messrs Rao, Murthy & Associates, Bangalore as Cost Auditors of the Company for the financial year ended 31st March, 2017.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Vijayakrishna KT, Bangalore, a Company Secretary in Whole Time Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed in Annexure B.

### EXPLANATION BY BOARD ON ADVERSE COMMENTS BY AUDITORS

There were no adverse comments by the Auditors of the Company and hence no explanations are provided.

### CORPORATE GOVERNANCE

As required under SEBI (LODR) Regulations, 2015, a report on Corporate Governance and a Certificate from Mr. Vijayakrishna KT, Practising Company Secretary, regarding compliance of conditions of Corporate Governance are annexed as Annexure C.

Further, in compliance with the Listing Regulations, your Board has adhered to the Corporate Governance Code. All the requisite Committees are functioning in line with the guidelines.

As reported earlier, a reputed firm of independent Chartered Accountants has been carrying out the responsibilities of Internal Audits of the Company and reporting periodically their findings of systems, procedures and management practices.

### INDUSTRIAL RELATIONS

Industrial relations have been cordial and constructive, which have helped your Company to achieve performance targets.

### RESEARCH AND DEVELOPMENT, CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

#### CONSERVATION OF ENERGY

Your Company gives highest priority to conservation of energy through better supervision and training of employees to reduce the usage of electricity.

#### RESEARCH AND DEVELOPMENT, TECHNOLOGY, ABSORPTION, ADAPTATION AND INNOVATION

Your Company has been continuously seeking and adapting new technology from Principals in order to develop skills locally and meet specific needs of Indian and global customers. Personnel at all levels are routinely sent to Principal's factories and design offices abroad for training and updating their skills.

### FOREIGN EXCHANGE EARNINGS AND OUTFLOW

The Company earned Rs. 230.3 Million of foreign exchange and expended Rs. 273.7 Million foreign exchange during the financial year under review as stated in Sl. No. 23.4, 23.5, 23.6 and 23.8 of the Notes Forming part of the Financial Statements.

### EXTRACTS OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in Form MGT-9 is attached as a part of this Annual Report as Annexure E.

### MATERIAL ORDER PASSED BY ANY COURT OR REGULATOR OR TRIBUNALS IMPACTING GOING CONCERN STATUS OF COMPANY

There were no orders passed by any Court or Regulator or Tribunal during the year under review which impacts going concern status of the Company.

### DISCLOSURE RELATING TO REMUNERATION OF EMPLOYEES

The particulars of employees as required by Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure F forming part of this Report.

The details of top ten employees of the Company in terms of remuneration drawn during the year as required by Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are furnished in 'Annexure F'. During the year, there were no employees receiving remuneration more than Rs. 1,02,00,000/- (Rupees One Crore Two Lakhs only) per annum and/or Rs. 8,50,000/- (Rupees Eight Lakhs Fifty Thousand) per month. Hence, such details are not furnished.

There were no employees posted and working in a country outside India, not being Directors or relatives, drawing more than the amount prescribed under the Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, the details are not required to be circulated to the Members and also not required to be attached to this Annual Report.

### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a Gender-Neutral Policy on Zero Tolerance towards Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17:

No of complaints received: NIL

No of complaints disposed off: NIL

### ACKNOWLEDGEMENT

Your Directors place on record the appreciation for valuable contribution made by employees at all levels, active support and encouragement received from the Government of India, the Government of Karnataka, Company's Bankers, Customers, Principals, Business Associates and other Acquaintances.

Your Directors recognize the continued support extended by all the Shareholders and gratefully acknowledge with a firm belief that the support and trust will continue in the future also.

For and on behalf of the Board of Directors

Date: June 21, 2017  
Place: Altrincham, UK.

Andrew Thomas Carmichael  
Chairman  
DIN: 03634151

**FORM AOC-1**

Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014 relating to subsidiary company

(Rs. in Million)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Bhadra Castalloys Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	April to March same as holding company's reporting period
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees & Indian Subsidiary
4	Share capital	44.00
5	Reserves & surplus	1.20
6	Total assets	93.30
7	Total Liabilities	93.30
8	Investments	0.00
9	Turnover	74.10
10	Profit before taxation	2.00
11	Provision for taxation	0.80
12	Profit after taxation	1.20
13	Proposed Dividend	0.00
14	% of shareholding	100%

**FORM NO. AOC-2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

**(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

1. Details of contracts or arrangements or transactions not at arm's length basis: N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Date of the Board Meeting in which transactions were approved : May 26, 2016 & February 9, 2017

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Rupees in Million
1	DISA Industry AG	Royalty Paid	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.50
2	DISA Technologies Pvt Ltd	Service Fees Paid	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	3.90
3	DISA Technologies Pvt Ltd	Deputation charges received	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.30
4	DISA Industries A/S Denmark	Royalty Paid	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	11.40
5	DISA Industries A/S Denmark	Import of Materials	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	123.40
6	DISA Industries A/S Denmark Expenses	Reimbursement of	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.70
7	DISA Industries A/S Denmark	Sale of Goods	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	136.60
8	DISA Industries A/S Denmark	Service Income	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	13.20
9	DISA Industries A/S Denmark	Commission Received	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	9.10
10	DISA K K Japan	Sale of Goods	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.10
11	DISA (Changzhou) Machinery Ltd	Import of Materials	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	1.20
12	DISA (Changzhou) Machinery Ltd	Sale of Goods	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	13.10
13	DISA (Changzhou) Machinery Ltd	Royalty Received	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.50
14	Wheelabrator Czech s.r.o.	Import of Materials	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	10.60

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Rupees in Million
15	Wheelabrator Group GMBH	Royalty Paid	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	1.70
16	Wheelabrator Group GMBH	Service Fees Paid	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	2.10
17	Wheelabrator Group GMBH	Service Income	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.30
18	Wheelabrator Group GMBH	Commission Received	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.70
19	Wheelabrator Group GMBH	Sale of Goods	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.30
20	Wheelabrator Group INC	Import of Materials	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	7.30
21	Wheelabrator Group INC	Service Income	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	2.30
22	Wheelabrator Group (Canada Ltd)	Service Income	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	2.90
23	DISA Industries Inc	Sale of Goods	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	0.50
24	Norican A/S	Group Management Fees services	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	15.50
25	Norican A/S	Group IT Fees	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	37.90
26	Bhadra Castalloys Pvt Ltd	Purchases	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	1.40
27	Bhadra Castalloys Pvt Ltd	Reimbursement of Expenses	Ongoing	Transactions based on information placed before Audit Committee while seeking 'Omnibus Approval'.	2.10

By the order of the Board

 Date: June 21, 2017  
 Place: Altrincham, UK.

 Andrew Thomas Carmichael  
 Chairman  
 DIN: 03634151

**ANNEXURE A**  
**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

As part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has undertaken project in the area of Education. This project is in accordance with schedule VII of the Companies Act, 2013.

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. Company's CSR Policy – is available in Company's website at <https://www.disagroup.com/en-in/investor-relations/policies>
2. Composition of the CSR Committee:
  - Mr. Robert E Joyce Jr – Up to June 21, 2017
  - Mr. Andrew Thomas Carmichael: Norican Group President and CEO wef June 21, 2017
  - Mr. Viraj Naidu – Up to June 21, 2017
  - Mr. Lokesh Saxena: Disa India Limited, Managing Director wef June 21, 2017
  - Ms. Deepa Hingorani: Independent Director on DISA India Limited Board
3. Average net Profit of the Company for last three financial years.  
Average net profit: Rs. 232.8 Million
4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above):  
The Company is required to spend Rs 4.65 Million.
5. Details of CSR spend for the financial Period:
  - a. Total amount spent for the financial period: Rs 4.65 Million.
  - b. Amount unspent if any: Nil
  - c. Manner in which the amount spent during the financial period is detailed below:
6. Reasons of amount unspent: NA

**Manner in which CSR amount was spent during the financial period:**

Amount Spent during the Financial Year 2016-17

(Rs Million)

Sl. No.	CSR Project / Activity identified	Sector	Location	Amount outlay (budget) Program wise	Amount spent on the program	Cumulative Expenditure up to reporting period	Amount spent Direct or through implementing agency
1	Scholarship	Scholarship to Meritorious School Students– "DISA & Wheelabrator Scholarship"	Tumkur & Hosakote (Karnataka)	2.25	2.25	2.25	Direct
2	Facilities Improvement at the Institutions	Promotion of Education	Tumkur & Hosakote (Karnataka)	0.40	0.40	0.40	Direct
3	Scholarship	Scholarship to Meritorious Engineering Students– "DISA & Wheelabrator Scholarship"	Across Karnataka & part of Tamilnadu (Coimbatore)	2.01	2.01	2.01	Through agency – Foundation For Excellence India Trust
	<b>TOTAL</b>			4.66	4.66	4.66	

Details of the Implementing Agency: Foundation for Excellence India Trust, Bangalore  
Weblink: <http://www.ffe.org/>.



**ANNEXURE B**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members,  
DISA INDIA LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Disa India Limited (CIN: L85110KA1984PLC006116) (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Disa India Limited for the financial year ended on 31.03.2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (j) The Memorandum and Articles of Association of the company.
- (vi) There are no industry specific laws applicable to the Company pursuant to the business carried by the Company.
- (vii) The other general laws as may be applicable to the Company including the following:
  - (1) Employer/Employee Related laws & Rules:**
    - i. The Factories Act, 1948
    - iii. The Employment Exchanges (Compulsory notification of Vacancies) Act, 1959
    - iv. The Apprentices Act, 1961
    - v. The Employees Provident Fund & Miscellaneous Provisions Act, 1952
    - vi. The Employees State Insurance Act, 1948
    - vii. The Workmen's Compensation Act, 1923
    - viii. The Maternity Benefits Act, 1961
    - ix. The Payment of Gratuity Act, 1972
    - x. The Payment of Bonus Act, 1965
    - xi. The Industrial Disputes Act, 1947
    - xii. The Trade Unions Act, 1926
    - xiii. The Payment of Wages Act, 1936
    - xiv. The Minimum Wages Act, 1948
    - xv. The Child Labour (Regulation & Abolition) Act, 1970
    - xvi. The Contract Labour (Regulation & Abolition) Act, 1970
    - xvii. The Industrial Employment (Standing Orders) Act, 1946
    - xviii. Equal Remuneration Act, 1976
    - xix. Inter-State Migrant Workmen (Regulation of Employment and Conditions of Services) Act, 1979
    - xx. The Sexual Harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
    - xxi. Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1996
    - xxii. Prohibition of Employment as Manual Scavengers and their Rehabilitation Act, 2013
    - xxiii. Dangerous Machines (Regulation) Act, 1983
    - xxiv. Indian Boilers Act, 1923
    - xxv. The Karnataka Shops & Establishments Act, 1961

- xxvi. The Industrial Establishments (National and Festival Holidays) Act, 1963
- xxvii. The Labour Welfare Fund Act, 1965
- xxviii. The Karnataka Daily Wage Employees Welfare Act, 2012
- xxix. For majority of Central Labour Laws, the State has introduced Rules [names of each of the Rules is not included here]

### (2) Environment Related Acts & Rules:

- i. The Environment Protection Act, 1986
- ii. The Water (Prevention & Control of Pollution) Act, 1974
- iii. The Water (Prevention & Control of Pollution) Cess Act, 1977
- iv. The Air (Prevention & Control of Pollution) Act, 1981
- v. The Government Order Under Environment (Protection) Act, 1986
- vi. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
- vii. The Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999

### (3) Economic/Commercial Laws & Rules:

- i. The Competition Act, 2002
- ii. The Indian Contract Act, 1872
- iii. The Sales of Goods Act, 1930
- iv. The Forward Contracts (Regulation) Act, 1952
- v. The Indian Stamp Act, 1899
- vi. The Transfer of Property Act, 1882

I have also examined compliances with the applicable clauses of the following:

Secretarial Standards issued by the Institute of Company Secretaries of India on the Board and General Meetings i.e. SS - 1 and SS - 2.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Certain non material findings made during the course of the audit relating to Labour Laws were addressed suitably by the Management.

Further, the Company has been advised to further strengthen adherences to the Secretarial Standards.

**Further I report** that with regard to financial and taxation matters, I have relied on the Audit Report and the Internal Audit Report provided by the Statutory/Internal Auditors.

**I further report** that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes as per the practice followed. However, during the period under report, there was no such case instance.

**I further report** that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report** that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company.

**I further report** that the Company has, bought back 56,000 equity shares (representing 3.71% of the total number of equity shares in the paid up equity share capital of the Company) at a price of Rs. 4,800/- per equity share (Rupees Four Thousand Eight Hundred only) payable in cash for an aggregate amount of Rs. 26,88,00,000/- (Rupees Twenty Six Crores Eighty Eight Lakhs only) ("Buyback Offer Size") which is less than 25% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016 from the equity shareholders of the Company pursuant to provisions of Sections 68, 69 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") and in accordance with Article 12 of the Articles of Association of the Company, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules") to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and pursuant to the approval obtained from the shareholders of the Company through Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act"), read with the Companies (Management and Administration) Rules, 2014 vide Postal Ballot notice dated 12th August, 2016.

Place: Bangalore

Date: 25.05.2017

Vijayakrishna KT

FCS No.: 1788

C P No.: 980

Note: This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

## 'Annexure'

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. I believe that the processes and practices, I have followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company including records under Income Tax Act, Central Excise Act, Customs Act, Central and State Sales Tax Act.
4. Where ever required, the Company has represented about the compliance of laws, rules and regulations and happening of events etc as applicable from time to time.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore

Date: 25.05.2017

Vijayakrishna KT

FCS No.: 1788

C P No.: 980

ANNEXURE C

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE AS PER THE SEBI (LODR) REGULATIONS, 2015.

To  
The Members of  
DISA India Limited  
Bangalore

I have examined all the relevant records of DISA India Limited ('the Company') for the purpose of certifying the compliances of the conditions of Corporate Governance by the Company, for the year ended 31st March, 2017 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') for the period 1st April, 2016 to 31st March, 2017.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated under the Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Bangalore  
Date: May 25, 2017

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

## ANNEXURE D

### REPORT ON CORPORATE GOVERNANCE

#### 1. Company's Philosophy on Code of Governance

The Company forming part of worldwide Norican Group continues to follow good practices of transparency and disclosure in its reporting. In addition to compliance with regulatory requirements, DISA India Limited endeavors to ensure that highest standards of ethical and responsible conduct are met throughout the organization.

The Company has adhered to the SEBI (LODR) Regulations, 2015.

#### 2. Board of Directors:

##### Composition & Size of the Board

As on March 31, 2017, the Board comprised of six Directors including three Non-Executive Independent Directors and two Non-Executive Directors who are professionals from varied fields and have high levels of education and in depth corporate experience.

The Board of Directors of the Company is headed by a Non-Executive and Non Independent Director.

As at the financial year ending March 31, 2017, the Board of Directors of the Company comprised of optimum combination of Executive and Non-Executive Directors including a Woman Director and not less than fifty percent (50%) of the Board of Directors comprised of Non-Executive Directors and is in conformity with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

All the Independent Directors of the Company are in compliance with Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Information on Committees/Chairmanships of the Directors are exhibited below:

Name of Director Messrs	DIN	No. of Board Meetings attended	Attendance at last AGM on 12th Aug, 2016	No. of other Directorships	Memberships of other Board Committees	Category
Deepa Hingorani	00206310	4	Present	8	NIL	Independent Non-Executive
Sanjay Arte	01000716	3	Absent	5	NIL	Independent Non-Executive
Shyamal Kumar Sinha	00335840	4	Present	NIL	NIL	Independent Non-Executive
Robert E. Joyce Jr*	03633176	4	Present	NIL	NIL	Non Independent Non-Executive
Andrew Thomas Carmichael	03634151	4	Present	2	NIL	Non Independent Non-Executive
Viraj Naidu**	01284452	4	Present	2	NIL	Executive

\* Mr. Robert E Joyce Jr has resigned as Chairman and Director of the Company with effect from June 21, 2017.

\*\* Mr. Viraj Naidu has resigned as Managing Director of the Company with effect from May 25, 2017.

Mr. Viraj Naidu, has stepped down from the office of Managing Director with effect from May 25, 2017 in view of his relocation to a global position within the group. However, he will continue in the Board as Non-Executive, Non-Independent Director. Mr. Lokesh Saxena has been appointed as Additional Director and also as Managing Director with effect from June 21, 2017 subject to approval by shareholders.

Mr. Robert E Joyce Jr has resigned from the office of Chairman as well as Director of the Company with effect from June 21, 2017 and Mr. Andrew Thomas Carmichael was appointed as Chairman of the Company from the same day.

The outside Directorships and Committee memberships are within the limits prescribed in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. There are no inter-se relationships between the Directors.

None of the Directors of the Company is related to each other and with any employees of the Company.

The Company has issued letters of appointment to all the Independent Directors as per Schedule IV to the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company <https://www.disagroup.com/en-in/investor-relations/policies>.

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The Company's familiarization program for Independent Directors is available on the website of the Company <https://www.disagroup.com/en-in/investor-relations/policies>.

The Board has laid down a code of conduct for all Directors and Senior Management of the Company. The code of conduct is available on the website of the Company: <https://www.disagroup.com/en-in/investor-relations/policies>.

As required by law, brief profiles and other particulars of the Directors seeking appointment/re-appointment are given in the Notice convening the 32nd Annual General Meeting.

### Board Meetings held during the period along with the dates of the Meetings

The Meetings of the Board/Committees are normally planned a year in advance and the notice of each Board / Committee Meetings is issued 21 days ahead of the date of the Meetings. The Board meets at least once in a quarter to transact various businesses including the quarterly financial results of the Company. Detailed agenda with suitable explanatory notes of the Meetings are circulated to the Directors in advance.

During the period, the Board met four times on the following dates:

**May 26, 2016, August 12, 2016, November 11, 2016 and February 9, 2017**

During the year, a separate meeting of the Independent Directors was held on February 9, 2017 without the attendance of Non-Independent Directors and members of the Management.

The Board at its meetings reviewed compliance reports prepared by the Company on quarterly basis.

### Compliance with the Code of Conduct

The Company has adopted "Norican Code of Conduct" and has framed a Whistle Blower Policy aimed at better Corporate Governance and continued Vigil Mechanism which is available on the website of the Company. <https://www.disagroup.com/en-in/investor-relations/policies>.

### 3. Audit Committee

The Audit Committee with powers, role and terms of reference as per Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 is responsible for over-viewing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment and removal of the Statutory and Internal Auditors, fixation of audit fees, the approval for payment for any other services and reviewing with the management the annual financial statements before submission to the Board, including evaluation of internal financial controls and risk management systems and reviewing the functioning of Whistle Blower Mechanism.

The Committee has three members with Ms. Deepa Hingorani as the Chairperson.

The Internal Auditors and Statutory Auditors attend the meetings of the Audit Committee, by invitation.

#### Meetings and the attendance during the period

The Committee met four times during the period on the following dates:

**May 26, 2016, August 12, 2016, November 11, 2016 and February 9, 2017**

The attendance of each member of the Committee is stated below:

Name of Director	No. of Meetings attended
Mrs. Deepa Hingorani	4
Mr. Sanjay Arte	3
Mr. Andrew Thomas Carmichael	3

### 4. Nomination & Remuneration Committee

The Committee has three members with Mr. Sanjay Arte as Chairman. The Managing Director is invited to the Committee meetings whenever required.

#### Meetings and the attendance during the period

The Committee met three times during the year on the following dates:

**May 26, 2016, November 11, 2016 and February 9, 2017**

The attendance of each member of the Committee is stated below:

Name of Director	No. of Meetings attended
Mr. Sanjay Arte	3
Ms. Deepa Hingorani	3
Mr. Robert E Joyce	3

Since Mr. Robert E Joyce has resigned from the office of Chairman as well as Director with effect from June 21, 2017, Nomination and Remuneration Committee was reconstituted by inducting Mr. Andrew Thomas Carmichael as a member of the Committee.

The Nomination and Remuneration Committee has the objective of formulation of the criteria for determining qualifications, positive attributes and independence of the Directors and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The Committee reviews the following among others:

1. Formulation of criteria for evaluation of Independent Directors and the Board;
2. Devising a policy on Board diversity;
3. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
4. Various criteria including minimum and maximum age, minimum qualification, desired background, diversity, evaluation and remuneration criteria for the Directors, KMPs and other employees.

### Remuneration Policy, Performance Evaluation, Policy on Board Diversity

The Objective and broad frame work of the policy is to consider various criteria for the appointment and evaluation of Independent Directors, KMPs, and other employees, minimum and maximum age, minimum qualification, desired background, diversity evaluation etc. Following is the broad framework established by the Committee for this purpose:

	Directors	KMP (CEO)	KMP (CFO)	KMP (CS)	Sr. Employees
<b>Min.Age</b>	35	35	35	25	30
<b>Max.Age</b>	70	DIL's Retirement Age			
<b>Min.Qualification</b>	Graduate	Graduate/ Diploma	MBA (Fin) &/or CA	CS	Graduate/Diploma
<b>Desired Background (but not limited to)</b>	Experience in Sr.Role in Related Market Segments	As set by Board		Member of ICSI	As set by CEO
	Experience in Finance Field				
	Understanding of Danish MNCs				
	Exposure at Board levels of other companies				
	Global Outlook				
	Notable Unique Achievement				
<b>Diversity</b>	Fair mix of women & men	Performance against KRAs/KPIs			
	Optimised mix of Functional Expertise				
<b>Evaluation</b>	Actions aligned with the Company's Interest/Image	Performance against KRAs/KPIs			
	Strategic Inputs to the Board / Management				
	Integrity				
	Compliance				
	Attendance in Board Meetings				
<b>Remuneration</b>	Within Regulatory Limits	Benchmarked to similar roles in comparable Industry			
	Comparable Industry Norms				
	No remuneration for Promoter Employee Directors				
	Performance / Involvement based differentiation allowed				

### 5. Remuneration paid to Directors

The details of remuneration paid to the Directors during the financial year 1st April 2016 to 31st March 2017 are furnished below:

a) Managing Director (Rs. in Million)

Name	Salary	Performance Bonus & Incentive	Other Perquisites	PF & Superannuation	Total
Mr. Viraj Naidu	7.74	0	0.22	0.91	8.87

b) Non-Executive Independent Directors

(Rs. in Million)

Name	Sitting fees	Commission
Mrs. Deepa Hingorani	0.15	0.30
Mr. Shyamal Kumar Sinha	0.13	0.30
Mr. Sanjay Arte*	Nil	Nil
<b>Total</b>	<b>0.28</b>	<b>0.60</b>

\*Note: Owing to the terms of his present assignment, Mr. Sanjay Arte has declined to accept any compensation from the Company.

c) Non-Executive Non Independent Directors

No remuneration was paid to any of the Non-Executive, Non-Independent Directors during the year.

The Sitting fees indicated above indicate payment for participation in the Board and Committee Meetings. The total amount of commission payable to Independent Directors is Rs. 300,000/- p.a. (Rupees Three Lakhs only) in respect of any one financial year for the proportionate period of their Board membership with the Company, subject to the approval by the Board and shareholders, if required. The Company reimburses all expenses incurred for participation in the Board/Committee Meetings and expenses in connection with performing the duties as a Director.

None of the Non-Executive Directors hold any equity shares or convertible instruments in the Company. The Company does not have any Stock Option Scheme.

### 6. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee considers and approves share transfers, transmissions, transposition of name, issue of split/duplicate certificates etc. It also ratifies demat requests received by the Company and reviews the status report on redressal of shareholders' complaints received by the Company/ share transfer agents.

#### Meetings and the attendance during the period

The Committee met four times during the year on the following dates:

**May 26, 2016, August 12, 2016, November 11, 2016 and February 9, 2017**

The attendance of each member of the Committee is stated below:

Name of Director	No. of Meetings attended
Mr. Shyamal Kumar Sinha	4
Mr. Sanjay Arte	2
Mr. Viraj Naidu	4

One Complaint (June Qtr-NIL, Sep Qtr-NIL, Dec Qtr-NIL and March Qtr-1) was received and redressed during the year ended 31st March, 2017. There was no pending share transfers as on 31st March, 2017.

Since Mr. Viraj Naidu has resigned from the position of Managing Director with effect from May 25, 2017, Nomination and Remuneration Committee was reconstituted on June 21, 2017 by inducting Mr. Lokesh Saxena as a member of the Committee.

#### Name, Designation & Address of Compliance Officer

Mr. G Prasanna Bairy  
 General Manager Finance & Company Secretary,  
 DISA India Limited,  
 5th Floor, Kushal Garden Arcade  
 1A, Peenya Industrial Area, 2nd Phase,  
 Bangalore-560 058.

E-Mail: investor.relations@noricangroup.com

Phone: +91 80 40201523

Fax : +91-80-28391661

### 7. Corporate Social Responsibility Committee

The Company has complied with the provisions of Section 135 of the Companies Act, 2013 and the Corporate Social Responsibility Committee has discharged its functions during the year under review.

The CSR Policy of the Company is disclosed on the website of the Company at <https://www.disagroup.com/en-in/investor-relations/policies>.

The Committee met once during the year on February 9, 2017.

The Committee has formulated a CSR Policy detailing the activities to be undertaken by the Company with a broad objective to create a significant positive impact in the lives of a large number of people & society – beyond its normal course of business operations. Please refer Board's Report for more detailed information on the actions taken.

In view of resignation of Mr. Viraj Naidu as Managing Director with effect from May 25, 2017 and Mr. Robert E Joyce's resignation as Chairman and Director with effect from June 21, 2017, CSR Committee was reconstituted on June 21, 2017 by inducting Mr. Lokesh Saxena and Mr. Andrew Thomas Carmichael as Members of the Committee.



## 8. Related Party Transactions

The Company has complied with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 on Related Party Transactions. Prior approvals for all Related Party Transactions (RPTs) are obtained from the Audit Committee and the Board.

Approval of shareholders has been sought in this AGM for 'Material Related Party Transactions'. Please refer AGM Notice for more detailed information on the steps taken.

The Company has disclosed the Policy on dealing with Related Party Transactions on its website at <https://www.disagroup.com/en-in/investor-relations/policies>.

## 9. Risk Management

As an established practice, at each Meeting of the Board, the Directors are updated on Risk Identification and steps taken to mitigate the same.

All the insurable assets of the Company have been adequately insured and all the insurable risks have been insured.

Risk Management Policy is hosted on the Company's Website at <https://www.disagroup.com/en-in/investor-relations/policies>.

## 10. CEO/CFO Certification

The Managing Director and the CFO of the Company have certified to the Board of Directors, inter-alia, the accuracy of financial statements and adequacy of Internal Controls for the financial reporting for the year ended 31st March, 2017.

### 11. a) Details of non-Compliance, if any

There are no non-compliances.

### b) Details of establishment of Vigil mechanism/ Whistle Blower Policy

The Company has adopted "Norican Code of Conduct" and has framed a Whistle Blower Policy aimed at better Corporate Governance and continued Vigil Mechanism which is available on the website of the Company. <https://www.disagroup.com/en-in/investor-relations/policies>

### c) Details of compliance with mandatory requirements:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of the SEBI (LODR) Regulations, 2015. This Corporate Governance Report of the Company for the Financial Year 2016-17 as on March 31, 2017 are in compliance with the requirements of Corporate Governance with SEBI (LODR) Regulations, 2015, as applicable.

### d) Adoption of the Non-Mandatory Requirements:

- i. Nomination & Remuneration Committee has duly been constituted.
- ii. The Company is in the regime of unqualified financial statements.
- iii. The Company consistently trains its Board members, on an on-going basis, in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as Directors, and the best ways to discharge them.
- iv. The Company has a procedure of bringing to the notice of management, any matter/s regarding concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy.
- v. Corporate Governance Voluntary Guidelines 2009:
  - Whole-time Directors of the Company are not holding any position as Non- Executive Directors or Independent Directors of any other public limited companies or private companies that are either holding or subsidiary companies of public companies. The voluntary guidelines allow holding such positions in seven such companies in aggregate.
  - Independent Directors of the Company have the option and freedom to meet Company Management regularly. They are provided with all information sought by them to perform their duty effectively and efficiently.
  - Non-whole time Directors are remunerated with an appropriate percentage of the net profits of the Company as allowed under the provisions of the Companies Act, 2013, for their valuable contributions by way of guidance, directions and time devoted to the activities of your Company. Such remunerations paid is uniform among all Non-whole time Directors.
  - Nomination and Remuneration Committee has duly been constituted to discuss issues, as detailed elsewhere in this report.
  - Audit Committee has duly been constituted, and its scope and functions has already detailed elsewhere in this report.
  - Matters referred to Audit Committee, as detailed elsewhere in the report include, inter alia, recommendation to Board, on appointment of Statutory, Internal and Cost Auditor/s.
  - Internal Auditor of the Company is an independent Chartered Accountant firm.
  - Reconciliation of Share Capital Audit is conducted every financial quarter and the report is placed before the Audit Committee and the Board for review.

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### 12. General Body Meetings

Location and time of the last three Annual General Meetings

Year	Date	Venue	Time
2013	08-05-2014	Vivanta by Taj, Yeshwanthpur Bangalore-22	1100 Hrs
2014-15	06-08-2015	Vivanta by Taj, Yeshwanthpur Bangalore-22	1100 Hrs
2015-16	12-08-2016	Hotel Vivanta by Taj, Yashwanthpur, Bangalore	11.00 AM

Special Resolutions passed in the previous three Annual General Meetings:

Year	Special Resolution
2013	Nil
2014-15	Nil
2015-16	To reappoint Mr. Viraj Naidu as Managing Director of the Company

Special Resolution passed through Postal Ballot:

Year	Special Resolution
2016-17	Postal Ballot notice dated 12th August, 2016 for Buy Back of Shares.

### 13. Disclosures

Transactions with the related parties are disclosed in Notes forming part of the Financial Statements under Sl. No: 24.2.

The Register of Contracts containing the transactions, in which Directors are interested, is placed before the Board every quarter and approved. These transactions are in the normal course of business entered at arm's length price.

During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

It is affirmed that no person has been denied access to the Audit Committee.

### 14. Means of Communication

The Quarterly/Half Yearly/ Annual financial results are published in leading Newspapers such as Financial Express (in English) and Sanjevani (in Kannada) and also are displayed on BSE website and the Company's website hence are not individually sent to the Shareholders. The general information about the Company and the information as required under the Companies Act 2013, and SEBI (LODR) Regulations 2015 have been uploaded on the Company's website <https://www.disagroup.com/en-in/investor-relations>.

### 15. General Information to Shareholders

- a) **AGM** : **August 11, 2017**  
 Time : 11:00 Hrs  
 Venue : Hotel Vivanta by Taj, Yeshwanthpur, Bangalore  
 Period 12 months : April 2016 to March 2017  
 Date of Book Closure : August 3 to August 11, 2017 (both days inclusive)  
 Listing on Stock Exchange : BSE Ltd. Scrip code is 500068  
 Date of payment of dividend : September 10, 2017 (Subject to shareholders' approval)

#### b) Stock Market price data for the period April 2016 to March 2017

Period	BSE-Sensex		Market Price (Rs.)	
	High	Low	High	Low
Apr-16	26101	24523	4300	3726
May-16	26837	25058	4095	3650
Jun-16	27105	25911	4189	3600
Jul-16	28240	27034	4650	4051
Aug-16	28532	27628	4930	4301
Sep-16	29077	27717	4770	4501
Oct-16	28478	27488	4699	4410
Nov-16	28030	25718	4650	3975
Dec-16	26804	25754	4445	3905
Jan-17	27980	26447	4500	4105
Feb-17	29065	27590	5250	4300
Mar-17	29825	28716	5250	4750

**c) Registrar and Transfer Agents (RTA)**

Integrated Registry Management Services Private Limited (Previously known as Integrated Enterprises (India) Limited), No. 30, Ramana Residency, Ground Floor, IV Cross, Sampige Road, Malleswaram, Bangalore -560 003, Telephone : 23460815/816 is the Company's Registrar and Share Transfer Agents (RTA). They have the requisite registration with SEBI.

**d) Share Transfer System**

The Company's Stakeholders' Relationship Committee meets regularly and expeditiously handles the procedures related to application for transfer of shares. The RTA has the requisite infrastructure to process all activities related to share transfers. The system is further audited by a Practising Company Secretary and the required certificates/ reports to this effect as also those related to dematerialisation, reconciliation of Shares etc. are issued and filed with the Stock Exchanges where the Company's shares are listed.

The Company's shares are compulsorily traded in the demat form and the ISIN No. allotted is INE131C01011.

**e) Distribution of shareholding as on 31st March, 2017**

Range (in Rs.)	No. of Shareholders	% of Total Share Holders	Total Holding (In Rs.)	% of Total Capital
1 - 5000	2,693	98.36	1,299,420	8.94
5001 - 10000	21	0.77	152,050	1.05
10001 - 20000	10	0.37	141,160	0.97
20001 - 30000	5	0.18	126,290	0.87
30001 - 40000	2	0.07	68,330	0.47
40001 - 50000	1	0.04	40,850	0.28
50001 - 100000	1	0.04	74,000	0.51
100001 & above	5	0.18	12,639,950	86.92
<b>Total</b>	<b>2,738</b>	<b>100.00</b>	<b>14,542,050</b>	<b>100.00</b>

During the year, after obtaining requisite approvals, Company has bought back 56,000 fully paid up Equity Shares of Rs. 10/- each from the existing shareholders/beneficial owners of Equity Shares on a proportionate basis through the tender offer route at a price of Rs. 4,800/- per share. Consequently, no. of outstanding shares reduced from 15,10,205 to 14,54,205.

**f) Dematerialization of shares and liquidity**

About 96.69% of the 14,54,205 outstanding Equity Shares have been dematerialized up to March 31, 2017.

**g) Shareholding pattern as on March 31, 2017**

Category	No of Shares	% of Holding
Directors	-	-
Promoter but not Director	1,088,056	74.82
Director/Promoters Relatives	-	-
<b>Sub Total</b>	<b>1,088,056</b>	<b>74.82</b>
Banks & Financial Institutions, Insurance Companies, Mutual Fund	183,539	12.62
Body Corporate	14,549	1.00
NRI	14,382	0.99
FII	1,500	0.10
Indian Promoter	-	-
Clearing Member	1,103	0.08
Trust	-	-
General Public	151,076	10.39
<b>Total</b>	<b>1,454,205</b>	<b>100.00</b>

h) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on Equity. - NIL

i) **Plant Locations :**

1) No. 28-32, Satyamangala Industrial Area  
Tumkur - 572 104  
Tel: 0816 2211290 / 2211291

2) Plot No.50, KIADB Industrial Area  
Hosakote - 562 114  
Tel: 080 27971310 / 27971516

j) **Address for correspondence**

**Registered & Corporate Office :**

DISA INDIA LIMITED  
5th Floor, Kushal Garden Arcade,  
1A, Peenya Industrial Area, Peenya 2nd Phase,  
Bangalore 560 058  
Phone: 91-80-4020 1400 to 04

### 15. Declaration by the Managing Director under SEBI(LODR) Regulations, 2015 regarding compliance with Code of Conduct.

I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the Financial Year ended March 31, 2017.

For DISA India Limited

Date: June 21, 2017  
Place: Altrincham, UK.

Andrew Thomas Carmichael  
Chairman  
DIN: 03634151

**CEO / CFO CERTIFICATION FOR YEAR ENDED MARCH 31, 2017**

To  
The Board of Directors  
DISA India Limited  
Bangalore

We, Viraj Naidu, Managing Director and Amar Nath Mohanty, Chief Financial Officer of DISA India Limited, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee;
- (1) there were no significant changes in internal control over financial reporting during the year ended March 31, 2017;
  - (2) there were no significant changes in accounting policies during the year ended March 31, 2017 and applicable accounting policies have been disclosed in the notes to the financial statements; and
  - (3) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Bangalore  
Date : May 15, 2017

Viraj Naidu  
Managing Director

Amar Nath Mohanty  
Chief Financial Officer

**ANNEXURE E**  
**Form No.MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014.]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN: L85110KA1984PLC006116  
 ii) Registration Date: 25/05/1984  
 iii) Name of the Company: **DISA INDIA LIMITED**  
 iv) Category/Sub-Category of the Company: Company limited by shares and Indian Non Government Company  
 v) Address of the Registered office and contact details:  
 5th Floor, Kushal Garden Arcade, 1A Peenya Industrial Area,  
 Peenya 2nd Phase ,Bangalore - 560058, Karnataka  
 Tel. : 080-40201400/03/04  
 Fax : 080-28391661  
 Email : [investor.relations@noricangroup.com](mailto:investor.relations@noricangroup.com)  
 Website : <https://www.disagroup.com/en-in>  
 vi) Whether Listed Company Yes  
 vii) Name, Address and Contact details of Registrar and Transfer Agent  
 Integrated Registry Management Services Private Limited, 30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram,  
 Bangalore - 560003, Karnataka  
 Tel. : 080 - 23460815 to 818  
 Fax : 080 - 23460819  
 Email : [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in)  
 Website : [www.integratedindia.in](http://www.integratedindia.in)

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% of total turnover of the Company
1	Foundry Machinery	29292	87.17
2	Filters	29147	12.83

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

Sl.No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary	% of shares held	Applicable Section
1	DISA Holding AG Kasernenstrasse 1, 8184 Bachenbulach Switzerland	Foreign Company	Holding	54.10	2(46)
2	DISA Holding A/S Hojager 8, Taastrup 2630 Denmark	Foreign Company	Holding	20.73	2(46)
3	Bhadra Castalloys Private Limited, 5th Floor, Kushal Garden Arcade, 1A Peenya Industrial Area, Bangalore - 560058.	U27200KA2015 PTC084976	Subsidiary	100.00	2(87)

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category - wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2016]				No. of Shares held at the end of the year [As on March 31, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) (1)</b>	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>									
a) Individual / HUF	-	-	-	-	-	-	-	-	-
b) Bodies Corporate	1132653	-	1132653	75.00	1088056	-	1088056	74.82	(0.18)
<b>Total shareholding of Promoter (A) (2)</b>	<b>1132653</b>	-	<b>1132653</b>	<b>75.00</b>	<b>1088056</b>	-	<b>1088056</b>	<b>74.82</b>	<b>(0.18)</b>
<b>Total Shareholding Promoter &amp; Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>1132653</b>	-	<b>1132653</b>	<b>75.00</b>	<b>1088056</b>	-	<b>1088056</b>	<b>74.82</b>	<b>(0.18)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	210734	200	210934	13.97	183339	200	183539	12.62	(1.35)
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	1500	-	1500	0.10	0.10
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	<b>210734</b>	<b>200</b>	<b>210934</b>	<b>13.97</b>	<b>184839</b>	<b>200</b>	<b>185039</b>	<b>12.72</b>	<b>(1.25)</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	4716	501	5217	0.35	14048	501	14549	1.00	0.65
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	98852	48171	147023	9.73	103911	47165	151076	10.39	0.65

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Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2016]				No. of Shares held at the end of the year [As on March 31, 2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	12779	300	13079	0.87	14082	300	14382	0.99	0.12
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	1299	-	1299	0.09	1103	-	1103	0.08	(0.01)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies -D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B){2}</b>	<b>117646</b>	<b>48972</b>	<b>166618</b>	<b>11.03</b>	<b>133144</b>	<b>47966</b>	<b>181110</b>	<b>12.46</b>	<b>1.42</b>
<b>Total Public Shareholding (B)=(B){1}+ (B){2}</b>	<b>328380</b>	<b>49172</b>	<b>377552</b>	<b>25.00</b>	<b>317983</b>	<b>48166</b>	<b>366149</b>	<b>25.18</b>	<b>0.18</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1461033</b>	<b>49172</b>	<b>1510205</b>	<b>100.00</b>	<b>1406039</b>	<b>48166</b>	<b>1454205</b>	<b>100.00</b>	<b>-</b>

### ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01-04-2016			Shareholding at the end of the year 31-03-2017			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DISA Holding AG	818902	54.22	-	786657	54.10	-	(0.12)
2	DISA Holding A/S	313751	20.78	-	301399	20.73	-	(0.05)
	Total	1132653	75.00	-	1088056	74.82	-	(0.18)

### (iii) Change in Promoters' Shareholding

Shares held by Promoters has reduced by 44597 due to Buyback of Equity shares by the Company during the year. DISA Holding AG has tendered 32245 shares and DISA Holding A/S has tendered 12352 shares under Buyback.



**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01-04-2016		Cumulative Shareholding during the year 31-03-2017	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	IN30016710049887 IDFC PREMIER EQUITY FUND	90021	5.96	81998	5.64
2.	IN30378610000893 SBI MAGNUM MULTIPLIER PLUS SCHEME	61028	4.04	58625	4.03
3.	IN30005410028124 DSP BLACKROCK MICRO CAP FUND	36763	2.43	35316	2.43
4.	IN30005410067318 BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MNC FUND	13641	0.90	7400	0.51
5.	IN30047642233262 SUNITA AGGARWAL	2607	0.17	4085	0.28
6.	IN30115123013895 SUBODH NILKANTH PUROHIT	3750	0.25	3750	0.26
7.	IN30115113309547 DIPTI DATTARAJ SALGAOCAR	0	0.00	3083	0.21
8.	B000725 BHUMESH KUMAR GAUR	2800	0.19	2800	0.19
9.	1203230000041359 TRAPU INVESTMENTS PRIVATE LIMITED	0	0.00	2500	0.17
10.	IN30012611261919 BANDRA REAL ESTATE PRIVATE LIMITED MAYADEVI R KHEMKA	0	0.00	2497	0.17

(v) Shareholding of Directors and Key Managerial Personnel: NIL

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment - NIL

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**A. Remuneration to Managing Director**

Sl. No.	Particulars of Remuneration	Name of MD	Total Amount (In Million)
		Viraj Naidu	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under Section 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	7.74 0.40 -	7.74 0.40 -
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission - as% of profit - others	0	0
5.	Others	0.73	0.73
	<b>Total(A)</b>	8.87	<b>8.87</b>

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### B. Remuneration to other Directors

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount (In Million)
		Robert E Joyce Jr	Andrew Thomas Carmichael	Deepa Hingorani	Sanjay Arte	Shyamal Kumar Sinha	
1.	Independent Directors						
	• Fee for attending board / committee meetings	0	0	0.15	0	0.13	0.28
	• Commission	0	0	0.30	0	0.30	0.60
	Total(1)	0	0	0.45	0	0.43	0.88
2.	Other Non-Executive Directors						
	• Fee for attending Board / Committee Meetings	0	0	0	0	0	0
	• Commission	0	0	0	0	0	0
	Total(2)	0	0	0	0	0	0
	<b>Total(B)=(1+2)</b>	0	0	0.45	0	0.43	<b>0.88</b>
	Total Managerial Remuneration (A+B)						9.75

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

Sl. No.	Particulars of Remuneration	Name of KMP		Total Amount (In Million)
		Amar Nath Mohanty (CFO)	G.Prasanna Baiyy (CS)	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	4.85	0.71	5.56
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0.22	0	0.22
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as% of profit - others	0	0	0
5.	Others	0.53	0.10	0.63
	<b>Total(A)</b>	5.60	0.81	<b>6.41</b>

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

## ANNEXURE F PARTICULARS OF EMPLOYEES

1) Information as per Rule 5(1) of Chapter XIII, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Nomination and Remuneration Committee continuously reviews the compensation of Managing Director, KMPs and Senior Executives to align the Company goals to the compensation structure linked to individual Key Result Areas set out at the beginning of the year.

Directors and KMP		Remuneration (In Rs)	Remuneration (In Rs)	% increase over previous year	Ratio of remuneration to MRE
		Apr 15 to Mar 16	Apr 16 to Mar 17		
Non executive Directors	Robert E Joyce Jr	-	-		0
	Andrew Thomas Carmichael	-	-		0
Independent Directors	Sanjay Arte	-	-		0
	Deepa Hingorani	440,000	450,000	2.27%	1
	Shyamal Kumar Sinha	330,000	430,000	30.30%	1
Managing Director	Viraj Naidu	10,342,559	8,871,629	-14.22%	13
KMP	Amar Nath Mohanty (CFO)	2,621,836*	5,599,226	113.56%	8
	Ankit Surana (CS)**	700,370	504,661	-27.94%	NA
	G.Prasanna Bairy***	-	808,522	100.00%	NA

Notes:

\* Mr.Amar Nath Mohanty joined the company on November 5, 2015

\*\* Mr.Ankit Surana resigned on October 7, 2016

\*\*\*Mr.G.Prasanna Bairy joined on December 5, 2016

The median remuneration of employees (MRE) including Managing Director was Rs 617,213 for the year ended March 31, 2016 and Rs.701,071 for the year ended March 31, 2017.

The increase in MRE is 13.59% during the year ended March 31, 2017 over the previous year ended March 31, 2016.

Number of permanent employees on roll end of March 31, 2016 and end of March 31, 2017 are 280 and 281 respectively.

The revenue growth on annualised basis is 10.15%. The average salary increase given to employees is 8-10%.

This was based on the recommendation of the Nomination and Remuneration Committee to revise the remuneration in line with the annual revision of industry benchmarks.

Your Company's market capitalisation increased by 27% to Rs. 7,270 Million, as of March 31, 2017 from Rs. 5,709 Million as of March 31, 2016.

The PE ratio was 65.38 as of March 31, 2017 which was an increase of 21% as compared to March 31, 2016.

The closing price of Company's equity share in BSE as of March 31, 2017 is Rs. 4,999.50 per share, representing an increase representing an increase of 49895% over the IPO price (BSE).

The Variable pay for the MD, CFO,CS and other managerial personnel are designed to ensure that it is competitive enough for attracting and retaining the best possible talent.

These variable pay structures have been approved by the Nomination and Remuneration Committee.

During the year ended March 31, 2017, no employee has received the remuneration in excess of the highest paid Director (Managing Director).

The remuneration paid out are as per remuneration policy of the Company.

2) Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Top 10 Employees of the Company based on the remuneration drawn during FY 2016-17.

Sl. No.	Name	Age	Designation	Gross Remuneration Drawn (Rs.)	Qualification	Ex-perience (years)	Date of commencement of Employment	Previous employment
1	Viraj Naidu	48	Managing Director	8,871,629	B.Tech	26	22-Jan-2007	TATA Auto Components System Limited
2	Jagadeesh Kulkarni	53	VP - Sales & Mktg (W&A)	6,138,738	B.E(Mech)	31	25-Feb-1991	Bemco Hydraulics Limited
3	Amar Nath Mohanty	55	Chief Financial Officer	5,599,226	ACA, GRAD. CMA	31	30-Oct-2015	GMM Pfraudler Limited
4	Joydip Ghosh	53	VP - Filters Business	5,184,733	M.Tech, Exec. MBA	30	25-Apr-2007	Timken Engineering & RES India Private Limited
5	Satyanarayana V N	47	VP - Foundry Sales	4,782,971	B.E(MECH), PG in Mfg Tech.	22	16-Oct-2006	RICO Auto Industries Limited
6	Jayachandran R	47	AVP - After Market & Services	3,405,029	B.E (Electronics & Comm)	24	18-Jun-2007	Ingersoll Rand (I) Limited
7	Desai B G	58	AVP - Operations (Hosakote Plant)	2,872,598	DME, MBA	35	27-Aug-1987	Stanford Engineering Limited
8	Uday Kulkarni	56	AVP - Operations (Tumkur Plant)	2,778,909	DME	35	10-Jul-1987	Metal Lamp Caps ( India ) Limited
9	Ramakantha K N	54	General Manager-Engineering	2,325,562	BE	30	17-Sep-2012	Usha Martin Limited
10	Jayanth Murthy	57	General Manager - W& A Sales	2,220,831	B.E(Mech)	32	6-Apr-2001	Praxair India Limited

## Independent Auditors' Report to the members of Disa India Ltd.

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of DISA INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as

evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report, to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the standalone financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the

books of account maintained by the Company and as produced to us by the Management.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm Registration No. 008072S)

**Bangalore, May 25, 2017**  
SS/JKS/NPR/2017

**S. Sundaresan**  
Partner  
(Membership No.25776)

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph "1 (f)" under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DISA INDIA LIMITED ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("Guidance note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm Registration No. 008072S)

**Bangalore, May 25, 2017**  
SS/JKS/NPR/2017

**S. Sundaresan**  
Partner  
(Membership No.25776)

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us the immovable properties of land and buildings whose title deeds have been pledged as security for loans are held in the name of the Company based on the confirmation received from lender.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
- (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
- (b) The schedule of repayment of principle and payment of interest has been stipulated and repayment or receipt of principle amounts and interest have been regular as per stipulations.
- (c) There is no overdue amount remaining outstanding as at the year-end.
- (c) Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on March 31, 2017 on account of disputes are given below:
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(h) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs. Lakhs)*
Central Excise Act, 1944	Central Excise	CESTAT	2009-2011	1.20
Central Excise Act, 1944	Central Excise	Commissioner (Appeal)	2014-2015 2015-16	7.57 4.31
Karnataka Value Added Tax Act, 2003	Value added tax	Joint Commissioner (Appeal)	2010-2011	0.52
Central sales Tax Act, 1956	Central sales Tax	Joint Commissioner (Appeal)	2007-2008 2008-2009 2009-2010 2010-2011 2013-2014 2014-2015	5.30 9.16 17.26 19.46 - 281.30
Central sales Tax Act, 1956	Central sales Tax	Karnataka Appellate Tribunal	2012-2013	41.53
Central Excise Act, 1944	Service tax	Joint Commissioner (Appeal)	2009-2010	5.23
Karnataka Tax on Entry of Goods Act, 1974	Entry tax	Karnataka Appellate Tribunal	2012-2013	1.08

\* Net of Rs. 255.82 Lakhs paid under protest.



- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company has not taken any loan from government, financial institutions and has not issued any debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the order is not applicable.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary, associate Company or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm Registration No. 008072S)

**Bangalore, May 25, 2017**  
SS/JKS/NPR/2017

**S. Sundaresan**  
Partner  
(Membership No.25776)

## Balance Sheet as at March 31, 2017

Rs. Million

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016
<b>A. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	2	14.5	15.1
(b) Reserves and surplus	3	912.4	1,066.6
		<b>926.9</b>	1,081.7
<b>2. Current liabilities</b>			
(a) Trade payables	4		
(i) Total outstanding due to micro enterprises and small enterprises		14.4	7.3
(ii) Total outstanding due to creditors other than micro enterprises and small enterprises		188.0	171.7
		<b>202.4</b>	179.0
(b) Other current liabilities	5	<b>268.6</b>	314.1
(c) Short-term provisions	6	8.2	20.5
		<b>479.2</b>	513.6
<b>TOTAL</b>		<b>1,406.1</b>	1,595.3
<b>B. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, plant and equipment	7A	167.6	180.7
(b) Intangible assets	7B	-	0.1
(c) Non-current investments	8	44.0	44.0
(d) Deferred tax assets (net)	9	4.4	4.2
(e) Long-term loans and advances	10	28.9	29.6
(f) Other non-current assets	11	1.9	0.9
		<b>246.8</b>	259.5
<b>2. Current assets</b>			
(a) Inventories	12	359.3	392.5
(b) Trade receivables	13	83.9	101.4
(c) Cash and cash equivalents	14	535.7	662.8
(d) Short-term loans and advances	15	160.3	151.2
(e) Other current assets	16	20.1	27.9
		<b>1,159.3</b>	1,335.8
<b>TOTAL</b>		<b>1,406.1</b>	1,595.3
See accompanying notes forming part of the financial statements			

In terms of our report attached

**For Deloitte Haskins & Sells**  
Chartered Accountants

**For and on behalf of the Board of Directors**

S. Sundaresan  
Partner  
Membership No. 25776

Amar Nath Mohanty  
Chief Financial Officer

Viraj Naidu  
Managing Director  
DIN : 01284452

Deepa Hingorani  
Director  
DIN : 00206310

Place : Bangalore  
Date : May 25, 2017

G. Prasanna Bairy  
Company Secretary

**Statement of Profit & Loss for the year ended March 31, 2017**

Rs. Million

Particulars		Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
1	Revenue from operations (gross)	17	1,726.6	1,562.3
	Less: Excise duty	17	154.4	135.0
	Revenue from operations (net)		1,572.2	1,427.3
2	Other income	18	51.6	67.1
3	<b>Total revenue (1+2)</b>		1,623.8	1,494.4
4	<b>Expenses</b>			
	(a) Cost of raw materials and components consumed	19.a	732.1	734.8
	(b) Purchases of stock-in-trade (traded goods)	19.b	137.6	87.8
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19.c	43.3	(34.7)
	(d) Employee benefits expense	20	268.3	264.5
	(e) Finance costs	21	1.2	0.2
	(f) Depreciation and amortisation expense	7C	20.0	28.5
	(g) Other expenses	22	238.5	248.2
	<b>Total expenses</b>		1,441.0	1,329.3
5	<b>Profit before tax (3 - 4)</b>		182.8	165.1
6	<b>Tax expense:</b>			
	(a) Current tax expense		69.0	62.0
	(b) Net current tax expense		69.0	62.0
	(c) Deferred tax		(0.2)	(2.9)
			68.8	59.1
7	<b>Profit for the year (5 - 6)</b>		114.0	106.0
	<b>Earnings per Equity share</b>	24.5		
	<b>(face value of Rs 10 /- each):</b>			
	(a) Basic - Rs.		76.47	70.19
	(b) Diluted - Rs.		76.47	70.19
	See accompanying notes forming part of the financial statements			

In terms of our report attached

**For Deloitte Haskins & Sells**  
 Chartered Accountants

 S. Sundaresan  
 Partner  
 Membership No. 25776

 Place : Bangalore  
 Date : May 25, 2017

 Amar Nath Mohanty  
 Chief Financial Officer

 G. Prasanna Bairy  
 Company Secretary

**For and on behalf of the Board of Directors**

 Viraj Naidu  
 Managing Director  
 DIN : 01284452

 Deepa Hingorani  
 Director  
 DIN : 00206310

# Annual Report 2016-17

## Cash Flow Statement for the year ended March 31, 2017

Rs. Million

Particulars	For the year ended March 31, 2017		For the year ended March 31, 2016	
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net profit before tax		182.8		165.1
Adjustments for :				
Depreciation and amortization	20.0		28.5	
Finance cost	1.2		0.2	
Profit on sale of assets	(0.3)		(0.8)	
Interest Income	(43.3)		(49.9)	
Bad debts written off	0.3		0.7	
Provision for doubtful debts	0.3		0.4	
Provision for doubtful trade receivable reversed	(0.5)		(2.5)	
Liability no longer required written back	-		(1.6)	
Rental income	(1.7)		(2.1)	
Net unrealized exchange gain	(4.9)	(28.9)	(8.3)	(35.4)
<b>Operating Profit before working capital changes</b>		153.9		129.7
Adjustments for : (increase) / decrease in operating assets:				
Inventories	33.2		(23.7)	
Trade receivables	19.5		25.3	
Short-term loans and advances	8.4		48.4	
Long-term loans and advances	(0.2)		(0.1)	
Other current assets	(0.6)		(3.2)	
Adjustments for : increase / (decrease) in operating liabilities:				
Trade payables	26.2		(6.6)	
Other current and non current Liabilities	(45.2)		54.2	
Short-term provisions	(3.4)		(3.8)	
<b>Net changes in Working Capital</b>		37.9		90.5
<b>Cash generated from operations</b>		191.8		220.2
Income tax paid (net of refunds)		(72.4)		(72.6)
<b>Net cash flow from operating activities</b>		119.4		147.6
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Capital expenditure on fixed assets	(7.0)		(10.4)	
Proceeds from sale of fixed assets	0.4		1.8	
Investment in subsidiary	-		(44.0)	
Loan given to subsidiary	(17.5)		-	
Investment in bank deposits	(360.4)		(519.2)	
Redemption / maturity of bank deposits	478.2		384.9	
Interest received	51.7		48.9	
Rental income	1.7		2.1	
<b>Net cash flow from / (used) investing activities</b>		147.1		(135.9)
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Finance cost	(1.2)		(0.2)	
Buyback of equity shares	(268.8)		-	
Dividends paid	(3.8)		(3.8)	
Tax on dividend	(0.8)		(0.8)	
<b>Net cash used in financing activities</b>		(274.6)		(4.8)
<b>D NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS ( A+B+C)</b>		(8.1)		6.9
Cash and Cash Equivalents as at March 31, 2016 ( As per note 14)		19.4		12.5
Cash and Cash Equivalents as at March 31, 2017 ( As per note 14)		11.3		19.4
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		(8.1)		6.9
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents (Refer Note 14)		535.7		662.8
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements:				
(i) In other deposit accounts		521.0		639.8
(ii) In earmarked accounts				
- Unpaid dividend accounts		3.4		3.6
Cash and cash equivalents at the end of the year		11.3		19.4
<b>Cash and cash equivalents at the end of the year</b>				
Comprises:				
(a) Cash on hand		0.1		0.1
(b) In current accounts		11.2		19.3
		11.3		19.4
See accompanying notes forming part of the financial statements				

Notes: (i) These earmarked account balances with banks can be utilized only for the specific identified purposes.

In terms of our report attached

**For Deloitte Haskins & Sells**

Chartered Accountants

S. Sundaresan  
Partner

Membership No. 25776

Place : Bangalore

Date : May 25, 2017

Amar Nath Mohanty  
Chief Financial Officer

G. Prasanna Bairy  
Company Secretary

**For and on behalf of the Board of Directors**

Viraj Naidu  
Managing Director  
DIN : 01284452

Deepa Hingorani  
Director  
DIN : 00206310

## Notes forming part of the financial statements for year ended March 31, 2017

### NOTE 1

#### Significant Accounting Policies

##### 1.1 Basis of accounting and presentation of financial statements:

The financial statements of Disa India Limited ('the Company') have been prepared in accordance with the Generally accepted accounting principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

##### 1.2 Use of estimates

The preparation of the financial statements are in conformity with the Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of revenue and expenses during the reported year. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

##### 1.2 a) Property, plant and equipment

Property plant and equipment are stated at cost (i.e., Purchase cost, Net of CENVAT), net of accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, non - refundable taxes & duties, freight and other directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

##### b) Capital work-in- progress

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

##### c) Intangible

Computer software, except standard utility software packages which are not integral part of the hardware are classified as Intangible assets. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates.

##### 1.4 Depreciation and amortization

Depreciation on Property, plant and equipment's has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 effective from April 1, 2014.

Intangible assets in form of computer software are amortized over their estimated useful life on straight line method at the rate of 25 % p.a.

##### 1.5 Inventories

Raw materials, Components, Work-in-Progress, Finished goods and Stock-in-trade are valued at lower of cost and net realizable value. Cost is ascertained on FIFO basis. Cost includes cost incurred in bringing the goods to the current location and condition. Work-

in-progress and finished goods include appropriate proportion of overheads and where applicable, excise duty.

##### 1.6 Revenue recognition

Revenue from sale of machinery and parts is recognized on transfer of significant risks and rewards to the purchaser, which generally coincides with the dispatch of goods to customers. In case of various machinery / equipment which together form part of a larger group of machinery revenue is recognized only when all significant machineries/ equipment are transferred. Sales includes excise duty and are stated net of discounts, other taxes and sales returns. Revenue from services are recognized when services are rendered. Commission income and export incentives are recognized on accrual basis.

##### 1.7 Other income

Interest income is recognized on accrual basis.

##### 1.8 Foreign currency transactions and translations

Transactions in foreign currencies are recognized at exchange rate prevailing on the date of the transaction. All monetary assets and monetary liabilities denominated in foreign currency outstanding as at the Balance Sheet date are translated at the year-end exchange rates. Non-monetary items are carried at historical cost. Exchange differences arising on settlement / re statement of foreign currency monetary assets and liabilities are recognized as income or expense in the statement of profit and loss.

The Company uses forward exchange contract to hedge its exposure to movements in foreign exchange rates. The premium or discount arising at the inception of such a forward exchange contract are amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such contracts is recognized as income or expense in the period in which such cancellation or renewal is made

##### 1.9 Impairment of assets

The carrying values of assets at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have been decreased, such reversal of impairment loss is recognized in the statement of profit and loss.

##### 1.10 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

##### 1.11 Employee benefits

###### (a) Short term employee benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, bonus, leave encashment etc. are recognized in the period in which the employee renders the related service.

### (b) Post – employment benefits

- i. **Defined Contribution Plans:** The Company's Provident Fund Scheme, Superannuation Fund and Employees' State Insurance are defined contribution plans. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.
- ii. **Defined Benefit Plans:** The Company has taken a Group Gratuity Policy and Group Leave Encashment Scheme with LIC of India. These constitute the Defined Benefit Plans of the Company.

The Present Value of the Obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method. The Objective of this method is to spread the cost of each employee's benefits over the period that the employee works for the Company. The allocation of cost of benefits to each year of service is achieved indirectly by allocating projected benefits to years of service. The cost allocated to each year of service is then the value of the projected benefit allocated to that year.

The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the term of related obligations.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on the net basis.

### 1.12 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

### 1.13 Provisions and Contingencies

#### a) Provision for warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

#### b) Other

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions

(excluding retirement benefits) are not discounted to their present value and are determined based on the best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

### 1.14 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals under such leases are charged to statement of profit and loss.

### 1.15 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The Cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash for the purpose of cash flow statement comprises cash on hand and demand deposits with banks. Cash equivalents are short term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 1.16 Segment reporting

The Company identifies primary segments based on the dominant source nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating / loss amounts are evaluated regularly by the Management in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expense, segment assets and segment liabilities have been identified to segment on the basis of the relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses/assets/ liabilities".

### 1.17 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### 1.18 Operating cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the revised Schedule III to the Companies Act, 2013. Based on the nature of activities and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has determined its cycle as twelve months for the purpose of current / non-current classification of assets and liabilities.

## Notes forming part of the financial statements for year ended March 31, 2017

Rs. Million

	As at March 31, 2017	As at March 31, 2016
<b>Note 2 Share Capital</b>		
(a) Authorised: 5,000,000 Equity Shares of Rs.10 each with voting rights	50.0	50.0
(b) Issued, subscribed and fully paid up: 1,454,205 Equity Shares of Rs.10 each with voting rights	14.5	15.1
<b>Total</b>	<b>14.5</b>	<b>15.1</b>
<b>Notes :</b>		
<b>i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :</b>		
No of shares outstanding at the beginning of the year	1,510,205	1,510,205
Buyback of shares (refer note (v) below)	(56,000)	-
No of shares outstanding at the end of the year	1,454,205	1,510,205
<b>Total</b>	<b>1,454,205</b>	<b>1,510,205</b>
Share capital at the beginning of the year (Rs. Million)	15.1	15.1
Buyback of shares (refer note (v) below)	(0.6)	-
Share capital at the end of the year (Rs. Million)	14.5	15.1
<b>Total</b>	<b>14.5</b>	<b>15.1</b>
<b>(ii) Details of shares held by holding company, the ultimate holding company, their subsidiaries and associates:</b>		
<b>Equity Shares</b>		
Disa Holding AG, Switzerland	786,657	818,902
Disa Holding AS, Denmark	301,399	313,751
Disa Holding AG is a fully owned subsidiary of Disa Holding AS.		
<b>iii) Details of shares held by each shareholder holding more than 5% shares:</b>		
<b>Equity Shares</b>		
Disa Holding AG, Switzerland	786,657	818,902
	54.10%	54.22%
Disa Holding AS, Denmark	301,399	313,751
	20.72%	20.78%
Disa Holding AG is a fully owned subsidiary of Disa Holding AS.		
Equity Shares are held by IDFC Premier Equity Fund	81,998	90,021
	5.64%	5.96%

**iv) Details of rights, preferences and restrictions in respect of equity shares :**

The Company has one class of Shares referred to as Equity Shares with par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the share holders.

The Equity shareholders are entitled to receive dividend proposed (if any) by the Board of Directors which is subject to the approval of the shareholders in the ensuing Annual General meeting, except in case of Interim Dividend.

v) During the year ended March 31, 2017, the Company has concluded the buyback of 56,000 fully paid equity shares as approved by the board of directors on August 12, 2016 at a price of Rs. 4,800/- per share amounting to Rs. 268.8 Million. In line with the Companies Act 2013, an amount of Rs. 109.1 Million, Rs. 142.6 Million and Rs 17.1 Million have been utilised from Security premium account, General reserve and Surplus in profit and loss account respectively. Further Capital Redemption reserve of Rs 0.6 Million has been created as an apportionment from retained earnings. Consequent to the buyback, share capital has reduced by Rs. 0.6 Million.

## Notes forming part of the financial statements for year ended March 31, 2017

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>Note 3 Reserves and Surplus</b>		
(a) Capital reserve		
Opening balance	1.5	1.5
Movements during the year	-	-
Closing balance	<u>1.5</u>	<u>1.5</u>
(b) Capital redemption reserve		
Opening balance	-	-
Add : Buyback of shares (refer note 2(v))	0.6	-
Closing balance	<u>0.6</u>	<u>-</u>
(c) Securities premium account		
Opening balance	109.1	109.1
Less : Utilised for buyback of shares (refer note 2(v))	109.1	-
Closing balance	<u>-</u>	<u>109.1</u>
(d) General reserve		
Opening balance	142.6	142.6
Less : Utilised for buyback of shares (refer note 2(v))	142.6	-
Closing balance	<u>-</u>	<u>142.6</u>
(e) Surplus in Statement of profit and loss		
Opening balance	813.4	712.0
Less : Utilised for buyback of shares (refer note 2(v))	16.5	-
Less : Transferred to Capital redemption reserve on account of buyback (refer note 2(v))	0.6	-
Add : Profit for the year	114.0	106.0
Proposed dividend -Rs Nil per share (PY - Rs 2.50 per share)	-	3.8
Tax on dividend	-	0.8
Closing balance	<u>910.3</u>	<u>813.4</u>
<b>Total</b>	<u><b>912.4</b></u>	<u><b>1,066.6</b></u>
<b>Note 4 Trade Payables</b>		
(i) Total outstanding due to micro enterprises and small enterprises	14.4	7.3
(ii) Total outstanding due to creditors other than micro enterprises and small enterprises	188.0	171.7
<b>Total</b>	<u><b>202.4</b></u>	<u><b>179.0</b></u>
<b>Note 5 Other Current Liabilities</b>		
(a) Unpaid dividends	3.4	3.6
(b) Other payables		
(i) Statutory remittances	3.7	6.0
(ii) Payables on purchase of fixed assets	-	0.1
(iii) Contractually reimbursable expenses	11.9	4.3
(iv) Advances from customers	214.7	262.4
(v) Expenses on supervisory service contracts	7.5	10.1
(vi) Employee benefit payables (refer note 24.1)		
- Compensated absences	10.0	11.6
- Gratuity	17.4	16.0
<b>Total</b>	<u><b>268.6</b></u>	<u><b>314.1</b></u>
<b>Note 6 Short-term Provisions</b>		
<b>Provision - Others:</b>		
(i) Provision for tax (net of advance tax of Rs. Nil, PY Rs. 72.7 Million)	-	4.3
(ii) Provision for warranty (refer note 24.6)	8.2	11.6
(iii) Provision for proposed equity dividend	-	3.8
(iv) Provision for tax on proposed dividends	-	0.8
<b>Total</b>	<u><b>8.2</b></u>	<u><b>20.5</b></u>



## Notes forming part of the financial statements for year ended March 31, 2017

## Note 7a Property, plant and equipment

Rs. Million

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2016	Additions	Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at March 31, 2017	Balance as at March 31, 2017	Balance as at March 31, 2016
<b>Owned:</b>										
(a) Freehold land	3.1 (3.1)	-	-	3.1 (3.1)	-	-	-	-	3.1 (3.1)	3.1 (3.1)
(b) Buildings	164.9 (164.9)	-	-	164.9 (164.9)	61.3 (56.4)	5.1 (5.0)	- (0.1)	66.4 (61.3)	98.5 (103.6)	103.6 (108.5)
(c) Plant and Equipment	241.8 (245.0)	1.3 (4.4)	1.0 (7.6)	242.1 (241.8)	186.5 (182.4)	9.3 (11.5)	0.9 (7.4)	194.9 (186.5)	47.2 (55.3)	55.3 (62.6)
(d) Furniture and Fixtures	12.8 (12.8)	-	1.9 (-)	10.9 (12.8)	10.3 (9.9)	0.4 (0.4)	1.9 (-)	8.8 (10.3)	2.1 (2.5)	2.5 (2.9)
(e) Vehicles	5.7 (4.5)	- (2.4)	- (1.2)	5.7 (5.7)	0.8 (1.1)	0.6 (0.6)	- (0.9)	1.4 (0.8)	4.3 (4.9)	4.9 (3.4)
(f) Office equipment	9.8 (14.3)	0.9 (0.6)	0.2 (5.1)	10.5 (9.8)	7.9 (11.7)	1.0 (1.0)	0.2 (4.8)	8.7 (7.9)	1.8 (1.9)	1.9 (2.6)
(g) Patterns, Tools, Jigs and Fixtures	25.7 (25.0)	1.7 (0.7)	- (-)	27.4 (25.7)	19.0 (16.7)	2.2 (2.3)	- (-)	21.2 (19.0)	6.2 (6.7)	6.7 (8.3)
(h) Computers	23.1 (21.7)	3.0 (2.2)	2.2 (0.8)	23.9 (23.1)	20.4 (18.3)	1.3 (2.6)	2.2 (0.5)	19.5 (20.4)	4.4 (2.7)	2.7 (3.4)
<b>Total</b>	<b>486.9</b>	<b>6.9</b>	<b>5.3</b>	<b>488.5</b>	<b>306.20</b>	<b>19.9</b>	<b>5.2</b>	<b>320.9</b>	<b>167.6</b>	<b>180.7</b>
Previous period	491.3	10.3	14.7	486.9	296.54	23.4	13.7	306.2	180.7	194.8

## Note 7b Intangible Assets

Rs. Million

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2016	Additions	Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at March 31, 2017	Balance as at March 31, 2017	Balance as at March 31, 2016
Acquired Computer Software	20.3	-	-	20.3	20.2	0.1	-	20.3	-	0.1
<b>Total</b>	<b>20.3</b>	<b>-</b>	<b>-</b>	<b>20.3</b>	<b>20.2</b>	<b>0.1</b>	<b>-</b>	<b>20.3</b>	<b>-</b>	<b>0.1</b>
Previous period	(20.3)	-	-	(20.3)	(15.2)	(5.1)	-	(20.3)	-	(5.1)

Previous year figures are in brackets

## Note 7c Depreciation and Amortization Expenses

Rs. Million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation for the year on Property plant and equipment as per Note 7A	19.9	23.4
Amortisation for the year on in tangible assets as per Note 7B	0.1	5.1
<b>Total</b>	<b>20.0</b>	<b>28.5</b>

## Notes forming part of the financial statements for year ended March 31, 2017

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>Note 8 Non Current Investments</b>		
Unquoted Investment in subsidiary (at cost)	44.0	44.0
4.4 Million equity shares ( PY - 4.4 Million ) of Rs. 10 each fully paid up in Bhardra Castalloys Private Limited		
<b>Total</b>	<b>44.0</b>	<b>44.0</b>
Aggregate Amount of unquoted investment	44.0	44.0
<b>Note 9 Deferred Tax Asset</b>		
<b>Deferred tax (liability) / asset</b>		
Tax effect of items constituting deferred tax (liability)		
On difference between book balance and tax balance of fixed assets	(10.5)	(9.5)
Tax effect of items constituting deferred tax liability	(10.5)	(9.5)
Tax effect of items constituting deferred tax assets		
Provision for compensated absences, gratuity and other employee benefits	14.0	12.7
Provision for doubtful debts / advances	0.9	1.0
Tax effect of items constituting deferred tax assets	14.9	13.7
<b>Net deferred tax (liability) / asset</b>	<b>4.4</b>	<b>4.2</b>
<b>NOTE 10 Long-term Loans and Advances</b>		
(Unsecured, considered good)		
(a) Security deposits	10.3	10.2
(b) Advance income tax (net of provision of tax Rs. 548 Million (PY- Rs.508.9 Million))	17.0	17.9
(c) Balance with government authorities- VAT credit receivable	1.6	1.5
<b>Total</b>	<b>28.9</b>	<b>29.6</b>
<b>NOTE 11 Other Non-current Assets</b>		
Bank balances		
In deposit accounts with original maturity of more than twelve months (as margin money deposits)	1.9	0.9
<b>Total</b>	<b>1.9</b>	<b>0.9</b>
<b>NOTE 12 INVENTORIES</b>		
(At lower of cost and net realisable value)		
(a) Raw materials and Components	162.1	152.0
(Goods in Transit - Rs. 8.3 Million, PY - Rs. 6.2 Million)		
(b) Work-in-progress (refer note (i) below)	167.4	153.1
(c) Finished goods (other than those acquired for trading)	9.7	64.9
(d) Stock-in-trade (acquired for Trading) -	20.1	22.5
(Goods in Transit - Rs.2.3 Million, PY-Rs 3.6 Million)		
<b>Total</b>	<b>359.3</b>	<b>392.5</b>

Note (i) The nature of Company's operations are such that individual items in work-in-progress are not significant to be disclosed separately

**Notes forming part of the financial statements for year ended March 31, 2017**
**Rs. Million**

	As at March 31, 2017	As at March 31, 2016
<b>Note 13 Trade Receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	6.4	16.4
Unsecured, considered doubtful	2.6	2.8
	<u>9.0</u>	<u>19.2</u>
Less: Provision for doubtful trade receivables	2.6	2.8
<b>Sub-Total - A</b>	<u>6.4</u>	<u>16.4</u>
<b>Other trade receivables :</b>		
Unsecured, considered good	77.5	85.0
	<u>77.5</u>	<u>85.0</u>
Less: Provision for doubtful trade receivables	-	-
Sub-Total - B	<u>77.5</u>	<u>85.0</u>
<b>Total -A + B</b>	<u>83.9</u>	<u>101.4</u>
<b>Note 14 Cash And Cash Equivalents</b>		
<b>A. Cash and Cash Equivalents</b>		
(a) Cash on hand	0.1	0.1
<b>(b) Balances with banks</b>		
(i) In current accounts	11.2	19.3
(Cash and cash equivalents (as per AS 3 - Cash Flow Statements) Sub Total - A	<u>11.3</u>	<u>19.4</u>
<b>B. Other Bank Balances</b>		
(i) In deposit accounts with original maturity of more than twelve months (including lien and margin money deposits Rs 71.8 Million (PY - Rs 66.4 Million)	129.3	122.4
(ii) In deposit accounts with original maturity of more than three months but less than 12 months (including lien and margin money deposits Rs 82.3 Million (PY - Rs 115.9 Million)	391.7	517.4
(iii) In earmarked accounts	3.4	3.6
- Unpaid dividend accounts	<u>3.4</u>	<u>3.6</u>
Sub Total - B	<u>524.4</u>	<u>643.4</u>
<b>Total A + B</b>	<u>535.7</u>	<u>662.8</u>
<b>Note 15 Short-term Loans And Advances</b>		
(Unsecured, considered good)		
(a) Loans and advances to employees	0.6	0.2
(b) Prepaid expenses	5.7	4.0
(c) Loan to subsidiary (refer related party note 24.2)	17.5	-
(d) Balances with government authorities		
(i) Excise, CENVAT credit receivable	7.7	7.5
(ii) VAT	108.9	115.8
(iii) Service Tax	13.1	11.6
(e) Other advances [Refer Note (i)]	6.8	12.1
<b>Total</b>	<u>160.3</u>	<u>151.2</u>
<b>Note (i)</b>		
Advance to suppliers	2.5	4.5
Duty drawback receivable	4.1	2.8
Others	0.2	4.8
<b>Total</b>	<u>6.8</u>	<u>12.1</u>
<b>Note 16 Other Current Assets</b>		
(a) Interest accrued on deposits	13.1	21.5
(b) Contractually reimbursable expenses	7.0	6.4
<b>Total</b>	<u>20.1</u>	<u>27.9</u>

## Notes forming part of the financial statements for year ended March 31, 2017

	Rs. Million	
	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Note 17 Revenue From Operations</b>		
(a) Sale of products (Refer note (i) below )	1,687.0	1,523.1
(b) Sale of services ( Refer note (ii) below )	24.3	18.1
(c) Other operating revenue ( Refer note (iii) below)	15.3	21.1
	<u>1,726.6</u>	<u>1,562.3</u>
Less: Excise Duty	<u>154.4</u>	<u>135.0</u>
<b>Total</b>	<u>1,572.2</u>	<u>1,427.3</u>
<b>Notes :</b>		
<b>(i) Sale of Products comprises:</b>		
Manufactured goods :		
Machinery	1,306.8	1,204.0
Parts of machinery	260.0	226.5
Sale of Manufactured goods	<u>1,566.8</u>	<u>1,430.5</u>
Traded goods :		
Parts of machinery	120.2	92.6
Sales of Traded goods	<u>120.2</u>	<u>92.6</u>
<b>Sale of products</b>	<u>1,687.0</u>	<u>1,523.1</u>
<b>(ii) Sale of Service comprises:</b>		
Engineering services	17.4	11.9
Supervision of Installation services	3.5	5.2
Others	3.4	1.0
<b>Sales of services</b>	<u>24.3</u>	<u>18.1</u>
Note : Further break down into broad heads are not disclosed as individual heads are not significant		
<b>(iii) Other operating revenue comprises :</b>		
Commission income	9.8	15.1
Sale of scrap	2.2	2.4
Export incentives	3.3	3.6
<b>Other operating revenue</b>	<u>15.3</u>	<u>21.1</u>
<b>Note 18 Other Income</b>		
(a) Interest income on bank deposits	43.3	49.9
(b) Net gain on foreign currency transactions and translation	4.9	8.3
(c) Other non-operating income (Refer note (i) below)	3.4	8.9
<b>Total</b>	<u>51.6</u>	<u>67.1</u>
<b>Note (i) Other non operating income comprises of :</b>		
Royalty	0.5	0.3
Profit on sales of assets ( net )	0.3	0.8
Rental income ( Refer note 24.4 )	1.7	2.1
Provision for doubtful trade receivable reversed	0.5	2.5
Liability no longer required written back	-	1.6
Others	0.4	1.6
<b>Total</b>	<u>3.4</u>	<u>8.9</u>

**Notes forming part of the financial statements for year ended March 31, 2017**

Rs. Million

	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Note 19.a Cost of raw materials and components consumed</b>		
Opening Stock	152.0	163.0
Add : Purchases	742.2	723.8
Less : Closing Stock	162.1	152.0
Cost of raw materials and components consumed including packing materials	<u>732.1</u>	<u>734.8</u>
Note : The nature of Company's operations are such that further breakdown into broad heads are not significant		
<b>Note 19.b Purchase of stock in trade (traded goods)</b>		
Parts of machinery	<u>137.6</u>	<u>87.8</u>
	<u>137.6</u>	<u>87.8</u>
Note : The nature of Company's operations are such that further break down into broad heads are not significant		
<b>Note 19.c Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade</b>		
<u>Inventories at the end of the year :</u>		
Finished goods	9.7	64.9
Work-in-progress	167.4	153.1
Stock-in-trade	20.1	22.5
Sub Total	<u>197.2</u>	<u>240.5</u>
<u>Inventories at the beginning of the year:</u>		
Finished goods	64.9	9.2
Work-in-progress	153.1	182.1
Stock-in-trade	22.5	14.5
Sub Total	<u>240.5</u>	<u>205.8</u>
<b>Total</b>	<u>43.3</u>	<u>(34.7)</u>
<b>Note 20 Employee Benefits Expense</b>		
(a) Salaries and wages	237.0	230.6
(b) Contributions to provident and other funds (refer note 24.1)	20.7	22.7
(c) Staff welfare expenses	10.6	11.2
<b>Total</b>	<u>268.3</u>	<u>264.5</u>
<b>Note 21 Finance Costs</b>		
Interest expense on:		
(i) Bank guarantee commission	0.8	-
(ii) Interest on deposits accepted and others	0.4	0.2
<b>Total</b>	<u>1.2</u>	<u>0.2</u>

## Notes forming part of the financial statements for year ended March 31, 2017

Rs. Million

	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Note 22 Other Expenses</b>		
Increase / (decrease) of excise duty on inventory	(7.0)	7.0
Power and fuel	10.6	10.1
Rent (refer note 24.4)	7.8	7.6
Repairs and maintenance - Buildings	3.5	3.5
Repairs and maintenance - Machinery	3.7	3.6
Repairs and maintenance - Others	5.6	4.3
Insurance	6.4	6.4
Rates and taxes	8.1	3.8
Travelling and conveyance	42.5	43.2
Legal and professional charges	19.8	10.9
Payments to auditors (refer note (i) below)	3.0	2.8
Security expenses	8.9	5.0
Telephone, postage and courier	3.3	3.5
Printing and stationery	1.4	1.7
Freight outwards	12.2	13.2
Commission expenses	5.3	4.2
Recruitment and training	1.5	3.7
Group management fees	15.5	17.8
Directors sitting fees and commission	0.9	0.8
Royalty	13.6	16.3
IT costs	1.9	1.9
Group IT costs	37.9	36.6
Expenditure on corporate social responsibility (refer note (ii) below)	4.7	5.6
Bad Debts written off	0.3	0.7
Provision for doubtful debts	0.3	0.4
Advertisement and sales promotion	5.4	7.5
Miscellaneous expenses	21.4	26.1
<b>Total</b>	<b>238.5</b>	<b>248.2</b>
<b>Note (i) Payments to auditors comprises</b>		
(Net of service tax where applicable)		
(a) Auditors - Statutory audit (Including quarterly audit for SEBI filing)	1.7	1.7
Tax Audit	0.3	0.2
Other services	0.5	0.5
Reimbursement of expenses	0.3	0.2
Sub Total	2.8	2.6
(b) Cost Auditors		
Cost Audit fee	0.2	0.2
Sub Total	0.2	0.2
<b>Total</b>	<b>3.0</b>	<b>2.8</b>
<b>Note (ii) Expenditure on corporate social responsibility</b>		
(a) Gross amount required to be spent by the company	4.7	5.7
(b) Amount Paid during the year towards		
- promotion of education	4.7	5.6

**Notes forming part of the financial statements for year ended March 31, 2017**
**Rs. Million**

Particulars	As at	As at
	March 31, 2017	March 31, 2016
<b>Note 23 Additional information to the financial statements</b>		
<b>23.1 Contingent Liabilities and Commitments</b>		
(i) Claims against company not acknowledged as debt		
- Service Tax	1.4	1.8
- CST /VAT	31.3	32.9
- Excise Duty	1.4	0.9
a) Outflow, if any, arising out of the said claim including interest would depend on the outcome of the decision of the appellate authority and the company's right for future appeal before the judiciary.		
(ii) Estimated amount of contracts remaining to be executed on capital account and not provided for tangible assets	-	-
<b>23.2 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006</b>		
Amount due and remaining unpaid		
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	14.4	7.3
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
Note : The above is determined to the extent such parties have been identified on the basis of information collected by the Management and this has been relied upon by the auditors.		

**23.3 Details of derivatives instruments and unhedged foreign currency exposures**

The company uses forward exchange contracts to hedge its foreign currency exposures relating to the underlying transactions and firm commitments. The company does not enter into any derivative instruments for trading or speculative purposes. The forward exchange contracts outstanding are as under :

Currency	INR	INR
a) Number of ' Buy ' Contracts	-	1
b) Aggregate currency amount ( Rs in Million)	-	50.0
	-	-
Cross Currency	EURO	EURO
a) Number of ' Sell ' Contracts	-	-
	-	(0.7)
b) Aggregate currency amount ( Rs in Million)	-	-
	-	(70.8)
c) Aggregate currency amount in foreign currency (Million)	-	-
	-	(1.1)

Note: Figures in bracket relates to the previous year

Year end foreign currency exposures not hedged by a derivative instrument or otherwise are given below:

Particulars	Currency	Amount ( Foreign Currency in Million)		Amount in Rs Million	
		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Receivable	EURO	0.1	0.4	9.8	26.9
	USD	0.1	-	6.1	2.6
Payable	EURO	0.9	0.5	65.0	40.9
	USD	0.4	0.5	25.7	32.8

## Notes forming part of the financial statements for year ended March 31, 2017

		Rs. Million	
		For the year ended March 31, 2017	For the year ended March 31, 2016
<b>23.4</b>	<b>Value of Imports on CIF Basis</b>		
	Raw material	5.0	38.0
	Components and spare parts	109.0	87.7
	Traded Goods	85.7	84.7
	<b>Total</b>	<b>199.7</b>	<b>210.4</b>
<b>23.5</b>	<b>Expenditure in foreign currency</b>		
	Travel	2.2	1.0
	Commission on sales	-	0.8
	Royalty	13.6	16.3
	Service charges	2.1	12.2
	Group IT / group management charges	53.4	54.4
	<b>Total</b>	<b>71.3</b>	<b>84.7</b>
<b>23.6</b>	<b>Amounts remitted in foreign currency during the year on account of dividend</b>		
	Amount of dividend remitted in foreign currency	2.8	2.8
	Total number of non resident shareholders to whom the dividends were remitted in foreign currency	2	2
	Total number of shares held by them on which dividend was due	1.1	1.1

23.7	Details of consumption of imported and indigenous materials	Year ended	Year ended	Year ended	Year ended
		March 31, 2017 Rs. Million	March 31, 2017	March 31, 2016 Rs. Million	March 31, 2016
	Imports	190.3	26%	105.5	14%
	Indigenous	541.8	74%	629.3	86%
	<b>Total</b>	<b>732.1</b>	<b>100%</b>	<b>734.8</b>	<b>100%</b>

		Rs. Million	
		Year ended March 31, 2017	Year ended March 31, 2016
<b>23.8</b>	<b>Earnings in foreign currency</b>		
	Commission	9.8	15.1
	Exports on FOB basis	201.1	209.7
	Royalty and Engineering service	19.4	8.8
	<b>Total</b>	<b>230.3</b>	<b>233.6</b>
<b>23.9</b>	<b>The Company has banking facilities with Kotak Mahindra Bank Limited and the following are the details of same</b>		
	Overdraft	50.0	50.0
	Working Capital Term Loan (sublimit of overdraft)	50.0	50.0
	Term Loan	-	-
	Bank guarantee	300.0	250.0
	Letters of Credit (sublimit of bank guarantee)	50.0	50.0
	Forex Forwards	15.0	15.0

Bank deposits with Kotak Mahindra Bank limited have a lien marked to cover the margins as specified above. Also first equitable mortgage on Immovable property being land and building situated at Tumkur and Hosakote and Pune and Kolkata properties to the extent of **Rs. 300 Million** (PY- Rs. 300 Million) has been offered as security.



**Notes forming part of the financial statements for year ended March 31, 2017**
**Note 24. Disclosures under Accounting Standards**
**24.1 Disclosure Pursuant to AS-15 (Revised)**
**a) Defined Contribution Plans**

The Company makes Provident Fund , Employees state Insurance and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes , the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised **Rs.12.9 Million** (March 31, 2016:Rs.10.6 Million) for Provident Fund contributions and **Rs. 6 Million** (March 31, 2016: Rs.5.6 Million ) for Superannuation Fund contributions and **Rs. 0.1 Million** (March 31, 2016: Rs.0.2 Million) for Employees State insurance scheme contribution in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**b) Defined Benefit Plans**

The Company offers gratuity and encashment of leave benefit to its employees.

**(i) Gratuity**
**Rs. Million**

	Year ended March 31, 2017	Year ended March 31, 2016
<b>Components of employer expense:</b>		
Current service cost	5.1	4.8
Interest cost	4.3	3.9
Expected return on plan assets	(3.5)	(3.1)
Actuarial losses / (gains)	(4.2)	(0.1)
<b>Total expense recognised in the Statement of profit and loss</b>	<b>1.7</b>	<b>5.5</b>
<b>Actual contribution and benefit payments for the year :</b>		
Actual benefit payments	(2.3)	(2.5)
Actual contributions	0.2	3.6
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	59.8	57.3
Fair Value of plan assets	42.4	41.3
<b>Funded status Surplus / (Deficit )</b>	<b>(17.4)</b>	<b>(16.0)</b>
Unrecognised past service costs	-	-
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>	<b>(17.4)</b>	<b>(16.0)</b>
<b>Change in defined benefit obligation:</b>		
Present value of defined benefit obligation at beginning of year	57.3	51.3
Service cost	5.1	4.8
Interest cost	4.2	3.9
(Benefits paid)	(2.3)	(2.5)
Net transfer in / (out)	-	-
Actuarial Loss/(Gain)	(4.5)	(0.2)
<b>Present value of defined benefit obligation at end of year</b>	<b>59.8</b>	<b>57.3</b>
<b>Changes in fair value of Plan Assets :</b>		
Plan assets at beginning of the period	41.3	37.2
Expected return on plan assets	3.5	3.1
Actual contributions	0.2	3.6
Transfer in / (outs)	-	-
(Benefits paid)	(2.3)	(2.5)
Actuarial Gain / (Loss)	(0.3)	(0.1)
Plan assets at end of the year	42.4	41.3
<b>Actual return on plan assets</b>	<b>3.2</b>	<b>3.0</b>
<b>Composition of the plan assets is as follows ( Refer note(iii) ):</b>		
Government / approved security	56% / 79%	48% / 46%
NCD/Bonds	30% / 21%	34% / 31%
Equity shares	9% / 0%	6% / 2%
Fixed deposit	5% / 0%	12% / 21%
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Reconciliation of Net Liability :</b>		
Present value of defined benefit obligations	59.8	57.3
Less : Fair value of plan assets	42.4	41.3
<b>Funded Status - ( deficit ) / surplus</b>	<b>(17.4)</b>	<b>(16.0)</b>

## Notes forming part of the financial statements for year ended March 31, 2017

Rs. Million

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Actuarial Assumptions :</b>		
Discount rate	7%	8%
Expected long term rate of return of assets	9%	9%
Rate of compensation increase for the first five years	9%	12%
Rate of compensation increase for the subsequent years	9%	10%
<b>Attrition</b>		
20-30 Years	10%	15%
31-45 Years	8%	10%
46-58 Years	7%	5%
Mortality : Indian Assured Lives Mortality (2006-08) Modified Ultimate		

Experience Adjustments	Year ended March 31, 2017	Year ended March 31, 2016	For 15 months ended March 31, 2015	December 31, 2013	December 31, 2012
Present value of defined benefit obligation	59.8	57.3	51.3	37.6	28.8
Fair value of Plan assets	42.4	41.3	37.2	28.5	22.2
Funded Status - ( deficit ) / surplus	(17.4)	(16.0)	(14.1)	(9.1)	(6.6)
Plan liabilities	4.0	0.1	0.1	5.4	2.8
Plan assets	0.3	0.1	0.1	0.4	0.2

**Note :**

- The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.
- LIC with whom the scheme has been funded has advised that the portfolio of the scheme as at March 31, 2016, the latest date for which such information has been compiled by them.
- Estimate of amount of contribution in the immediate next year is Rs 4.7 Million (March 31, 2016: Rs 3.6 Million)

**The Company offers encashment of leave to its employees.**

The following table sets out the funded status of the leave encashment scheme and the amount recognised in the financial statements.

**(ii) Leave Encashment - as per Actuarial valuation**

Rs. Million

	Year ended March 3, 2017	Year ended March 3, 2016
<b>Components of employer expense</b>		
Current service cost	-	2.7
Interest cost	1.9	1.6
Expected return on plan assets	(1.1)	(1.1)
Actuarial losses / (gains)	(2.3)	2.0
<b>Total expense recognised in the Statement of profit and loss</b>	<b>(1.5)</b>	<b>5.2</b>
<b>Actual contribution and benefit payments for the year :</b>		
Actual benefit payments	(0.9)	(1.8)
Actual contributions	0.2	0.2
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	24.0	25.4
Fair Value of plan assets	14.0	13.8
<b>Funded status ( Surplus / (Deficit )</b>	<b>(10.0)</b>	<b>(11.6)</b>
Unrecognised past service costs	-	-
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>	<b>(10.0)</b>	<b>(11.6)</b>
<b>Change in defined benefit obligation</b>		
Present value of Defined benefit obligation at beginning of year	25.4	20.8
Service cost	-	2.7
Interest cost	1.9	1.6
(Benefits paid)	(0.9)	(1.8)
Transfer in / (outs)	-	-
Actuarial Loss/(Gain)	(2.4)	2.1
<b>Present value of defined benefit obligation at end of year</b>	<b>24.0</b>	<b>25.4</b>

## Notes forming part of the financial statements for year ended March 31, 2017

Rs. Million

	Year ended March 31, 2017	Year ended March 31, 2016
<b>Changes in fair value of Plan Assets :</b>		
Fair Value of plan assets at end of prior year	13.8	12.8
Expected return on plan assets	1.1	1.1
Employer contributions	-	0.2
Transfer (outs) / In (Benefits paid)	(0.9)	(0.4)
Actuarial Gain / (Loss)	-	0.1
Fair value of plan assets at end of the year	14.0	13.8
<b>Actual return on plan assets</b>	<b>1.0</b>	<b>1.2</b>
<b>Composition of the plan assets is as follows ( Refer note(iii) ):</b>		
Government / approved Security	46%	46%
NCD/Bonds	37%	37%
Equity Shares	2%	2%
Fixed Deposit	15%	15%
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Reconciliation of Net Liability</b>		
Present value of defined benefit obligations	24.0	25.4
Less : Fair value of plan assets	14.0	13.8
<b>Funded Status - ( deficit ) / surplus</b>	<b>(10.0)</b>	<b>(11.6)</b>

	Year ended March 31, 2017	For 15 months ended March 31, 2016	December 31, 2014	December 31, 2013	December 31, 2012
<b>Experience Adjustments</b>	<b>2017-2016</b>	<b>2016-2015</b>	<b>2015-2014</b>	<b>2014-2013</b>	<b>2013-2012</b>
Present value of defined Benefit Obligation	24.0	25.4	20.8	15.8	12.8
Fair value of Plan assets	14.0	13.8	12.8	10.4	9.1
<b>Funded Status - ( deficit ) / surplus</b>	<b>(10.0)</b>	<b>(11.6)</b>	<b>(8.0)</b>	<b>(5.4)</b>	<b>(3.7)</b>
Plan Liabilities	0.7	(8.3)	(1.6)	3.0	4.3
Plan Assets	0.0	0.1	0.2	-	0.1

	As at March 31, 2017	As at March 31, 2016
<b>Actuarial Assumptions</b>		
Discount rate	7%	8%
Expected long term rate of return of assets	9%	9%
Rate of compensation increase for the first five years	9%	12%
Rate of compensation increase for the subsequent years	9%	10%
<b>Attrition</b>		
20-30 Years	10%	15%
31-45 Years	8%	10%
46-58 Years	7%	5%

Mortality : Indian Assured Lives Mortality (2006-08) Modified Ultimate

**Note :**

- i) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- ii) The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.
- iii) LIC with whom the scheme has been funded has advised that the portfolio of the scheme as at March 31, 2015 the latest date for which such information has been compiled by them
- iv) Estimate of amount of contribution in the immediate next year is **Rs 2.2 Million** ( March 31, 2016: Rs 2.1 Million)

Notes forming part of the financial statements for the year ended March 31, 2017

24.2 Related Party transactions

a) Details of related parties

Description of relationship	Name of Related Parties
Holding Company	DISA HOLDING A/S NORICAN GROUP A/S DISA HOLDING A/C
Fellow Subsidiary	DISA INDUSTRIE A/C DISA TECHNOLOGIES PVT LTD DISA INDUSTRIES A/S DISA K.K. DISA (CHANGZHOU) MACH. LTD., WHEELBRATOR SRO WHEELBRATOR GROUP (CANADA) LTD WHEELABRATOR GROUP (CAMB) WHEELABRATOR GROUP (CAMB) WHEELABRATOR GROUP (CAMB) WHEELBRATOR GROUP (CANADA) LTD WHEELBRATOR GROUP S/S WHEELBRATOR GROUP LTD. HONGKONG NACION A/S NORICAN A/S DISA HOLDING INC DISA HOLDING A/C
Subsidiary	BHADRA CASTALLO'S PVT LTD (w.e.f December 30, 2015)
Key Management Personnel (KMP)	Mr. Viraj Naidu- Managing Director Mr. S.Mohan- Chief Financial Officer - (up to 05.09.2015) Mr. Amarnath Mohanty- Chief Financial Officer - (w.e.f.05.11.2015)

b) Details of Related Party Transaction

NAME OF THE RELATED PARTY	DISA INDUSTRIE AG	DISA TECHNOLOGIES PVT LTD	DISA INDUSTRIES A/S DENMARK	DISA K.K. JAPAN	DISA (CHANGZHOU) MACH. LTD.	WHEELBRATOR SRO	DISA HOLDING A/S	NORICAN GROUP A/S	WHEELABRATOR GROUP (CAMB)	WHEELABRATOR GROUP (CANADA)	WHEELABRATOR GROUP S/S	WHEELABRATOR GROUP LTD. HONGKONG	NACION A/S	DISA INDUSTRIES INC	NORICAN A/S	Disa Holding A C	Bhadra Castallos Pvt Ltd.	Mr. Viraj Naidu, Managing Director	Mr. Amarnath Mohanty, Chief Financial Officer	Mr. S.Mohan, Chief Financial Officer	TOTAL	
Royalty	0.5 (1.8)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	13.6 (10.3)	
Service fees	-	3.9 (3.6)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6.0 (5.6)	
Group Management Service fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15.5 (10.2)	-	-	-	-	-	15.5 (17.8)	
Group IT Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	37.9 (18.4)	-	-	-	-	-	37.9 (36.6)	
Import of Materials	-	-	-	-	1.2 (13.6)	10.6 (13.6)	-	-	-	7.3 (11.9)	-	-	-	-	-	-	1.4 (2.1)	-	-	-	14.3 (10.9)	
Reimbursement of Expenses	-	-	-	-	-	-	10.1 (6.1)	-	-	-	-	-	-	-	-	-	2.1 (2.1)	-	-	-	2.8 (3.1)	
Managerial Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8.9 (10.3)	5.6 (2.6)	-	14.5 (16.2)	
Service Income	-	-	-	-	-	-	-	-	0.3 (0.5)	2.3 (3.4)	-	-	-	-	-	-	-	-	-	-	18.7 (18.5)	
Sale of goods	-	-	-	0.1 (0.2)	13.1 (22.3)	-	-	-	0.3 (0.5)	-	-	-	-	0.5 (2.5)	-	-	-	-	-	-	150.6 (130.8)	
Deputation charge received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.5 (0.5)	
Royalty received	-	-	-	-	0.5 (0.3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.5 (0.3)	
Commission Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9.8 (13.4)	
Equity contributions	-	-	-	-	-	-	-	-	0.7 (10.7)	-	-	-	-	-	-	-	-	-	-	-	9.8 (13.4)	
Loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.5 (44.0)	
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	17.5 (17.5)	-	-	-	17.5 (17.5)	
<b>Balances outstanding as at year end</b>																						
Trade receivables	-	-	7.0 (18.6)	-	0.9 (7.3)	-	-	-	-	0.5 (0.9)	-	-	-	-	-	-	-	-	-	-	-	10.5 (27.4)
Other Current Assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.1 (2.1)
Loans & Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	17.5 (17.5)
Trade Payables	0.2 (0.1)	-	42.8 (21.1)	-	-	4.7 (2.3)	-	-	-	4.1 (5.2)	-	-	11.9 (11.4)	-	-	-	-	-	-	-	-	65.9 (40.1)
Other Current Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.6 (0.6)	-	-	-	-	0.6 (0.6)

Note: Figures in bracket relates to the previous year

**Notes forming part of the financial statements for year ended March 31, 2017**

**24.3** Business segment is identified as the primary segment and after considering all relevant factors. The company is engaged in manufacture of machinery and machinery parts and is considered to constitute a single segment in the context of AS-17 on "Segment Reporting" referred to in the Companies Act, 2013.

The geographic segments individually contributing 10 percent or more of the Company's revenues and segment assets are shown separately:

Rs. Million

Geographic Segment	Revenues For the year ended March 31, 2017	Segment assets As at March 31, 2017	Capital expenditure incurred for the year ended March 31, 2017
India	<b>1,340.4</b> (1,186.1)	<b>1,368.8</b> (1,543.2)	<b>7.0</b> (10.3)
Rest of the World	<b>231.8</b> (241.2)	<b>15.9</b> (30.0)	- -
Total	<b>1,572.2</b> (1,427.3)	<b>1,384.7</b> (1,573.2)	<b>7.0</b> (10.3)

Note: Figures in bracket relates to the previous year

Rs. Million

	Year ended March 31, 2017	Year ended March 31, 2016
<b>24.4 Details of leasing arrangements</b>		
<b>As Lessee:</b>		
The Company has taken Office Premises on Operating Leases. There are cancellable lease arrangements ranging between 3 to 6 years. Most of the leases are renewable for further on a mutually agreeable basis and also includes escalation ranging from 5% to 10%.		
Lease payments recognised in the statement of profit and loss	7.8	7.6
<b>As Lessor:</b>		
The Company has entered into non cancellable lease agreement for its facilities. The tenure of lease ranges from three to five years. The lease agreements have an escalation clause wherein lease agreement is subject to an increment ranging from 5 % to 10 %		
Details of lease commitment at the year end are as follows :	1.7	2.1
Upto one year	-	0.6
From one to five years	-	-
Above five years	-	-
Gross carrying amount of leased asset	7.4	7.4
Accumulated depreciation of leased asset	4.6	4.5
Depreciation recognised on the leased assets in the statement of profit and loss	0.1	0.1
<b>24.5 Earnings per share</b>		
Net Profit for the year (Rs million)	114.0	106.0
Number of equity shares ( in Numbers)	<b>1,490,873</b>	1,510,205
Basic and diluted earnings per share (Rs.)	<b>76.47</b>	<b>70.19</b>
<b>24.6 Provisions</b>		
Provisions for Warranties		
Balance at the beginning	11.6	15.4
Provision made	12.1	16.3
Amounts utilized	15.5	20.1
Balance at the end	8.2	11.6

Note: Future cash outflow in respect of the above is determinable only on occurrence of uncertain future events

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### Notes forming part of the financial statements for year ended March 31, 2017

25 Discosure on Specified bank notes		In Rs.	
Particulars	SBNs (Specified Bank Notes)	Other denomination notes	Total
Closing Cash in hand as on 08.11.2016	50,000	34,853	84,853
(+) Permitted receipts		488,200	488,200
(-) Permitted payments		440,166	440,166
(-) Amount deposited in Banks	50,000		50,000
Closing cash in hand as on 30.12.2016	-	82,887	82,887

Signatures to the Statement of Significant Accounting Policies and Notes to the Financial Statements.

G. Prasanna Bairy  
Company Secretary

Amar Nath Mohanty  
Chief Financial Officer

**For and on behalf of the Board of Directors**

Viraj Naidu  
Managing Director  
DIN : 01284452

Deepa Hingorani  
Director  
DIN : 00206310

Place : Bangalore  
Date : May 25, 2017

## Independent Auditor's Report to the Members of Disa India Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of DISA INDIA LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An

audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraphs (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Other Matters

- (a) We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of Rs. 93.30 Million as at March 31, 2017, total revenues of Rs. 74.5 Million and net cash flows amounting to Rs. 9.4 Million for the year ended on that date, as considered in the consolidated financial statements. This financial statements has been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and other auditor on separate financial statements, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Holding company, subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's/ subsidiary company's incorporated in India internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.
  - iv. The Holding Company has provided requisite disclosures in the consolidated financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and the other auditor by the Management of the respective Group entities.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm Registration No. 008072S)

**S. Sundaresan**  
Partner  
(Membership No.25776)

**Bangalore, May 25, 2017**  
SS/JKS/NPR/2017



## Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph "f" under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of DISA INDIA LIMITED (hereinafter referred to as "the Holding Company"), as of that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding company, is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm Registration No. 008072S)

**Bangalore, May 25, 2017**  
SS/JKS/NPR/2017

**S. Sundaresan**  
Partner  
(Membership No.25776)

## Consolidated Balance sheet as at March 31, 2017

Rs. Million

Particulars		Note No.	As at March 31, 2017	As at March 31, 2016
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
1	Shareholders' funds			
	(a) Share capital	2	14.5	15.1
	(b) Reserves and surplus	3	913.6	1,066.6
			<b>928.1</b>	1,081.7
2	Non-current liabilities			
	(a) Other long-term liabilities	4	12.7	29.2
			<b>12.7</b>	29.2
3	Current liabilities			
	(a) Trade payables	5		
	(i) Total outstanding due to micro enterprises and small enterprises		14.4	7.3
	(ii) Total outstanding due to creditors other than micro enterprises and small enterprises		197.5	175.6
			<b>211.9</b>	182.9
	(b) Other current liabilities	6	272.2	319.0
	(c) Short-term provisions	7	8.3	20.5
			<b>492.4</b>	522.4
	<b>TOTAL</b>		<b>1,433.2</b>	1,633.3
<b>B</b>	<b>ASSETS</b>			
1	Non-current assets			
	(a) Fixed assets	8A	221.3	235.9
	(b) Intangible assets	8B	5.4	6.1
	(c) Deferred tax assets (net)	9	4.6	4.2
	(d) Long-term loans and advances	10	30.0	30.8
	(e) Other non-current assets	11	1.9	0.9
			<b>263.2</b>	277.9
2	Current assets			
	(a) Inventories	12	367.5	394.7
	(b) Trade receivables	13	98.2	114.3
	(c) Cash and cash equivalents	14	545.1	669.3
	(d) Short-term loans and advances	15	143.1	151.3
	(e) Other current assets	16	16.1	25.8
			<b>1,170.0</b>	1,355.4
	<b>TOTAL</b>		<b>1,433.2</b>	1,633.3
	See accompanying notes forming part of the financial statements			

In terms of our report attached

For Deloitte Haskins & Sells  
Chartered Accountants

S. Sundaresan  
Partner  
Membership No. 25776

Amar Nath Mohanty  
Chief Financial Officer

Place : Bangalore  
Date : May 25, 2017

G. Prasanna Bairy  
Company Secretary

For and on behalf of the Board of Directors

Viraj Naidu  
Managing Director  
DIN : 01284452

Deepa Hingorani  
Director  
DIN : 00206310

**Consolidated Statement of Profit & Loss for the year ended March 31, 2017**

Rs. Million

Particulars		Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
1	Revenue from operations (gross)	17	1,808.4	1,562.3
	Less: Excise duty	17	163.7	135.0
	Revenue from operations (net)		1,644.7	1,427.3
2	Other income	18	52.0	67.1
3	<b>Total revenue (1+2)</b>		<b>1,696.7</b>	<b>1,494.4</b>
4	<b>Expenses</b>			
	(a) Cost of raw materials and components consumed	19.a	779.9	734.8
	(b) Purchases of stock-in-trade (traded goods)	19.b	137.6	87.8
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19.c	37.9	(34.7)
	(d) Employee benefits expense	20	277.0	264.5
	(e) Finance costs	21	1.2	0.2
	(f) Depreciation and amortisation expense	8C	22.5	28.5
	(g) Other expenses	22	255.8	248.2
	<b>Total expenses</b>		<b>1,511.9</b>	<b>1,329.3</b>
5	<b>Profit before tax (3 - 4)</b>		<b>184.8</b>	<b>165.1</b>
6	<b>Tax expense:</b>			
	(a) Current tax expense		70.0	62.0
	(b) Net current tax expense		70.0	62.0
	(c) Deferred tax		(0.4)	(2.9)
			<b>69.6</b>	<b>59.1</b>
7	<b>Profit for the year (5 - 6)</b>		<b>115.2</b>	<b>106.0</b>
	<b>Earnings per Equity share (face value of Rs 10 /- each):</b>	24.5		
	(a) Basic - Rs.		77.27	70.19
	(b) Diluted - Rs.		77.27	70.19
	See accompanying notes forming part of the financial statements			

In terms of our report attached

**For Deloitte Haskins & Sells**  
 Chartered Accountants

 S. Sundaresan  
 Partner  
 Membership No. 25776

 Place : Bangalore  
 Date : May 25, 2017

 Amar Nath Mohanty  
 Chief Financial Officer

 G. Prasanna Bairy  
 Company Secretary

**For and on behalf of the Board of Directors**

 Viraj Naidu  
 Managing Director  
 DIN : 01284452

 Deepa Hingorani  
 Director  
 DIN : 00206310

## Consolidated Cash Flow Statement for the year ended March 31, 2017

(Rs. Million)

		For the year ended March 31, 2017		For the year ended March 31, 2016	
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>				
	Net profit before tax		184.8		165.1
	<b>Adjustments for</b>				
	Depreciation and amortization	22.5		28.5	
	Finance cost	1.2		0.2	
	Profit on sale of assets	(0.3)		(0.8)	
	Interest Income	(43.7)		(49.9)	
	Bad debts written off	0.3		0.7	
	Provision for doubtful debts	0.3		0.4	
	Provision for doubtful trade receivable reversed	(0.5)		(2.5)	
	Liability no longer required written back	-		(1.6)	
	Rental income	(1.7)		(2.1)	
	Net unrealised exchange gain	(4.9)	(26.8)	(8.3)	(35.4)
	<b>Operating Profit before working capital changes</b>		158.0		129.7
	<u>Adjustments for : (increase) / decrease in operating assets:</u>				
	Inventories	27.2		(24.8)	
	Trade Receivables	18.1		19.7	
	Short term loans and advances	8.2		48.3	
	Long term loans and advances	(0.1)		(0.7)	
	Other Current Assets	1.4		(1.0)	
	<u>Adjustments for : increase / (decrease) in operating liabilities:</u>				
	Trade payables	31.8		(3.9)	
	Other current and non current Liabilities	(42.1)		54.1	
	Short-term provisions	(3.4)		(3.8)	
	<b>Net changes in Working Capital</b>		41.1		87.9
	<b>Cash generated from operations</b>		199.1		217.6
	Income tax paid (net of refunds)		(73.3)		(72.6)
	<b>Net cash flow from operating activities</b>		125.8		145.0
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>				
	Capital expenditure on fixed assets	(15.4)		(10.4)	
	Proceeds from sale of fixed assets	4.2		1.8	
	Purchase consideration paid pursuant to assets purchase agreement	(16.7)		(34.9)	
	Investment in bank deposits	(360.4)		(519.2)	
	Redemption / maturity of bank deposits	478.2		384.9	
	Interest received	52.0		48.9	
	Rental income	1.7		2.1	
	<b>Net cash flow from / (used) investing activities</b>		143.6		(126.8)
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>				
	Finance cost	(1.2)		(0.2)	
	Buyback of equity shares	(268.8)		-	
	Dividends paid	(3.8)		(3.8)	
	Tax on dividend	(0.8)		(0.8)	
	<b>Net cash used in financing activities</b>		(274.6)		(4.8)
<b>D</b>	<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS ( A+B+C)</b>		(5.2)		13.4
	Cash and Cash Equivalents as at March 31, 2016 ( As per note 14)		25.9		12.5
	Cash and Cash Equivalents as at March 31, 2017 ( As per note 14)		20.7		25.9
	<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>		(5.2)		13.4
	<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
	Cash and cash equivalents (Refer Note 14)		545.1		669.3
	Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements:				
	(i) In other deposit accounts		521.0		639.8
	(ii) In earmarked accounts (Refer Note (i) below)				
	- Unpaid dividend accounts		3.4		3.6
	Cash and cash equivalents at the end of the period		20.7		25.9
	<b>Cash and cash equivalents at the end of the year</b>				
	Comprises:				
	(a) Cash on hand		0.1		0.1
	(b) In current accounts		12.6		25.8
	(c) In deposit accounts with original maturity of less than three months		8.0		-
			20.7		25.9
	See accompanying notes forming part of the financial statements				

Notes: (i) These earmarked account balances with banks can be utilized only for the specific identified purposes.

In terms of our report attached

For Deloitte Haskins &amp; Sells

Chartered Accountants

S. Sundaresan  
Partner  
Membership No. 25776Place : Bangalore  
Date : May 25, 2017Amar Nath Mohanty  
Chief Financial OfficerG. Prasanna Bairy  
Company Secretary

For and on behalf of the Board of Directors

Viraj Naidu  
Managing Director  
DIN : 01284452Deepa Hingorani  
Director  
DIN : 00206310

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

### NOTE 1

#### Significant Accounting Policies on Consolidated Accounts

##### 1.1 Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of the DISA India Limited (Company) and its subsidiary entity (together the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The consolidated financial statements have been prepared on accrual basis under the historical cost convention.

##### 1.2 Principles of consolidation

The consolidated financial statements relate to DISA India Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting date as that of the Company i.e., 31 March, 2017.
- b) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group
- f) Following subsidiary company has been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding and voting power in subsidiary as at March 31, 2017	% holding as at March 31, 2017
Bhadra Castalloys Private Limited	100% Wholly Owned Subsidiary	India	DISA India Limited	100	100

##### 1.3 Use of estimates

The preparation of the financial statements are in conformity with the Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of revenue and expenses during the reported year. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

##### 1.4 a) Property, plant and equipment

Property plant and equipment are stated at cost (i.e., Purchase cost, Net of CENVAT), net of accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, non - refundable taxes & duties, freight and other directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

##### b) Capital work-in- progress

Projects under which tangible fixed assets are not yet ready

balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".

- c) The excess of cost to the Group of its investments in the subsidiary company over its share of equity of the subsidiary company at the dates on which the investments in the subsidiary company were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis.
- d) Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary company were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiary attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- e) The consolidated financial statements has been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

##### c) Intangible

Computer software, except standard utility software packages which are not integral part of the hardware are classified as Intangible assets. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates

##### 1.5 Depreciation and amortization

Depreciation on Property, plant and equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 effective from April 1, 2014.

Intangible assets in form of computer software are amortized over their estimated useful life on straight line method at the rate of 25 % p.a.

##### 1.6 Inventories

Raw materials, Components, Work-in-Progress, Finished goods and Stock-in-trade are valued at lower of cost and net realizable value. Cost is ascertained on FIFO basis .Cost includes cost incurred in bringing the goods to the current location and condition. Work-in-progress and finished goods include appropriate proportion of overheads and where applicable, excise duty.

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

**1.7 Revenue recognition**

Revenue from sale of machinery and parts is recognized on transfer of significant risks and rewards to the purchaser, which generally coincides with the dispatch of goods to customers. In case of various machinery / equipment which together form part of a larger group of machinery revenue is recognized only when all significant machineries/ equipment are transferred. Sales includes excise duty and are stated net of discounts, other taxes and sales returns. Revenue from services are recognized when services are rendered. Commission Income and export incentives are recognized on accrual basis.

**1.8 Other income**

Interest income is recognized on accrual basis.

**1.9 Foreign currency transactions and translations**

Transactions in foreign currencies are recognized at exchange rate prevailing on the date of the transaction. All monetary assets and monetary liabilities denominated in foreign currency outstanding as at the Balance Sheet date are translated at the yearend exchange rates. Non-monetary items are carried at historical cost. Exchange differences arising on settlement / re statement of foreign currency monetary assets and liabilities are recognized as income or expense in the statement of profit and loss.

The Group uses forward exchange contract to hedge its exposure to movements in foreign exchange rates. The premium or discount arising at the inception of such forward exchange contract are amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such contracts is recognized as income or expense in the period in which such cancellation or renewal is made

**1.10 Impairment of assets**

The carrying values of assets at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have been decreased, such reversal of impairment loss is recognized in the statement of profit and loss.

**1.11 Investments**

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

**1.12 Employee benefits****(a) Short term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. The benefits like salaries, wages, bonus, leave encashment etc. are recognized in the period in which the employee renders the related service.

**(b) Post – employment benefits**

i. **Defined Contribution Plans:** The Group's Provident Fund Scheme, Superannuation Fund and Employees' State Insurance are defined contribution plans. The contribution

paid/payable under the schemes is recognized during the period in which the employee renders the related service.

ii. **Defined Benefit Plans:** The Group has taken a Group Gratuity Policy and Group Leave Encashment Scheme with LIC of India. These constitute the Defined Benefit Plans of the Group.

The Present Value of the Obligation under such defined benefit plans is determined based on the actuarial valuation using the Projected Unit Credit Method. The Objective of this method is to spread the cost of each employee's benefits over the period that the employee works for the Group. The allocation of cost of benefits to each year of service is achieved indirectly by allocating projected benefits to years of service. The cost allocated to each year of service is then the value of the projected benefit allocated to that year.

The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the term of related obligations.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on the net basis.

**1.13 Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

**1.14 Provisions and Contingencies****a) Provision for warranty**

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

**b) Other**

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimates

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

### 1.15 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals under such leases are charged to statement of profit and loss.

### 1.16 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The Cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Cash for the purpose of cash flow statement comprises cash on hand and demand deposits with banks. Cash equivalents are short term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 1.17 Segment reporting

The Group identifies primary segments based on the dominant source nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating income / loss amounts are evaluated regularly by the Management in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expense, segment assets and segment liabilities have been identified to segment on the basis of the relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a Whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses/assets/ liabilities".

### 1.18 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss ) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### 1.19 Operating cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the revised Schedule III to the Companies Act, 2013. Based on the nature of activities and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of current / non-current classification of assets and liabilities.

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>Note 2 Share Capital</b>		
(a) Authorised: 5,000,000 Equity Shares of Rs.10 each with voting rights	50.0	50.0
(b) Issued, subscribed and fully paid up: 1,454,205 Equity Shares of Rs.10 each with voting rights	14.5	15.1
<b>Total</b>	<b>14.5</b>	<b>15.1</b>
<b>Notes :</b>		
<b>i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :</b>		
No of shares outstanding at the beginning of the year	1,510,205	1,510,205
Buyback of shares (refer note (v) below)	(56,000)	-
No of shares outstanding at the end of the year	1,454,205	1,510,205
<b>Total</b>	<b>1,454,205</b>	<b>1,510,205</b>
Share capital at the beginning of the year (Rs. Million)	15.1	15.1
Buyback of shares (refer note (v) below)	(0.6)	-
Share capital at the end of the year (Rs. Million)	14.5	15.1
<b>Total</b>	<b>14.5</b>	<b>15.1</b>
<b>(ii) Details of shares held by holding company, the ultimate holding company, their subsidiaries and associates:</b>		
<b>Equity Shares</b>		
Disa Holding AG, Switzerland	786,657	818,902
Disa Holding AS, Denmark	301,399	313,751
Disa Holding AG is a fully owned subsidiary of Disa Holding AS.		
<b>iii) Details of shares held by each shareholder holding more than 5% shares:</b>		
<b>Equity Shares</b>		
Disa Holding AG, Switzerland	786,657	818,902
	54.10%	54.22%
Disa Holding AS, Denmark	301,399	313,751
Disa Holding AG is a fully owned subsidiary of Disa Holding AS.		
	20.73%	20.78%
Equity Shares are held by IDFC Premier Equity Fund	81,998	90,021
	5.64%	5.96%

**iv) Details of rights, preferences and restrictions in respect of equity shares :**

The Company has one class of Shares referred to as Equity Shares with par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the share holders.

The Equity shareholders are entitled to receive dividend proposed by the Board of Directors which is subject to the approval of the shareholders in the ensuing Annual General meeting, except in case of Interim Dividend.

**v)** During the year ended March 31, 2017, the Company has concluded the buyback of 56,000 fully paid equity shares as approved by the board of directors on August 12, 2016 at a price of Rs. 4,800/- per share amounting to Rs. 268.8 Million. In line with the Companies Act 2013, an amount of Rs. 109.1 Million, Rs. 142.6 Million and Rs 17.1 Million have been utilised from Security premium account, General reserve and Surplus in profit and loss account respectively. Further Capital Redemption reserve of Rs 0.6 Million has been created as an apportionment from retained earnings. Consequent to the buyback, share capital has reduced by Rs. 0.6 Million.



**Notes forming part of the Consolidated financial statements for year ended March 31, 2017**

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>Note 3 Reserves and Surplus</b>		
(a) Capital reserve		
Opening balance	1.5	1.5
Movements during the year	-	-
Closing balance	<u>1.5</u>	<u>1.5</u>
(b) Capital redemption reserve		
Opening balance	-	-
Add : Buyback of shares (refer note 2(v))	0.6	-
Closing balance	<u>0.6</u>	<u>-</u>
(c) Securities premium account		
Opening balance	109.1	109.1
Less : Utilised for buyback of shares (refer note 2(v))	109.1	-
Closing balance	<u>-</u>	<u>109.1</u>
(d) General reserve		
Opening balance	142.6	142.6
Less : Utilised for buyback of shares (refer note 2(v))	142.6	-
Closing balance	<u>-</u>	<u>142.6</u>
(e) Surplus in Statement of profit and loss		
Opening balance	813.4	712.0
Less : Utilised for buyback of shares (refer note 2(v))	16.5	-
Less : Transferred to Capital redemption reserve on account of buyback (refer note 2(v))	0.6	-
Add : Profit for the year	115.2	106.0
Proposed dividend -Rs Nil per share (PY - Rs 2.50 per share)	-	3.8
Tax on dividend	-	0.8
Closing balance	<u>911.5</u>	<u>813.4</u>
<b>Total</b>	<u>913.6</u>	<u>1,066.6</u>
<b>Note 4 Non-current Liabilities</b>		
(a) Other Payables		
Payable on Purchase of Asset Purchase Agreement	12.5	29.2
(b) Employee Benefit Payables	0.2	-
<b>Total</b>	<u>12.7</u>	<u>29.2</u>
<b>Note 5 Trade Payables</b>		
(i) Total outstanding due to micro enterprises and small enterprises	14.4	7.3
(ii) Total outstanding due to creditors other than micro enterprises and small enterprises	197.5	175.6
<b>Total</b>	<u>211.9</u>	<u>182.9</u>
<b>Note 6 Other Current Liabilities</b>		
(a) Unpaid dividends	3.4	3.6
(b) Other payables		
(i) Statutory remittances	4.2	5.9
(ii) Payables on purchase of fixed assets	0.8	5.1
(iii) Contractually reimbursable expenses	11.9	4.3
(iv) Advances from customers	214.8	262.4
(v) Expenses on supervisory service contracts	7.5	10.1
(vi) Other Payables	1.3	-
(vii) Employee benefit payables (refer note 24.1)		
- Compensated absences	10.0	11.6
- Gratuity	17.4	16.0
- Others	0.9	-
<b>Total</b>	<u>272.2</u>	<u>319.0</u>
<b>NOTE 7 SHORT-TERM PROVISIONS</b>		
<b>Provision - Others:</b>		
(i) Provision for tax (net of advance tax of Rs.Nil, PY Rs. 72.7 Million)	0.1	4.3
(ii) Provision for warranty	8.2	11.6
(iii) Provision for proposed equity dividend	-	3.8
(iv) Provision for tax on proposed dividends	-	0.8
<b>Total</b>	<u>8.3</u>	<u>20.5</u>

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

## Note 8a Property, plant &amp; equipment

Rs. Million

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at April 1, 2016	Additions	Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at March 31, 2017	Balance as at March 31, 2017	Balance as at March 31, 2016
<b>Owned:</b>										
(a) Freehold land	35.0 (3.1)	- (31.9)	2.2 -	32.8 (35.0)	- -	- -	- -	- -	32.8 (35.0)	35.0 (3.1)
(b) Buildings	176.0 (164.9)	3.0 (11.1)	0.8 -	178.2 (176.0)	61.3 (56.4)	5.9 (5.0)	- (0.1)	67.2 (61.3)	111.0 (114.7)	114.7 (108.5)
(c) Plant and Equipment	252.3 (245.0)	2.1 (14.9)	1.7 (7.6)	252.7 (252.3)	186.5 (182.4)	10.3 (11.5)	0.9 (7.4)	195.9 (186.5)	56.8 (65.8)	65.8 (62.6)
(d) Furniture and Fixtures	12.8 (12.8)	- -	1.9 -	10.9 (12.8)	10.3 (9.9)	0.4 (0.4)	1.9 -	8.8 (10.3)	2.1 (2.5)	2.5 (2.9)
(e) Vehicles	7.4 (4.5)	- (4.1)	0.1 (1.2)	7.3 (7.4)	0.8 (1.1)	0.7 (0.6)	- (0.9)	1.5 (0.8)	5.8 (6.6)	6.6 (3.4)
(f) Office equipment	9.8 (14.3)	1.0 (0.6)	0.2 (5.1)	10.6 (9.8)	7.9 (11.7)	1.0 (1.0)	0.2 (4.8)	8.7 (7.9)	1.9 (1.9)	1.9 (2.6)
(g) Patterns, Tools, Jigs and Fixtures	25.7 (25.0)	1.7 (0.7)	- -	27.4 (25.7)	19.0 (16.7)	2.2 (2.3)	- -	21.2 (19.0)	6.2 (6.7)	6.7 (8.3)
(h) Computers	23.1 (21.7)	3.3 (2.2)	2.2 (0.8)	24.2 (23.1)	20.4 (18.3)	1.3 (2.6)	2.2 (0.5)	19.5 (20.4)	4.7 (2.7)	2.7 (3.4)
<b>Total</b>	<b>542.1</b>	<b>11.1</b>	<b>9.1</b>	<b>544.1</b>	<b>306.2</b>	<b>21.8</b>	<b>5.2</b>	<b>322.8</b>	<b>221.3</b>	<b>235.9</b>
Previous period	491.3	65.5	14.7	542.1	296.5	23.4	13.7	306.2	235.9	194.8

## Note 8b Intangible Assets

Rs. Million

Particulars	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at April 1, 2016	Additions	Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Depreciation/ amortisation expense for the year	Eliminated on disposal of assets	Balance as at March 31, 2017	Balance as at March 31, 2017	Balance as at March 31, 2016
<b>Owned:</b>										
Acquired computer software	20.3 (20.3)	- -	- -	20.3 (20.3)	20.2 (15.1)	0.1 (5.1)	- -	20.3 (20.2)	- (0.1)	0.1 (5.2)
Acquired goodwill	6.0 -	- (6.0)	- -	6.0 (6.0)	0.0 -	0.6 -	- -	0.6 -	5.4 (6.0)	6.0 -
<b>Total</b>	<b>26.3</b>	<b>-</b>	<b>-</b>	<b>26.3</b>	<b>20.2</b>	<b>0.7</b>	<b>-</b>	<b>20.9</b>	<b>5.4</b>	<b>6.1</b>
Previous period	20.3	6.0	-	26.3	15.1	5.1	-	20.2	6.1	5.2

Previous year figures are in brackets

## Note 8c Depreciation and Amortization Expenses

Rs. Million

Particulars	For the year ended March 31, 2017		For the year ended March 31, 2016	
Depreciation for the year on Property plant and equipment as per Note 8A		21.8		23.4
Amortisation for the year on intangible assets as per Note 8B		0.7		5.1
<b>Total</b>		<b>22.5</b>		<b>28.5</b>

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>NOTE 9 DEFERRED TAX ASSET</b>		
<b>Deferred tax (liability) / asset</b>		
<u>Tax effect of items constituting deferred tax (liability)</u>		
On difference between book balance and tax balance of fixed assets	(11.2)	(9.5)
<u>Tax effect of items constituting deferred tax liability</u>	(11.2)	(9.5)
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	14.2	12.7
Provision for doubtful debts / advances	0.9	1.0
Others	0.7	-
Tax effect of items constituting deferred tax assets	15.8	13.7
<b>Net deferred tax (liability) / asset</b>	<b>4.6</b>	<b>4.2</b>
<b>NOTE 10 LONG-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
(a) Security deposits	11.4	11.4
(b) Advance income tax (net of provision of tax Rs. 54.8 Million, PY- Rs. 508.9 Million)	17.0	17.9
(c) Balance with government authorities- VAT	1.6	1.5
<b>Total</b>	<b>30.0</b>	<b>30.8</b>
<b>NOTE 11 OTHER NON-CURRENT ASSETS</b>		
Bank balances		
In deposit accounts with original maturity of more than twelve months (as margin money deposits)	1.9	0.9
<b>Total</b>	<b>1.9</b>	<b>0.9</b>
<b>NOTE 12 INVENTORIES</b>		
(At lower of cost and net realisable value)		
(a) Raw materials and Components	164.9	154.2
(Goods in Transit - Rs. 8.3 Million, PY - Rs. 6.2 Million)		
(b) Work-in-progress (refer note (i) below)	172.8	153.1
(c) Finished goods (other than those acquired for trading)	9.7	64.9
(d) Stock-in-trade - acquired for Trading -	20.1	22.5
(Goods in Transit - Rs 2.3 Million, PY-Rs 3.6 Million)		
<b>Total</b>	<b>367.5</b>	<b>394.7</b>

Note (i) The nature of Company's operations are such that individual items in work-in-progress are not significant to be disclosed separately

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>Note 13 Trade Receivables</b>		
<b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b>		
Unsecured, considered good	6.4	29.3
Unsecured, considered Doubtful	2.6	2.8
	<u>9.0</u>	<u>32.1</u>
Less: Provision for doubtful trade receivables	2.6	2.8
Sub-Total - A	<u>6.4</u>	<u>29.3</u>
<b>Other trade receivables :</b>		
Unsecured, considered good	91.8	85.0
	<u>91.8</u>	<u>85.0</u>
Less: Provision for doubtful trade receivables	-	-
Sub-Total - B	<u>91.8</u>	<u>85.0</u>
<b>Total -A + B</b>	<u>98.2</u>	<u>114.3</u>
<b>Note 14 Cash and Cash Equivalents</b>		
<b>A. Cash and Cash Equivalents</b>		
(a) Cash on hand	0.1	0.1
(b) Balances with banks		
(i) In current accounts	12.6	25.8
(ii) In deposit accounts with original maturity of less than three months	8.0	-
(Cash and cash equivalents (as per AS 3 - Cash Flow Statements) Sub Total - A	20.7	25.9
<b>B. Other Bank Balances</b>		
(i) In deposit accounts with original maturity of more than twelve months (including lien and margin money deposits Rs 71.8 Million (PY - Rs 66.4 Million)	129.3	122.4
(ii) In deposit accounts with original maturity of more than three months but less than 12 months (including lien and margin money deposits Rs 82.3 Million (PY - Rs 115.9 Million)	391.7	517.4
(iii) In earmarked accounts		
- Unpaid dividend accounts	3.4	3.6
Sub Total - B	<u>524.4</u>	<u>643.4</u>
<b>Total A + B</b>	<u>545.1</u>	<u>669.3</u>
<b>Note 15 Short-term Loans and Advances</b>		
(Unsecured, considered good)		
(a) Loans and advances to employees	0.6	0.2
(b) Prepaid expenses	6.0	4.0
(c) Balances with government authorities		
(i) Excise, CENVAT credit receivable	7.7	7.6
(ii) VAT	108.9	115.8
(iii) Service Tax	13.1	11.6
(d) Other advances (Refer Note (i))	6.8	12.1
<b>Total</b>	<u>143.1</u>	<u>151.3</u>
<b>Note (i)</b>		
Advance to suppliers	2.5	4.5
Duty drawback receivable	4.1	2.8
Others	0.2	4.8
<b>Total</b>	<u>6.8</u>	<u>12.1</u>
<b>Note 16 Other Current Assets</b>		
(a) Interest accrued on deposits	13.2	21.5
(b) Contractually reimbursable expenses	2.9	4.3
<b>Total</b>	<u>16.1</u>	<u>25.8</u>

**Notes forming part of the Consolidated financial statements for year ended March 31, 2017**

Rs. Million

	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Note 17 Revenue from Operations</b>		
(a) Sale of products (Refer note (i) below )	1,768.8	1,523.1
(b) Sale of services ( Refer note (ii) below )	24.3	18.1
(c) Other operating revenue ( Refer note (iii) below)	15.3	21.1
	<u>1,808.4</u>	<u>1,562.3</u>
Less: Excise Duty	163.7	135.0
<b>Total</b>	<u>1,644.7</u>	<u>1,427.3</u>
<b>Note (i) Sale of Products comprises:</b>		
Manufactured goods :		
Machinery	1,306.8	1,204.0
Parts of machinery	341.8	226.5
Sale of Manufactured goods	1,648.6	1,430.5
Traded goods :		
Parts of machinery	120.2	92.6
Sales of Traded goods	120.2	92.6
Sale of products	1,768.8	1,523.1
<b>Total - A</b>	<u>1,648.6</u>	<u>1,430.5</u>
<b>Total - B</b>	<u>120.2</u>	<u>92.6</u>
<b>Total - A + B</b>	<u>1,768.8</u>	<u>1,523.1</u>
<b>Note (ii) Sale of Service comprises:</b>		
Engineering services	17.4	11.9
Supervision of Installation services	3.5	5.2
Others	3.4	1.0
<b>Total</b>	<u>24.3</u>	<u>18.1</u>
Note : Further break down into broad heads are not disclosed as individual heads are not significant		
<b>Note (iii) Other operating revenue comprises :</b>		
Commission income	9.8	15.1
Sale of scrap	2.2	2.4
Export incentives	3.3	3.6
<b>Total</b>	<u>15.3</u>	<u>21.1</u>
<b>Note 18 Other Income</b>		
(a) Interest income on bank deposits	43.7	49.9
(b) Net gain on foreign currency transactions and translation	4.9	8.3
(c) Other non-operating income (Refer note (i) below)	3.4	8.9
<b>Total</b>	<u>52.0</u>	<u>67.1</u>
<b>Note (i) Other non operating income comprises of :</b>		
Royalty	0.5	0.3
Profit on sales of assets ( net )	0.3	0.8
Rental income ( Refer note 24.4 )	1.7	2.1
Provision for doubtful trade receivable reversed	0.5	2.5
Liability no longer required written back	-	1.6
Others	0.4	1.6
<b>Total</b>	<u>3.4</u>	<u>8.9</u>

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

	For the year ended March 31, 2017	Rs. Million For the year ended March 31, 2016
<b>Note 19.a Cost of Raw Materials and Components Consumed</b>		
Opening Stock	154.2	163.0
Add : Purchases	790.6	723.8
Less : Closing Stock	164.9	152.0
Cost of raw materials and components consumed including packing materials	<b>779.9</b>	<b>734.8</b>
Note : The nature of Company's operations are such that further breakdown into broad heads are not significant		
<b>Note 19.b Purchase of Stock in Trade (Traded Goods)</b>		
Parts of machinery	137.6	87.8
	<b>137.6</b>	<b>87.8</b>
Note : The nature of Company's operations are such that further break down into broad heads are not significant		
<b>Note 19.c Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade</b>		
<u>Inventories at the end of the year :</u>		
Finished goods	9.7	64.9
Work-in-progress	172.8	153.1
Stock-in-trade	20.1	22.5
Sub Total	<b>202.6</b>	<b>240.5</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	64.9	9.2
Work-in-progress	153.1	182.1
Stock-in-trade	22.5	14.5
Sub Total	<b>240.5</b>	<b>205.8</b>
<b>Total</b>	<b>37.9</b>	<b>(34.7)</b>
<b>Note 20 Employee Benefits Expense</b>		
(a) Salaries and wages	244.4	230.6
(b) Contributions to provident and other funds (refer note 24.1)	21.6	22.7
(c) Staff welfare expenses	11.0	11.2
<b>Total</b>	<b>277.0</b>	<b>264.5</b>
<b>Note 21 Finance Costs</b>		
Interest expense on:		
(i) Bank guarantee commission	0.8	-
(ii) Interest on deposits accepted and others	0.4	0.2
<b>Total</b>	<b>1.2</b>	<b>0.2</b>

**Notes forming part of the Consolidated financial statements for year ended March 31, 2017**

	For the year ended March 31, 2017	Rs. Million For the year ended March 31, 2016
<b>Note 22 Other Expenses</b>		
Increase / (decrease) of excise duty on inventory	(7.0)	7.0
Power and fuel	17.3	10.1
Rent (refer note 24.4)	7.9	7.6
Repairs and maintenance - Buildings	3.5	3.5
Repairs and maintenance - Machinery	4.2	3.6
Repairs and maintenance - Others	5.7	4.3
Insurance	6.5	6.4
Rates and taxes	8.2	3.8
Travelling and conveyance	42.8	43.2
Legal and professional charges	20.1	10.9
Payments to auditors (refer note (i) below)	3.1	2.8
Security expenses	10.5	5.0
Telephone, postage and courier	3.4	3.5
Printing and stationery	1.4	1.7
Freight outwards	13.2	13.2
Commission expenses	5.3	4.2
Recruitment and training	1.5	3.7
Group management fees	15.5	17.8
Directors sitting fees and commission	0.9	0.8
Royalty	13.6	16.3
IT costs	1.9	1.9
Group IT costs	37.9	36.6
Expenditure on corporate social responsibility (refer note (ii) below)	4.7	5.6
Bad Debts written off	0.3	0.7
Provision for doubtful debts	0.3	0.4
Advertisement and sales promotion	5.5	7.5
Miscellaneous expenses	27.6	26.1
<b>Total</b>	<b>255.8</b>	<b>248.2</b>
<b>Note (i) Payments to auditors comprises</b>		
(Net of service tax where applicable)		
(a) auditors - Statutory audit	1.8	1.7
Tax Audit	0.3	0.2
Other services	0.5	0.5
Reimbursement of expenses	0.3	0.2
Sub Total	2.9	2.6
(b) Cost Auditors		
Cost Audit fee	0.2	0.2
Sub Total	0.2	0.2
<b>Total</b>	<b>3.1</b>	<b>2.8</b>

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

	As at March 31, 2017	Rs. Million As at March 31, 2016
<b>Note 23 Additional information to the financial statements</b>		
<b>23.1 Contingent Liabilities and Commitments</b>		
(i) Claims against company not acknowledged as debt		
- Service Tax	1.4	1.8
- CST /VAT	31.3	32.9
- Excise Duty	1.4	0.9
Outflow, if any, arising out of the said claim would depend on the outcome of the decision of the appellate authority and the company's right for future appeal before the judiciary.		
(ii) Estimated amount of contracts remaining to be executed on capital account and not provided for tangible assets	-	-

**23.2 Details of derivatives instruments and unhedged foreign currency exposures**

The Group uses forward exchange contracts to hedge its foreign currency exposures relating to the underlying transactions and firm commitments. The company does not enter into any derivative instruments for trading or speculative purposes. The forward exchange contracts outstanding are as under :

	INR	INR
<b>Currency</b>		
a) Number of ' Buy ' Contracts	-	1
	-	50.0
b) Aggregate currency amount ( Rs in Million)	-	-
<b>Cross Currency</b>	EURO	EURO
a) Number of ' Sell ' Contracts	-	1
	-	-
b) Aggregate currency amount ( Rs in Million)	-	50.0
	-	-
c) Aggregate currency amount in foreign currency (Million)	-	0.7
	-	-

Note: Figures in bracket relates to the previous year

**Year end foreign currency exposures not hedged by a derivative instrument or otherwise are given below:**

Particulars	Currency	Amount ( Foreign Currency in Million)		Amount in Rs Million	
		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Receivable	EURO	0.1	0.4	9.8	26.9
	USD	0.1	-	6.1	2.6
Payable	EURO	0.9	0.5	65.0	40.9
	USD	0.4	0.5	25.7	32.8

**23.3 Additional information, as required under schedule III of the Companies Act, 2013, of enterprises consolidated as subsidiaries**

Name of entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount ( Rs. Million )	As % of consolidated net	Amount ( Rs. Million )
Parent				
DISA India Limited	100%	926.9	99%	114.0
<b>Subsidiary ( Indian )</b>				
Bhadra Castalloys Private Limited	5%	45.2	1%	1.2
Total	-	972.1		115.2
Elimination	-5%	(45.2)	0%	-
<b>Total</b>	<b>100</b>	<b>926.9</b>	<b>100%</b>	<b>115.2</b>



**Notes forming part of the Consolidated financial statements for year ended March 31, 2017**
**Note 24. Disclosures under Accounting Standards**
**24.1 Disclosure Pursuant to AS-15 (Revised)**
**a) Defined Contribution Plans**

The Company makes Provident Fund , Employees state Insurance and Superannuation Fund contributions to defined contribution plans for qualifying employees. Under the Schemes , the company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised **Rs.13.2 Million** (March 31, 2016:Rs.10.6 Million) for Provident Fund contributions and **Rs. 6.0 Million** (March 31, 2016: Rs.5.6 Million ) for Superannuation Fund contributions and **Rs. 0.2 Million** (March 31, 2016: Rs.0.2 Million) for Employees State insurance scheme contribution in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

**b) Defined Benefit Plans**

The Company offers gratuity and encashment of leave benefit to its employees.

**(i) Gratuity**
**Rs. Million**

	Year ended March 31, 2017	Year ended March 31, 2016
<b>Components of employer expense:</b>		
Current service cost	5.3	4.8
Interest cost	4.3	3.9
Expected return on plan assets	(3.5)	(3.1)
Actuarial losses / (gains)	(4.2)	(0.1)
<b>Total expense recognised in the Statement of profit and loss</b>	<b>1.9</b>	<b>5.5</b>
<b>Actual contribution and benefit payments for the year :</b>		
Actual benefit payments	(2.3)	(2.5)
Actual contributions	0.2	3.6
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	60.0	57.3
Fair Value of plan assets	42.4	41.3
<b>Funded status Surplus / (Deficit )</b>	<b>(17.6)</b>	<b>(16.0)</b>
Unrecognised past service costs	-	-
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>	<b>(17.6)</b>	<b>(16.0)</b>
<b>Change in defined benefit obligation:</b>		
Present value of defined benefit obligation at beginning of year	57.3	51.3
Service cost	5.3	4.8
Interest cost	4.2	3.9
(Benefits paid)	(2.3)	(2.5)
Net transfer in / (out)	-	-
Actuarial Loss/(Gain)	(4.5)	(0.2)
<b>Present value of defined benefit obligation at end of year</b>	<b>60.0</b>	<b>57.3</b>
<b>Changes in fair value of Plan Assets :</b>		
Plan assets at beginning of the year	41.3	37.2
Expected return on plan assets	3.5	3.1
Actual contributions	0.2	3.6
Transfer in / (outs)	-	-
(Benefits paid)	(2.3)	(2.5)
Actuarial Gain / (Loss)	(0.3)	(0.1)
Plan assets at end of the year	42.4	41.3
<b>Actual return on plan assets</b>	<b>3.2</b>	<b>3.0</b>
<b>Composition of the plan assets is as follows ( Refer note(iii) ):</b>		
Government / approved security	<b>56% / 79%</b>	48% / 46%
NCD/Bonds	<b>30% / 21%</b>	34% / 31%
Equity shares	<b>9% / 0%</b>	6% / 2%
Fixed deposit	<b>5% / 0%</b>	12% / 21%
<b>Total</b>	<b>100%</b>	100%
<b>Reconciliation of Net Liability :</b>		
Present value of defined benefit obligations	60.0	57.3
Less : Fair value of plan assets	42.4	41.3
<b>Funded Status - ( deficit ) / surplus</b>	<b>(17.6)</b>	<b>(16.0)</b>

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

Rs. Million

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Actuarial Assumptions :</b>		
Discount rate	7% - 8%	8%
Expected long term rate of return of assets	8.5%	9%
Rate of compensation increase for the first five years	6% - 8.5%	12%
Rate of compensation increase for the subsequent years	6% - 8.5%	10%
<b>Attrition</b>		
20-30 Years	10%	15%
31-45 Years	8%	10%
46-58 Years	7%	5%
Mortality : Indian Assured Lives Mortality (2006-08) Modified Ultimate		

Experience Adjustments	Year ended March 31, 2017	Year ended March 31, 2016	For 15 months ended March 31, 2015	December 31, 2013	December 31, 2012
Present value of defined benefit obligation	60.0	57.3	51.3	37.6	28.8
Fair value of Plan assets	42.4	41.3	37.2	29.8	22.2
<b>Funded Status - ( deficit ) / surplus</b>	<b>(17.6)</b>	<b>(16.0)</b>	<b>(14.1)</b>	<b>(9.1)</b>	<b>(6.6)</b>
Plan liabilities	4.0	0.1	0.1	5.4	2.8
Plan assets	(0.3)	0.1	0.1	0.4	0.2

**Note :**

- The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.
- LIC with whom the scheme has been funded has advised that the portfolio of the scheme as at March 31, 2016, the latest date for which such information has been compiled by them.
- Estimate of amount of contribution in the immediate next year is **Rs 4.8 Million** (March 31, 2016: Rs 3.6 Million)

**The Company offers encashment of leave to its employees.**

The following table sets out the funded status of the leave encashment scheme and the amount recognised in the financial statements.

**(ii) Leave Encashment - as per Actuarial valuation**

Rs. Million

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Components of employer expense</b>		
Current service cost	-	2.7
Interest cost	1.9	1.6
Expected return on plan assets	(1.1)	(1.1)
Actuarial losses / (gains)	(2.3)	2.0
<b>Total expense recognised in the Statement of profit and loss</b>	<b>(1.5)</b>	<b>5.2</b>
<b>Actual contribution and benefit payments for the year :</b>		
Actual benefit payments	(0.9)	(1.8)
Actual contributions	0.2	0.2
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	24.0	25.4
Fair Value of plan assets	14.0	13.8
<b>Funded status ( Surplus / (Deficit )</b>	<b>(10.0)</b>	<b>(11.6)</b>
Unrecognised past service costs	-	-
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>	<b>(10.0)</b>	<b>(11.6)</b>
<b>Change in defined benefit obligation</b>		
Present value of Defined benefit obligation at beginning of year	25.4	20.8
Service cost	-	2.7
Interest cost	1.9	1.6
(Benefits paid)	(0.9)	(1.8)
Transfer in / (outs)	-	-
Actuarial Loss/(Gain)	(2.4)	2.1
<b>Present value of defined benefit obligation at end of year</b>	<b>24.0</b>	<b>25.4</b>

**Notes forming part of the Consolidated financial statements for year ended March 31, 2017**
**Rs. Million**

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Changes in fair value of Plan Assets :</b>		
Fair Value of plan assets at end of prior year	13.8	12.8
Expected return on plan assets	1.1	1.1
Employer contributions	-	0.2
Transfer (outs) / In	-	-
(Benefits paid)	(0.9)	(0.4)
Actuarial Gain / (Loss)	-	0.1
Fair value of plan assets at end of the year	14.0	13.8
<b>Actual return on plan assets</b>	<b>1.0</b>	<b>1.2</b>
<b>Composition of the plan assets is as follows ( Refer note(iii) ):</b>		
Government / approved Security	46%	46%
NCD/Bonds	37%	37%
Equity Shares	2%	2%
Fixed Deposit	15%	15%
<b>Total</b>	<b>100%</b>	<b>100%</b>
<b>Reconciliation of Net Liability</b>		
Present value of defined benefit obligations	24.0	25.4
Less : Fair value of plan assets	14.0	13.8
<b>Funded Status - ( deficit ) / surplus</b>	<b>(10.0)</b>	<b>(11.6)</b>

	Year ended March 31, 2017	Year ended March 31, 2016	For 15 months ended March 31, 2015	December 31, 2013	December 31, 2012
<b>Experience Adjustments</b>	<b>2017-2016</b>	<b>2016-2015</b>	<b>2015-2014</b>	<b>2014-2013</b>	<b>2013-2012</b>
Present value of defined Benefit Obligation	24.0	25.4	20.8	15.8	12.8
Fair value of Plan assets	14.0	13.8	12.8	10.4	9.1
Funded Status - ( deficit ) / surplus	(10.0)	(11.6)	(8.0)	(5.4)	(3.7)
Plan Liabilities	0.7	(8.3)	(1.6)	3.0	4.3
Plan Assets	0.0	0.1	0.2	-	0.1

**Rs. Million**

	As at March 31, 2017	As at March 31, 2016
<b>Actuarial Assumptions</b>		
Discount rate	7%	8%
Expected long term rate of return of assets	9%	9%
Rate of compensation increase for the first five years	9%	12%
Rate of compensation increase for the subsequent years	9%	10%
<b>Attrition</b>		
20-30 Years	10%	15%
31-45 Years	8%	10%
46-58 Years	7%	5%

Mortality : Indian Assured Lives Mortality (2006-08) Modified Ultimate

**Note :**

- The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.
- LIC with whom the scheme has been funded has advised that the portfolio of the scheme as at March 31, 2016 the latest date for which such information has been compiled by them.
- Estimate of amount of contribution in the immediate next year is **Rs 2.2 Million** ( March 31, 2016: Rs 2.1 Million)

## Notes forming part of the Consolidated financial statements for year ended March 31, 2017

**24.2 Related Party transactions**  
**a) Details of related parties**

Description of relationship	Name of Related Parties
Holding Company	DISA HOLDING A/S NORCAN GROUP A/S DISA HOLDING A/C
Fellow Subsidiary	DISA INDUSTRIE A/C DISA TECHNOLOGIES PVT LTD DISA INDUSTRIES A/S DISA K.K. DISA (ZHANGZHOU) MACH LTD., WHEELBRATOR GROUP GMBH DISA INDUSTRIE ANLAGEN GMBH WHEELBRATOR GROUP INC WHEELBRATOR GROUP (CANADA) LTD WHEELBRATOR GROUP S/S WHEELBRATOR GROUP LTD HONGKONG NAURON A/S DISA HOLDING INC NORCAN A/S DISA HOLDING A/C
Key Management Personnel (KMP)	Mr. Viraj Naidu- Managing Director Mr. S. Mohan- Chief Financial Officer - (upto 05.09.2015) Mr. Amanath Mobyary- Chief Financial Officer - (w.e.f. 05.11.2015)

**b) Details of Related Party Transaction**

NAME OF THE RELATED PARTY	DISA INDUSTRIE A/C	DISA TECHNOLOGIES PVT LTD	DISA INDUSTRIES A/S/DENMARK	DISA K.K. JAPAN	DISA (ZHANGZHOU) MACH LTD.	WHEELBRATOR SRO	DISA HOLDING A/S	NORCAN GROUP A/S	WHEELBRATOR GROUP GMBH	DISA INDUSTRIE ANLAGEN GMBH	WHEELBRATOR GROUP INC USA	WHEELBRATOR Group (Canada) Ltd	WHEELBRATOR Group S/S	WHEELBRATOR Group Ltd Hongkong	Nauron A/S	DISA Industries Inc	Norcan A/S	Disa Holding A G	Mr. Viraj Naidu, Managing Director	Mr. Amanath Mobyary, Chief Financial Officer	Mr. S. Mohan, Chief Financial Officer	TOTAL
Royalty	0.5 (1.8)	-	11.4 (10.6)	-	-	-	-	-	1.7 (3.9)	-	-	-	-	-	-	-	-	-	-	-	-	13.6 (16.3)
Service fees	-	3.9 (3.0)	-	-	-	-	-	-	2.1 (2.0)	-	-	-	-	-	-	-	-	-	-	-	-	6.0 (5.6)
Group Management Service fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15.5 (10.2)	-	-	-	-	15.5 (17.8)
Group IT Fees	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	37.9 (18.4)	-	-	-	-	37.9 (36.6)
Import of Materials	-	-	123.4 (16.4)	-	1.2 (1.2)	10.6 (13.6)	-	-	-	-	7.3 (11.9)	-	-	-	-	-	-	-	-	-	-	142.5 (101.9)
Reimbursement of Expenses	-	-	0.7 (0.8)	-	-	-	10.1 (10.1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.7 (10.0)
Managerial Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8.9 (10.3)	5.6 (5.6)	-	14.5 (18.2)
Service Income	-	-	13.2 (4.6)	-	-	-	-	-	0.3 (0.5)	-	2.3 (1.9)	2.9 (3.4)	-	-	-	-	-	-	-	-	-	18.7 (18.5)
Sale of goods	-	-	136.6 (105.8)	0.1 (0.2)	13.1 (22.3)	-	-	-	0.3 (1.1)	-	-	-	-	-	-	0.5 (2.5)	-	-	-	-	-	150.6 (130.8)
Deputation charge received	-	0.3 (1.1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.3 (1.1)
Royalty received	-	-	-	-	0.5 (0.3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.5 (0.3)
Commission Income	-	-	9.1 (10.7)	-	-	-	-	-	0.7 (1.1)	-	-	-	10.4 (10.4)	12.3 (12.3)	-	-	-	-	-	-	-	9.8 (13.4)

**c) Balances outstanding as at year end**

Trade Receivables	-	-	7.0 (16.6)	-	0.9 (7.3)	-	-	-	-	-	0.5 (0.9)	2.0 (0.9)	-	-	-	0.1 (0.1)	-	-	-	-	-	-	10.5 (27.4)
Trade Payables	0.2 (0.1)	-	42.8 (21.1)	-	0.0 (1.1)	4.7 (2.3)	-	-	2.2 (11.4)	-	4.1 (5.2)	-	-	-	-	-	-	-	-	-	-	-	65.9 (40.1)

**Notes forming part of the Consolidated financial statements for year ended March 31, 2017**

- 24.3** Business segment is identified as the primary segment and after considering all relevant factors. The company is engaged in manufacture of machinery and machinery parts and is considered to constitute a single segment in the context of AS-17 on "Segment Reporting" referred to in the Companies Act, 2013.  
The geographic segments individually contributing 10 percent or more of the Company's revenues and segment assets are shown separately:

**Rs. Million**

Geographic Segment	Revenues For the year ended March 31, 2017	Segment assets As at March 31, 2017	Capital expenditure incurred for the year ended March 31, 2017
India	<b>1,412.9</b> (1,186.1)	<b>1,395.7</b> (1,581.2)	<b>15.4</b> (10.4)
Rest of the World	<b>231.8</b> (241.2)	<b>15.9</b> (30.0)	- -
Total	<b>1,644.7</b> (1,427.3)	<b>1,411.6</b> (1,611.2)	<b>15.4</b> (10.4)

Note: Figures in bracket relates to the previous year

**Rs. Million**

	<b>For the year ended March 31, 2017</b>	<b>For the year ended March 31, 2016</b>
<b>24.4 Details of leasing arrangements</b>		
<b>As Lessee:</b>		
The Group has taken Office Premises on Operating Leases. There are cancellable lease arrangements ranging between 3 to 6 years. Most of the leases are renewable for further on a mutually agreeable basis and also includes escalation ranging from 5% to 10%.		
Lease payments recognised in the statement of profit and loss	<b>7.8</b>	7.6
<b>As Lessor:</b>		
The Company has entered into non cancellable lease agreement for its facilities. The tenure of lease ranges from three to five years. The lease agreements have an escalation clause wherein lease agreement is subject to an increment ranging from 5 % to 10 %	<b>1.7</b>	2.1
<b>Details of lease commitment at the year end are as follows :</b>		
Upto One year	-	0.6
From one to five years	-	-
Above five years	-	-
Gross carrying amount of leased asset	<b>7.4</b>	7.4
Accumulated depreciation of leased asset	<b>4.6</b>	4.5
Depreciation recognised on the leased assets in the statement of profit and loss	<b>0.1</b>	0.1
<b>24.5 Earnings per share</b>		
Net Profit for the year	<b>115.2</b>	106.0
Number of equity shares ( in Numbers)	<b>1,490,873</b>	1,510,205
Basic and diluted earnings per share (Rs.)	<b>77.27</b>	70.19
<b>24.6 Provisions</b>		
Provisions for Warranties		
Balance at the beginning	<b>11.6</b>	15.4
Provision made	<b>12.1</b>	16.3
Amounts utilized	<b>15.5</b>	20.1
Balance at the end	<b>8.2</b>	11.6

Note : Future cash outflow in respect of the above is determinable only on occurrence of uncertain future events

## Annual Report 2016-17

### Notes forming part of the Consolidated financial statements for year ended March 31, 2017

25 Discosure on Specified bank notes In Rs.

Particulars	SBNs (Specified Bank Notes)	Other denomination notes	Total
Closing Cash in hand as on 08.11.2016	50,000	37,264	87,264
(+) Permitted receipts		543,200	543,200
(-) Permitted payments		497,008	497,008
(-) Amount deposited in Banks	50,000		50,000
Closing cash in hand as on 30.12.2016	-	83,456	83,456

Signatures to the Statement of Significant Accounting Policies and Notes to the Financial Statements.

G. Prasanna Bairy  
Company Secretary

Amar Nath Mohanty  
Chief Financial Officer

**For and on behalf of the Board of Directors**

Viraj Naidu  
Managing Director  
DIN : 01284452

Deepa Hingorani  
Director  
DIN : 00206310

Place : Bangalore  
Date : May 25, 2017

**DISA INDIA LIMITED****CIN: L85110KA1984PLC006116**

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

Telephone: +91 80 40201403/04 Email: investor.relations@noricangroup.com Web: www.noricangroup.com

May 25, 2017

Dear Shareholder,

The Ministry of Corporate Affairs, Government of India ("MCA") has, by its circular dated April 21, 2011 announced a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies. In terms of the said circular, service of notice/documents by a Company to its shareholders required to be made under the provisions of the Companies Act, 2013 can be made through the electronic mode.

In line with the above initiative of the MCA, the Company proposes to send documents such as the Notice of the Annual General Meeting, Audited financial statements, Board's Report, Independent Auditors' Report, Secretarial Audit Report, Poll Papers etc., henceforth to all its esteemed shareholders, including your good self, in electronic form, through e-mail. To facilitate the same, we request you to furnish our e-mail id, quoting your folio number/DPID/Client ID to our Registrar and share Transfer Agent at the following address:

**Integrated Registry Management Services Private Limited**

No. 30, Ramana Residency,

4th Cross, Sampige Road,

Malleswaram, Bangalore – 560 003.

Phone : 080-23460815-18, Fax : 080-23460819,

E-mail : irg@integratedindia.in

We are sure you would appreciate this welcome initiative taken by the MCA to reduce consumption of paper and thereby, protect the environment. We expect to receive your support and co-operation in helping the Company to contribute its share to the said initiative.

Thanking you

Yours faithfully

For DISA India Limited

G. Prasanna Bairy

Company Secretary

## DISA INDIA LIMITED

CIN: L85110KA1984PLC006116

Registered Office: 5th Floor, Kushal Garden Arcade, 1A, Peenya Industrial Area, Peenya 2nd Phase, Bangalore - 560058  
Telephone: +91 80 40201403/04 Email: investor.relations@noricangroup.com Web: www.noricangroup.com

### ECS MANDATE FORM

#### Members Holding Shares in Demat Form

Please inform ;  
Integrated Registry Management Services Private Limited  
No. 30, Ramana Residency,  
4th Cross, Sampige Road, Malleswaram, Bangalore – 560 003.

#### Members Holding Shares in Physical Mode

Please inform : Your DPs directly  
(if not done earlier)

I hereby consent to have the amount of Dividend on my Equity Shares credited through the Electronic Clearing Service (Cash Clearing) (ECS) The particulars are:

1. Folio No. /Certificate No.	
2. Name of the 1st Holder	
3. Name of the Bank	
4. Full Address of the Branch	
5. Account number	
6. Account Type (Please tick the relevant account)	Savings /Current/Cash Credit
7. 9 Digit Code Number of the Bank appearing on the MICR cheque issued by the Bank (Please attach a photocopy of a cheque for verifying the accuracy of the Code Number )	

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I will not hold the Company responsible.

Signature of the 1st Holder

As per the

Specimen signature with the Company

Name : .....

Address : .....

Date : .....



**DISA INDIA LIMITED**

CIN: L85110KA1984PLC006116

Registered Office: 5th Floor, Kushal Garden Arcade, 1A, Peenya Industrial Area, Peenya 2nd Phase, Bangalore – 560 058

Telephone: +91 80 40201403/04 Email: investor.relations@noricangroup.com Web: www.noricangroup.com

**32nd Annual General Meeting on August 11, 2017****Form No. MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: <b>DISA India Limited</b>				
Registered Office: 5th Floor, Kushal Garden Arcade, 1A, Peenya Industrial Area, Peenya 2nd Phase, Bangalore – 560 058				
<b>BALLOT PAPER</b>				
S No	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS</b>				
1.	Adoption of financial statements for the year ended March 31, 2017			
2.	Appointment of Mr. Andrew Thomas Carmichael, Director, who retires by rotation			
3.	Declaration of Dividend			
4.	Ratification of Appointment of Statutory Auditors of the Company			
<b>SPECIAL BUSINESS</b>				
5.	Ratification of Cost Auditors' remuneration			
6.	Appointment of Mr. Lokesh Saxena (DIN 07823712) as a Director of the Company			
7.	Appointment of Mr. Lokesh Saxena as a Managing Director of the Company			
8.	Alteration of the Objects Clause of the Memorandum of Association of the Company			
9.	Alteration of Articles of Association of the Company			
10.	Approval of Material Related Party Transactions for the Financial Year 2016-17 with DISA Industries A/S			
11.	Approval of Material Related Party Transactions in each Financial year with DISA Industries A/S			
12.	Approval of Material Related Party transactions in each financial year with DISA (Changzhou) Machinery Co, China			
13.	Approval of Material Related Party transactions in each financial year with Wheelabrator Czech s.r.o			

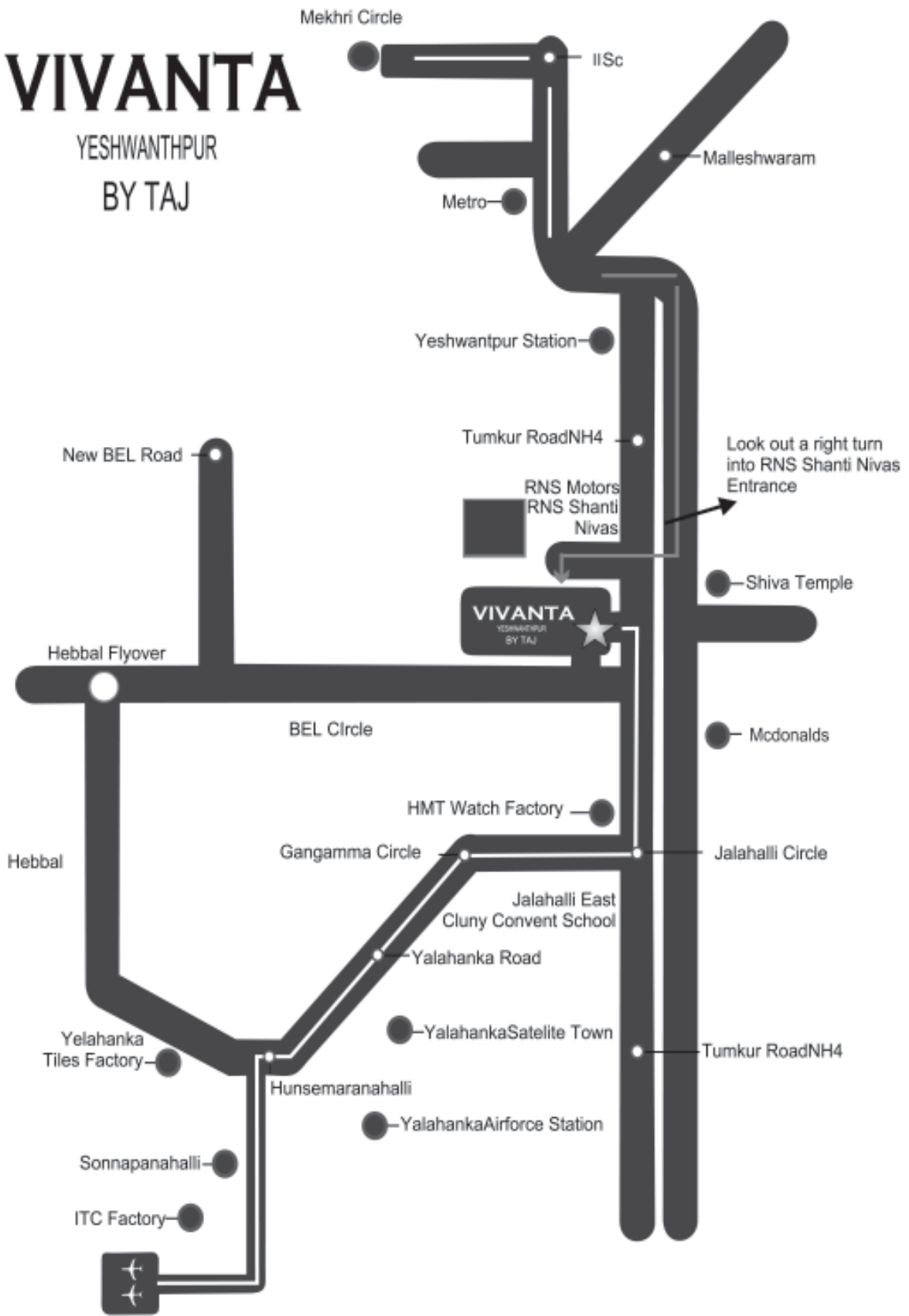
Place:

Date:

(Signature of the shareholder)

# VIVANTA

YESHWANTHPUR  
BY TAJ



# DISA India Events

## Customers' Day, Tumkur, 25th October 2016



## Customers' Day @ Customer's Place, Rajkot, 27th June 2017



We are **Norican**

DISA | Itaipresse | Gauss | StrikoWestofen | Wheelabrator

# Contacts

## DISA India

### Regd. & Corp. Office:

DISA India Limited  
5th floor, Kushal Garden Arcade  
1A Peenya Industrial Area  
Peenya 2nd Phase  
Bangalore 560 058, INDIA  
Tel +91 80 4020 1400 to 1404  
Fax +91 80 2839 1661  
E: bangalore@noricangroup.com

### Manufacturing:

DISA India Limited  
No. 28-32, Satyamangala Industrial Area  
Tumkur-572 104, Karnataka  
Tel: +91 816 6602000/01  
E: tumkur@noricangroup.com

DISA India Limited  
Plot No.50, KIADB Industrial Area  
Hosakote - 562 114, Karnataka  
Tel: 080 27971310/27971516  
E: hosakote@noricangroup.com

### Branch Office:

New Delhi  
E: delhi@noricangroup.com

Pune  
E: pune@noricangroup.com

Kolkata  
E: kolkata@noricangroup.com

Rajkot  
E: rajkot@noricangroup.com

### Customer distribution centre (parts and services)

E: cdc.india@noricangroup.com

We are **Norican**

DISA | Italtipresse | Gauss | StrikoWestofen | Wheelabrator



DISA® is a registered trademark of DISA Holding A/S.  
DISAMATIC® is a registered trademark of DISA Industries A/S.  
Wheelabrator® is the registered trademark of Wheelabrator Technologies (UK) Limited

[www.disagroup.com](http://www.disagroup.com)

[www.wheelabratorgroup.com](http://www.wheelabratorgroup.com)