

DISA India Limited **36th Annual Report** **2020-21**

Norican Group
Shaping Industry



Norican Technologies

DISA

ITALPRESSE GAUSS

StrikoWestofen[®]

wheelabrator



Hybrid Work Model

DISA India implements hybrid work model for Corporate Office.

The hybrid work model would offer opportunities for better operational flexibility and take care of required safety for all the employees at Bangalore location. Hybrid work structure will let some of the employees to work from home and use office as and when required.



Remote Installation And Commissioning

**DISA MATCH 20/24
moulding line
commissioned at
Masta Casting.**

DISA India service team initiated remote installation and commissioning services for all ongoing projects amidst Corona restrictions. This requires a lot of coordination with customer production and maintenance teams, onsite third-party vendors, internal engineering and project teams and others involved.



Managing Director's Message



Dear Shareholder,

I would like to take this opportunity to thank all the stakeholders who have provided us with tremendous support, guidance and sympathy to deal with a very difficult situation during the entire year filled with unknown risks and uncertainty. Unfortunately, we are not fully out of it as I pen down this communication. I have not dealt with this level of uncertainty in my entire career of 25+ years, and what we have achieved in this year would not have been possible without the leaders in all levels of the organisation, who stepped up to the challenge and delivered during this unprecedented time.

The first two quarters were spent largely on defining new ways of working, dealing with factory shutdowns, creating business continuity plans and keeping the employee morale high through continuous engagement initiatives. The second half of the year was about delivering all our customer commitments with full force. As a result, we could deliver a fair business result in the current situation owing to various measures on reorganisation, material cost reduction and overall expenses.

During the year, we were also able to contain the COVID 19 impact on employees to a large extent, by focusing on hygiene and safety measures of highest standards.

We continued our focus on CSR programs by adding a new scholarship program at National Institute of Foundry & Forge Technology, Ranchi for B Tech students and had project engagement with M Tech students for key projects on Digitization at DIL. Apart from the above we continued to support the students of 8 government schools situated around our plant location at Tumkur and Hosakote with scholarships.

The second half of the financial year 2020-2021 have been one of the best on OEM and AM order bookings. Q4 has been highest ever OB quarter in the history of DIL, where we booked orders in excess of 100 Crores. These were primarily from Foundry business to set up new foundry across India indicating that the capital investment cycle started off well during this time. These quarters also witnessed scaled up orders from Middle East (Qatar) and Europe (Turkey). At the end of FY ending March - 2021 we are sitting on the highest ever order booking for DIL.

Due to the second wave of pandemic which hit us around mid of March 2021, we have taken steps to ensure the business continuity. We had already initiated the Hybrid work model for the organisation. However keeping in view the employee safety, we have put many employees on WFH from mid of April 2021 onwards. Our plant operations are running in full swing owing to the strong order book we have in our pipeline. The biggest challenge we have is on the materials front where the commodity prices have gone beyond any imagination. Also, we are seeing lot of supply disruptions in smaller MSMEs due to COVID 19 impacts. We have, and are taking suitable measures to ensure committed deliveries to our customers both in OEM and the AM.

The business impact of Wave 2 of COVID 19 is difficult to assess at this moment. The company is taking pre-emptive measures to ensure employee safety and business continuity. We are likely to see a lower AM demand due to lockdown or closures across the country, however our OEM business continue to gain momentum. The recovery cycle after Wave 2 may be slower than anticipated as the rural India has been hit badly during this time. We shall be able to make a more meaningful assessment at the end of Q2 of this FY 2021-22

The COVID 19 has impacted each one of us in a prolonged way and has created stress across the entire population. As I said in the last year's report – it is extremely difficult to assess how deep and how long this crisis would be, accordingly it's difficult to predict anything with certainty at this stage.

I would like to thank our valued customers and stakeholders who have reposed faith in us. This has given us strength and confidence. Our employees are leaving no opportunity to support all our customers to ensure that their plants run to efficiency. I would also like to mention that we are getting extraordinary support from our largest shareholder, The Norican group in this hour of crisis, and I would like to acknowledge it formally in this report.

On behalf of the company, I take the opportunity to thank you all for your support as we go in the new year with lot of business and people strength and continue to lead the markets in India. We are and shall remain committed for enhancing the shareholder's value as always.

Lokesh Saxena
Managing Director

Board of Directors

Ms. Deepa Hingorani, Chairperson
 Mr. Anders Wilhjelm
 Ms. Ulla P. Tonnesen
 Mr. Bhagya Chandra Rao- Independent Director (from January 28, 2021)
 Mr. Michael Declan Guerin (from February 11, 2021)
 Mr. Lokesh Saxena – Managing Director
 Mr. Andrew J. Matsuyama (upto October 8, 2020)
 Mr. Sanjay Arte, Chairman (upto November 10, 2020)
 Mr. Neil Moseley (from October 8, 2020 upto February 11, 2021)

Chief Financial Officer
Company Secretary

Mr. Amar Nath Mohanty
 Mr. G. Prasanna Bairy

Bankers

Kotak Mahindra Bank Ltd.
 HDFC Bank Ltd.
 HSBC Ltd.

Registrars

Integrated Registry Management Services Private Limited
 Ramana Residency, 1A,
 Ground Floor,
 IV Cross, Sampige Road,
 Malleswaram,
 Bengaluru - 560 003.
 Ph: +91 80 23460815/816
 E-mail : irg@integratedindia.in

Registered Office

World Trade Center (WTC)
 6th Floor, Unit No. S-604,
 Brigade Gateway Campus
 26/1, Dr. Rajkumar Road
 Malleswaram-Rajajinagar
 Bengaluru - 560 055
 Ph: +91 80 2249 6700

Stock Exchange

BSE Ltd.
 Mumbai

Auditors

Deloitte Haskins & Sells
 Bengaluru

Solicitors

Chander Kumar & Associates
 Bengaluru

Internal Auditors

Protiviti India Member (Pvt.) Ltd, Bengaluru

Secretarial Auditor

Mr. Vijayakrishna KT
 Bengaluru

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Board of Directors



Deepa Agar Hingorani
Independent Director & Chairperson



Anders Wilhjelm
Director



Declan Guerin
Director



Bhagya Chandra Rao
Independent Director



Ulla Hartvig Plathe Tonnesen
Director



Lokesh Saxena
Managing Director

NOTICE

NOTICE is hereby given that the Thirty Sixth (36th) Annual General Meeting of DISA India Limited will be held on Thursday, the 12th day of August, 2021 at 11.00 AM IST through Video Conferencing (VC) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend of Rs. 10/- (100%) per Equity Share of Rs. 10/- each for the financial year ended March 31, 2021.
3. To appoint a Director in place of Ms. Ulla Hartvig Plathe Tønnesen (DIN: 08507796), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the 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, Bengaluru (Reg. No.000065), appointed as Cost Auditors of the Company for conducting the cost audit of the accounts and records for the financial year ended March 31, 2021 with a remuneration of Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, at actuals, as approved by the Board of Directors, be and is hereby ratified."

5. To appoint Mr. Bhagya Chandra Rao (DIN: 00211127) as a Director and as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to Articles of Association of the Company and the provisions of Section 161 of the Companies Act, 2013, Mr. Bhagya Chandra Rao (DIN-00211127), who was appointed as an Additional Director of the Company by the Board of Directors and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per

recommendation of the Nomination and Remuneration Committee and the Board, Mr. Bhagya Chandra Rao (DIN-00211127), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act, and is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company at the remuneration as per the Company's policy to hold office for a term of five consecutive years from January 28, 2021 up to and including January 27, 2026 and that his office shall not be liable for retirement by rotation."

6. To appoint Mr. Michael Declan Guerin (DIN: 000905549) 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 Articles of Association of the Company, provisions of Sections 160, 161 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. Michael Declan Guerin (DIN: 000905549), who, based on the recommendation of Nomination and Remuneration Committee was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on February 11, 2021 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company and that his office shall be liable to determination by retirement by rotation."

7. To pay remuneration exceeding fifty percent (50%) of the total remuneration payable to all Non-Executive Directors to Ms. Deepa Hingorani (DIN: 00206310).

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

"RESOLVED THAT pursuant to Regulation 17 (6) (a) and (ca) and other applicable Regulation(s), if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, payment of remuneration to Ms. Deepa Hingorani (DIN: 00206310), Independent Non-Executive Director, exceeding fifty percent (50%) of the total annual remuneration payable to all Non-Executive Directors for the Financial Year 2020-21 be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as may be necessary to give effect to this Resolution."

By Order of the Board of Directors
For DISA India Limited

Date : May 20, 2021
Place : Bengaluru

G Prasanna Bairy
Company Secretary
Membership No.: ACS 35584

NOTES:

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means (VC) till December 31, 2020, subject to compliance with various conditions mentioned therein. Similarly, SEBI vide Circular No. 79 dated May 12, 2020 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2020. Further, MCA vide General Circular No. 02/2021 dated January 13, 2021 extended the option to conduct the AGM through VC till December 31, 2021. Similarly, SEBI vide Circular No. 11 dated January 15, 2021 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2021. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of your Company is being convened and conducted through VC.
2. The Company has facilitated the members to participate in the 36th AGM through VC facility provided by Central Depository Services Limited (CDSL). The instructions for participation by members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.
3. As per MCA Circulars, members attending the 36th AGM through VC will be reckoned for the purpose of quorum as per Section 103 of the Companies Act, 2013.
4. For exercising the votes by the members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
5. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC; but shall not be entitled to cast their votes again at the AGM.
6. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a member of the Company. Since 36th AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 36th AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.
7. Corporate members may authorize their representatives for casting the votes using remote e-voting facility or for participation and voting in the AGM using VC. Institutional Investors are encouraged to attend and vote at the AGM through VC.
8. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2020-21 along with Notice of 36th AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication.

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

In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically. Members may temporarily update their email address by accessing the link <https://www.disagroup.com/en-in/investor-relations/disa-india-financial-reports>.
9. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e., August 12, 2021. Members seeking to inspect such documents may send an email to investor.relations@noricangroup.com.
10. Members seeking clarifications on the Annual Report are requested to send an email to investor.relations@noricangroup.com on or before August 5, 2021. This would enable the Company to compile the information and provide replies at the meeting.
11. The Register of Members and the Share Transfer books of the Company will remain closed from August 5, 2021 to August 12, 2021 (both days inclusive).
12. Subject to the provisions of Section 123 of the Companies Act, 2013, Dividend as recommended by the Board of Directors, if declared, at the AGM, will be disbursed on or before September 11, 2021 to those members whose name appear in the Register of Members (in respect of shares held in physical form) or in the records of Depositories as Beneficial Owners of Shares (in respect of shares in dematerialized form) as on August 4, 2021 (Record date).
13. Dividend will be paid electronically through various online transfer modes to those members who have updated their bank accounts. For members who are yet to update their bank account details, dividend warrants/demand drafts will be sent to their registered addresses through post.
14. Pursuant to the changes introduced by the Finance Act 2020 w.e.f. April 1, 2020, Dividends paid or distributed by a Company after April 1, 2020 shall be taxable in the hands of

the shareholders. The Company shall therefore be required to deduct tax at source, as applicable, at the time of making the payment of the said Dividend.

The rate at which the Dividend may be subject to withholding tax would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Accordingly, the above referred Final Dividend will be paid after deducting the tax at source as follows:

Resident Shareholder

It may be noted that tax would not be deducted at source on payment of dividend to resident Individual shareholder, if total dividend amount to be paid in a financial year does not exceed Rs. 5,000.

Tax to be deducted at source for FY 2021-22, wherever applicable, would be as under:

Particulars	Applicable Rate	Documents required (if any)
Shareholders having the PAN	10%	Update the PAN, and the residential status as per Income Tax Act, 1961 if not already done, with the depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agent (in case of shares held in physical mode).
	NIL	Form 15G (applicable to any person other than a Company or a Firm)/ Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met, and a copy of PAN is furnished.
Shareholders not having PAN/ Invalid PAN	20%	-
Shareholders submitting the Order under Section 197 of the Income Tax Act, 1961 (Act)	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority along with a copy of PAN.
Shareholders (e.g. LIC, GIC) for whom Section 194 of the Act is not applicable	NIL	Declaration that it has full beneficial interest with respect to the shares owned by it along with PAN.
Shareholders, being Alternative Investment Funds (AIFs)	NIL	A declaration that the AIFs are registered under SEBI as per SEBI Regulations.
Shareholders covered under Section 196 of the Act (e.g. Mutual Funds, Govt.)	NIL	Certificate of registration u/s 10(23D) issued by the appropriate authority along with PAN, documentary evidence that the person is covered under said Section 196 of the Act.

Resident individual shareholders are requested to ensure that Aadhar Number is linked with PAN within the prescribed timelines. In case of failure to link, PAN shall be considered as inoperative/invalid and hence, tax at 20% shall be deducted in such cases.

TDS to be deducted at higher rate in case of non-filers of Return of Income:

The Finance Act, 2021, has inter-alia inserted the provisions of Section 206AB of the Act with effect from July 1, 2021. The provisions of said section require the Company to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- At twice the rate specified in the relevant provision of the Income Tax Act; or
- At twice the rate(s) in force; or
- At the rate of 5%.

The 'specified person' means a person who has:

- not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit

of filing return of income under sub-section (1) of section 139 has expired; and

- subjected to tax deduction/collection at source in aggregate amounting to Rs. 50,000 or more in each of such two immediate previous years.

In case Government provides any guidelines to comply with the provisions of section 206AB, your Company will deduct tax in accordance with said guidelines. Tax deducted in accordance with said guidelines will be final and your Company shall not refund/adjust said amount subsequently. Your Company might also seek necessary declarations from you to comply with the provisions of this section. The non-resident who does not have a permanent establishment is excluded from the scope of a specified person.

Non - Resident Shareholders

As per Section 90 of the Income Tax Act, the non-resident shareholder has the option of being governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. Please refer to the below table for details of documents to avail Tax Treaty benefits.

Particulars	Applicable Rate	Documents required (if any)
Shareholders, being Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess) as per Section 196D of Income Tax Act, 1961 OR Tax Treaty Rate (whichever is lower)	a) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities. b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident, valid for FY 21-22. c) Self-declaration in Form 10F. d) Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty. e) Self-declaration of Beneficial ownership by the non-resident shareholder.
Other Non-resident shareholders	20% (plus applicable surcharge and cess) OR Tax Treaty Rate (whichever is lower)	a) Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities. b) Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident, valid for FY 21-22. c) Self-declaration in Form 10F. d) Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty. e) Self-declaration of Beneficial ownership by the non-resident shareholder.
Shareholders submitting the Order under Section 197 of the Income Tax Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from tax authority.

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

The aforesaid documents, as applicable, should be mailed to investor.relations@noricangroup.com on or before August 5, 2021, 11.59 PM (IST), to enable the Company to determine the appropriate TDS/withholding tax rate applicable.

No communication on the tax determination/deduction received post August 5, 2021 shall be considered for payment of Dividend.

If the tax on said Dividend is deducted at a higher rate due to non-receipt of or satisfactory completeness of the aforementioned details/documents by August 5, 2021, the shareholder may claim an appropriate refund in the return of income filed with their respective tax authorities.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to send a copy of the TDS certificate to shareholders in due course, post payment of the said Dividend. Shareholders will also be able to view electronic credit of TDS in Form 26AS, which can be downloaded from the website of Income Tax Department.

15. As per Section 124 of the Companies Act, 2013, the amount of Dividend remaining unpaid or unclaimed within 30 days

from the date of declaration shall be transferred to 'unpaid dividend account' of the Company. Amount transferred to 'unpaid dividend account', which remains unpaid or unclaimed for a period of seven years from the date of transfer, is required to be transferred to the Investor Education and Protection Fund (IEPF) 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 IEPF.

16. In line with the provisions of Section 124 of the Companies Act, 2013, members who have not so far encashed the Dividend warrant(s) for any of the Dividends declared earlier, are requested to make their claims to the Company immediately. Please note that in respect of unclaimed dividend amount and the shares transferred to IEPF, Shareholders may claim the Dividend and corresponding shares transferred to IEPF including all benefits accruing on such shares, if any, from IEPF authorities after following the procedure prescribed in the Companies Act, 2013 and Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
17. The Shares of the Company are compulsorily traded in dematerialized form as per the directions of the Stock Exchange. Accordingly, members who have not opted for dematerialization of shares are once again reminded to take steps to dematerialize their holdings. Further, the members

may note that as per SEBI(LODR) (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form. Accordingly, shareholders holding equity shares in physical form are urged to get their shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.

18. Members holding the shares in physical form are requested to communicate the changes, if any, in their addresses, bank account details and other necessary details to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, 30, Ramana Residency, IV Cross, Sampige Road, Malleswaram, Bengaluru-560 003. Members holding the shares in dematerialized form are requested to communicate such changes to the concerned Depository Participant.
19. Members who are yet to register their e-mail address/ Mobile No. are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the shares in physical form may register their e-mail address/ Mobile No. by writing to the Company's Registrar and Share Transfer Agent.
20. Non-resident Indian shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters: -
 - (a) the change in residential status on return to India for permanent settlement, and
 - (b) the particulars of the NRE account with a bank in India, if not furnished earlier.
21. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form may submit their PAN details to the Company's Registrar and Share Transfer Agents or the Company.
22. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, as prescribed by the Government may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the

Company at its registered office.

23. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
24. Procedure for e-voting and joining AGM through VC:

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 SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 36th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility to cast the votes by the members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The voting period begins on August 7, 2021 (9.00 AM IST) and ends on August 11, 2021 (5.00 PM IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of August 4, 2021 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, intended to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders should be permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As required by this Circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, members are advised to update their mobile numbers and email Ids in their respective demat accounts to access e-voting facility.

The detailed e-voting procedure is as under:

- (a) Pursuant to abovesaid SEBI Circular, login procedure for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below: