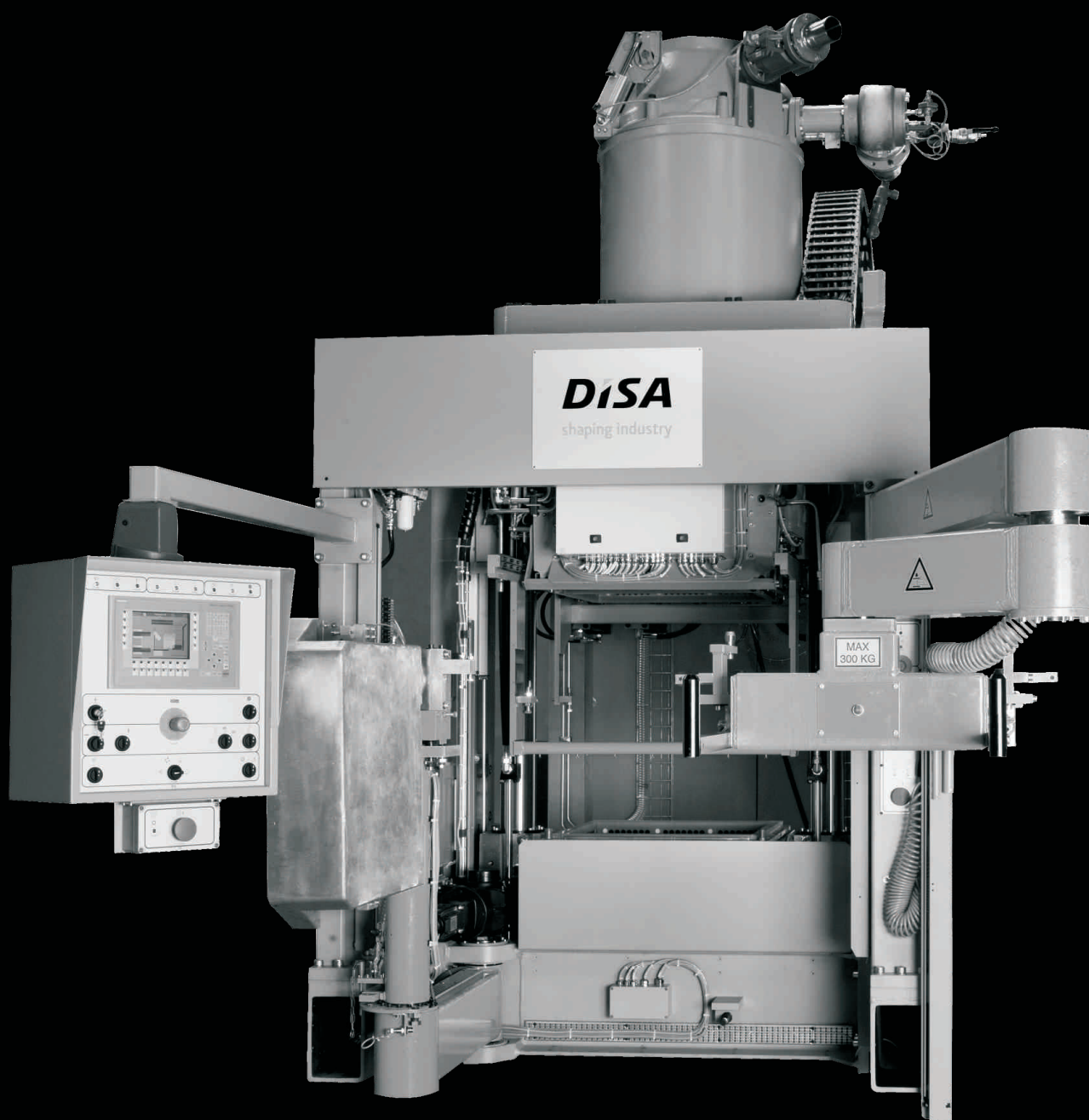




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# 29th Annual Report

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**DİSA**  
shaping industry

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## DISA India - Manufacturing facilities

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Tumkur



Hosakote

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## DISA India board members - visit to Brakes India Limited

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**BOARD OF DIRECTORS**

JAN JOHANSEN  
DEEPA HINGORANI  
SANJAY ARTE  
ROBERT E JOYCE JR  
ANDREW CARMICHAEL  
VIRAJ NAIDU  
Managing Director

**BANKERS**

HDFC BANK LTD.  
KOTAK MAHINDRA BANK LTD

**REGISTRARS**

Integrated Enterprises (India) Limited  
30, Ramana Residency,  
Ground Floor,  
IV Cross, Sampige Road,  
Malleswaram,  
Bangalore - 560 003.  
Ph: +91 80 23460815/816  
E-mail : [irg@integratedindia.in](mailto: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 EXCHANGES**

Bombay Stock Exchange Ltd, Mumbai  
Phiroze Jeejeebhoy Towers  
Dalal Street  
MUMBAI - 400 001

National Securities Depository Limited  
Trade World, 4th Floor, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
MUMBAI - 400 013

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers  
28th Floor, Dalal Street  
MUMBAI - 400 023

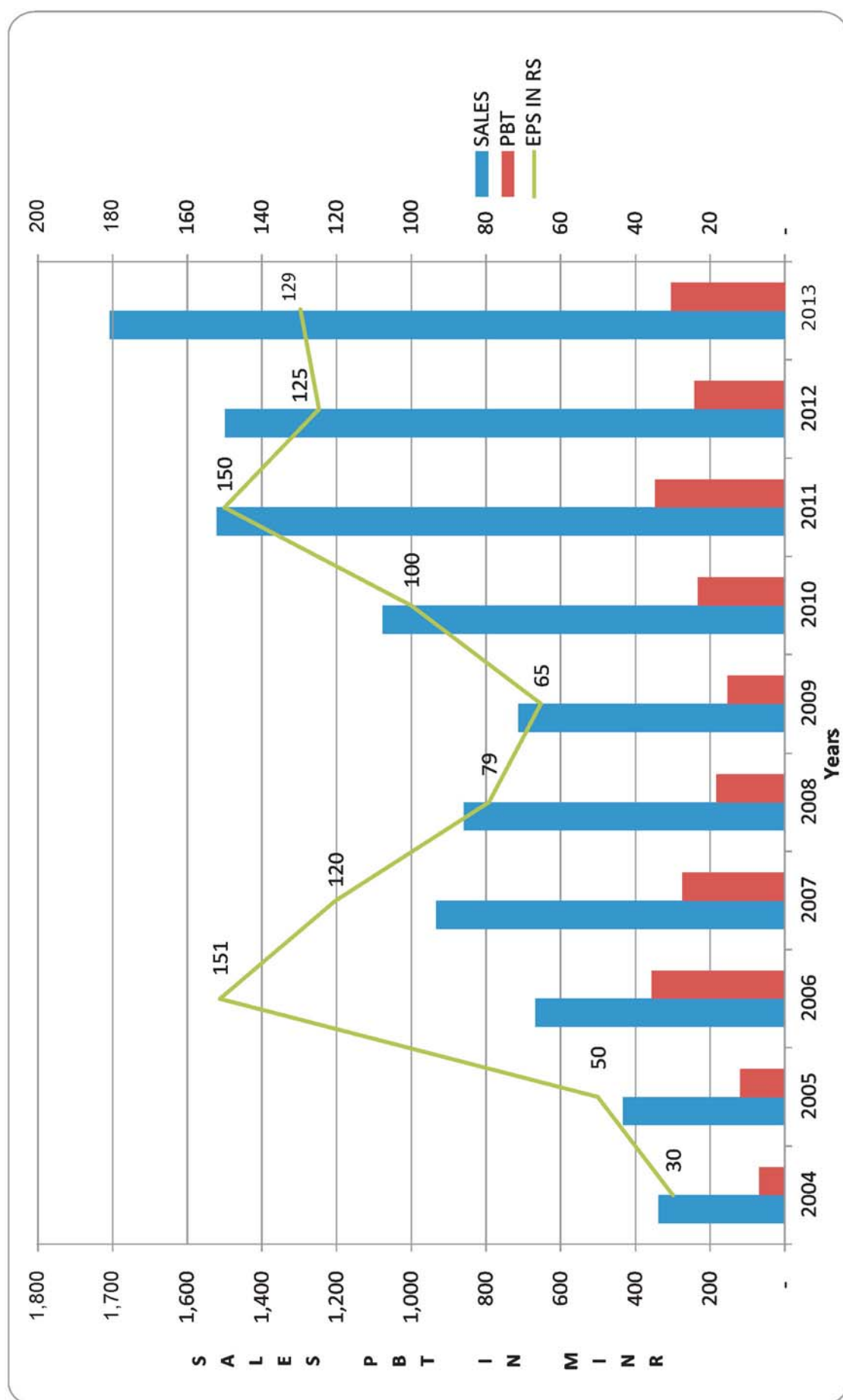
**AUDITORS**

Deloitte Haskins & Sells  
Bangalore

**SOLICITORS**

Chander Kumar & Associates  
Bangalore

# PERFORMANCE AT A GLANCE



Years/ MINR	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004
Net Sales	1,705	1,506	1,521	1,076	713	859	934	667	433	338
PBT	303	272	347	233	153	183	274	356	120	69
EPS in RS	129	125	150	100	65	79	120	151*	50	30
Dividend in %	25%	25%	2000%	0	0	0	2000%	40%	440%	30%

\* The EPS for 2006 would have been RS ~90 but for extraordinary income (of MINR 146) arising out of sale of property

## NOTICE

NOTICE is hereby given that the Twenty Ninth Annual General meeting of DISA INDIA LIMITED will be held at 11.00 a.m. on Thursday, the 8th day of May 2014 at Hotel Vivanta by Taj, No 2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st December 2013 and the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To elect a Director in place of Mr. Robert E Joyce Jr., who retires by rotation and is eligible for reappointment.
3. To elect a Director in place of Mr. Andrew Carmichael, who retires by rotation and is eligible for reappointment
4. To declare Dividend.
5. To appoint Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. 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 demat their holdings.
4. Members are requested to communicate the changes, if any, in their addresses to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (India) Limited, 30, Ramana Residency, IV Cross, Sampige Road, Malleswaram, Bangalore-560 003.
5. Subject to the provisions of Section 205A of the Companies Act 1956, Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be disbursed on or before 24th May, 2014.
6. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of payment is required to be transferred to the Investor Education and Protection Fund of the Central Government.
7. In view of the above, members who have not encashed the dividend warrant(s) so far for any of the dividends declared earlier, are requested to make their claims to the Company immediately. Please note that as per Section 205-C of the Companies Act, 1956, no claim shall lie against the Company or the said Fund, 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.
8. Investors are requested to utilize ECS facility to enable transfer of dividends directly to the bank account of eligible shareholders.

By Order of the Board of Directors

For DISA India Limited

Date: 26.02.2014

Place: Bangalore

Viraj Naidu

Managing Director

### 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 hours before the meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed from 29th April, 2014 to 8th May, 2014 (both days inclusive).

By Order of the Board of Directors

For DISA India Limited

Date: 26.02.2014

Place: Bangalore

Viraj Naidu

Managing Director



### INFORMATION REQUIRED TO BE FURNISHED UNDER LISTING AGREEMENT

As per Listing Agreement, particulars of Directors who are proposed to be re-appointed are given below:

1. **Name:** Mr. Robert E Joyce Jr.  
**Age:** 52 years

**Qualification:**

BS Aerospace Engineering from University of Michigan with MBA from the Wharton School, University of Pennsylvania in the USA.

**Expertise:**

20+ years of experience in building and growing industrial business -to-business companies through organic and inorganic route.

President & CEO of Norican Group since 2008 and the Wheelabrator Group since 2003

**Group Company Directorships/Positions:**

Norican Holdings ApS	- Director, Management Board
Norican Group ApS	- Director, Management Board
DISA Holding II A/S	- Management Board
DISA Holding A/S	- Management Board
WGH Holding Corp	- Director, Officer
Wheelabrator Group, Inc.	- Director
Castalloy, Inc.	- Director
Wheelabrator Group (Canada), Ltd.	- Officer

**Committee Memberships :** Nil

2. **Name:** Mr. Andrew Carmichael  
**Age:** 51 years

**Qualification:**

Engineering degree from Loughborough University, England

**Expertise:**

23 years work experience in Wheelabrator Group in a variety of senior management roles  
Extensive experience in the surface preparation industry

**Group Company Directorships/Positions :**

DISA Machinery Ltd. (China)	- Director
DISA Industries s.r.o. (Czech Republic)	- Director
Matrasur Composites	- Director General

**Committee Memberships :**

Name of the Company	Committee	Status
DISA India Limited	Audit Committee	Member

For DISA India Ltd

Date: 26.02.2014

Place: Bangalore

Viraj Naidu  
Managing Director

## DIRECTORS' REPORT

The Board of Directors has pleasure in presenting the 29th Annual Report and Audited statement of Accounts for the year ended 31st December, 2013 together with the Auditors' Report.

### FINANCIAL RESULTS

(Rs.in Crores)

Description	2013	2012
Sales & Service	174.4	152.4
Profit before depreciation, tax & financial charges	34.1	30.5
Less: Depreciation	3.8	3.2
Less: Interest	-	0.1
Less: Provision for taxation (net of deferred tax)	10.8	8.4
PROFIT AFTER TAXATION	19.5	18.8
Add: Profit & Loss account Balance b/f	36.7	20.2
PROFIT AVAILABLE FOR APPROPRIATION	56.2	39
APPROPRIATION:		
Amount transferred to General Reserves	2.0	1.9
Proposed Dividend & Tax thereon	0.4	0.4
Balance in Profit & Loss Account	53.8	36.7

### DIVIDEND

The continued recession and overall slowdown did impact the business of your Company leading to shortfall in performance against Budget/Target. However, your Company achieved better results with improved bottom-line as compared to that of the previous year. Considering the foreseeable future road map, your Board of Directors recommend a Dividend of Rs.2.50 per equity shares of Rs.10.00 each (i.e 25%).

### PERFORMANCE OF THE COMPANY

New Products and New Market Segments – aided by Increased Exports - helped your Company to achieve its highest ever sales in Y2013 at Rs.174 Crores. This 14% growth in sales could however get us only 11% increase in EBITA, mainly due to significant mix shift from project sales to standalone sales. Overall the project sales went down marginally, but this was more than offset by the sales in standalone machines spares.

Unlike last year, your Company started Y2014 with a lower Order Backlog of Rs.72 Crores (as against Rs.105 Crores last year). Conversion of some key high value enquiries in the first half of Y2014 will therefore be crucial for the volumes this year.

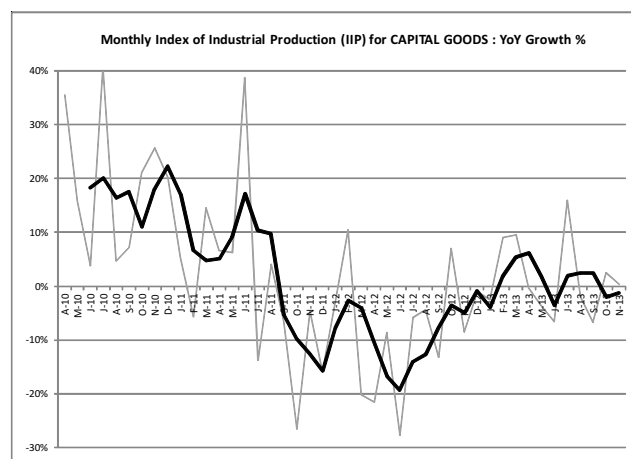
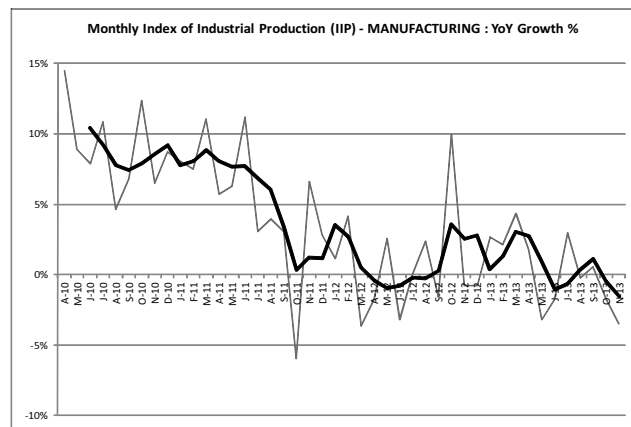
### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The current manufacturing slowdown in India has been one of the longest ever. If the manufacturing growth is sluggish, capacity additions stop and the capital goods industry dips sharply. This is clearly reflected in the adjacent graphs - the YoY Growth in Manufacturing IIP averages just 0.9% for the 29 months period since Jul'11 till Nov'13.

Against this background, your Company has managed to hold and even

grow its sales. This was made possible, primarily because of the continuous thrust on New Product Introductions and aggressive expansion into new Market Segments.

Some of these new product introductions have actually come at the expense of cannibalising direct imports from DISA Denmark to Indian



customers. On the other hand, the growth in Shot Blasting & Filters Sales, is almost entirely due to sales push (and gain in market penetration) into newer market segments, outside the traditional foundry markets.

Even in the current slowdown, your Company has observed clear trends towards increasing automation by Indian Foundries, mainly to address the key challenges on – 1) Manpower availability for foundries, & 2) Increasing Expectations on Consistency of Castings Quality. Such Upgrade Investments into automation, have continued unabated - quite unlike the Greenfield Investments, which grew very fast during boom times, but have slowed down currently.

In such markets, the Company's long term focus on - Making the High End Technology more affordable to Indian Foundries, through increasing localization – has not only remained intact, but has got further reinforced.

The successive IFEX Launches of our "Fully-Made-In-India" New Technology Machines:

- Y2007 Agra : New ARPA with Pneumatic Controls
- Y2008 Chennai : DISA SAM-6 Power-Efficient Mixer, DISA Filters for Fume & Dust Extraction

Y2010 Ahmedabad : DISA SAM-3 Power-Efficient Mixer  
Y2011 Chandigarh : DISA-030 Vertical High Pressure Moulding Machine  
Y2012 Bangalore : DISA Match-2024 Horizontal Flaskless High Pressure Moulding Machine  
Wheelabrator MB-500S Metal Belt Tumbler Machine  
Y2013 Kolkata : DISA Core-20FP Multi-Parting Cold Box Core Making Machine  
Wheelabrator DS-1 Manipulator Type Shot Blasting Machine  
Y2014 Ahmedabad : DISA Match-2024 Horizontal Flaskless High Pressure Moulding Machine - With AMH

Updated DISA Core-20FP Multi-Parting Cold Box Core Making Machine

Such Continuing Innovation & Value Addition by DISA / Wheelabrator in India, remains unmatched in the Industry !

With increasing focus of global competitors in India, your Company has further enhanced its marketing push with frequent Customer Symposiums and ongoing PR.

Your Company also completed another expansion of the Tumkur Plant by 1000 sqm, which is now operational since the beginning of Y2014. With this expansion, the Company has now used up almost all available land areas in Tumkur and Hosakote and any future expansion will therefore have to come from a new site - which will be explored, once the markets come out of the current slowdown phase.

To counter inflationary pressures, Management has initiated a range of Focus Projects on Cost Reduction and Efficiency Improvement.

The Company has adequate internal control systems as part of the Management Information System in place. Regular Audits are being conducted on all fronts by the Statutory and Internal Auditors.

### GROUP COMPANIES

Persons constituting Group coming within the definition of "Group" as defined in the Monopolies and Restrictive Trade Practices Act, 1969 include the following:

S.No.	Name of the Company
1	Norican Holdings ApS (Denmark)
2	Norican Group ApS (Denmark)
3	DISA Holding A/S (Denmark)
4	DISA Holding II A/S (Denmark)
5	DISA Holding AG (Switzerland)
6	DISA Holding LLC (Michigan USA)
7	DISA Industries A/S (Denmark)
8	DISA Industrie AG (Switzerland)
9	DISA Industries, Inc. (Illinois, USA)
10	DISA Industries s.r.o. (Czech Republic)
11	DISA Industrienlagen GmbH (Germany)
12	DISA K K (Japan)
13	DISA Limited (Hong Kong)
14	DISA Machinery Limited (China)
15	DISA Trading (Shanghai) Co Limited (China)
16	DISA Technologies Private Limited (India)

17	Surface Preparation (Gibraltar) Ltd
18	WGH Holding Corp. (BVI)
19	WG Global LLC (Delaware, USA)
20	Wheelabrator Group, Inc. (Delaware, USA)
21	Wheelabrator Group (Canada) Ltd, (Canada)
22	Castalloy, Inc. (Delaware, USA)
23	WGH UK Holdings Ltd. (UK)
24	WGH UK Limited (UK)
25	Wheelabrator Technologies (UK) Ltd (UK)
26	Wheelabrator Group SLU (Spain)
27	Wheelabrator Group Holding GmbH (Germany)
28	Wheelabrator Group GmbH (Germany)
29	Wheelabrator OFT GmbH (Germany)
30	Wheelabrator Group NV (Belgium)
31	Wheelabrator Group SAS (France)
32	Matrasur Composites SAS (France)
33	Wheelabrator Group Limited (UK)
34	Wheelabrator Schlick Sp. z o.o. (Poland)
35	WG Plus de Mexico S de RL de CV (Mexico)
36	DISA Management Services ApS (Denmark)
37	WG Plus Servicios S de R, L de CV (Mexico)

### CORPORATE GOVERNANCE

In compliance with the Listing Agreement with the Stock Exchange, your Board has adhered to the Corporate Governance Code. All the requisite Committees are functioning in line with the guidelines and on operational need basis.

As reported earlier, a reputed firm of independent Chartered Accountants has been carrying out the responsibilities of Internal Auditors and periodically they have been reporting their findings of systems, procedures and management practices. A separate note on Corporate Governance is included in this Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm as follows:

- The Statement of Accounts has been prepared in conformity with appropriate Accounting Standards.
- Accounting policies have been selected and consistently applied so as to give a true and fair view of the financial statements. Change in Accounting Policy and its impact on financial statements are disclosed separately as required under relevant Accounting Standards.
- Internal controls are in place to provide reasonable assurance and reliability of the accounting records and to safeguard the assets of the Company and also to detect fraud and other irregularities, if any.

A reputed independent accounting firm acts as Internal Auditors of your Company and they conduct regular audits.

- The Directors are satisfied that the Company has enough resources to carry on business and therefore have finalized the accounts as a 'going concern.'



## CONSERVATION OF ENERGY

Your Company gives high priority for conservation of energy through better supervision and training of employees to economize the usage of electricity.

## RESEARCH AND DEVELOPMENT, TECHNOLOGY, ABSORPTION, ADAPTATION & 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 Principals' factories and design offices abroad for training and updating their skills.

## FOREIGN EXCHANGE EARNINGS AND OUTFLOW

The Company earned Rs.28.10 (Rs.24.0) Crores in foreign exchange and expended Rs.21.5 (Rs.31.0) Crores in foreign exchange during the year under review.

## INDUSTRIAL RELATIONS

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

## PERSONNEL

Particulars of employees as required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of employees) Rules, 1975 are given in the Annexure forming part of the Report.

There was no complaint lodged by any woman employee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and

Redressal) Act, 2013, with the Company during the period under report.

## DIRECTORS

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Robert E Joyce Jr and Mr. Andrew Carmichael, Directors, retire by rotation at the forthcoming Annual General Meeting and are eligible for reappointment.

## AUDITORS

The Auditors, Messrs Deloitte Haskins & Sells, Chartered Accountants, Bangalore, retire at the ensuing Annual General Meeting. The Company has received a certificate under Section 224 -1(B) of the Companies Act, 1956 from Messrs Deloitte Haskins & Sells, Chartered Accountants, Bangalore that their appointment would be within the limits specified therein.

Your Directors recommend their appointment.

## ACKNOWLEDGEMENT

The Directors place on record their appreciation for valuable contribution made by employees at all levels, active support and encouragement received from Government of India, 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

Place: Bangalore  
Date: 26.02.2014

Deepa Hingorani  
Director

Viraj Naidu  
Managing Director

## ANNEXURE TO DIRECTORS' REPORT (Year ending 31 Dec 2013)

### STATEMENT PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956

SL. No.	Name & Age	Qualification	Date of commencement of employment (Exp. in years)	Designation/ Nature of duties	Gross Remuneration Rs.	Particulars of last employment held before joining the Company
1	Viraj Naidu 45 years	B. Tech (Hons)	22.01.2007 (22)	Managing Director	13,446,726	Tata Autocomp Systems Ltd Interiors & Plastic Division. Chief Operating Officer
1	Mr.S.Mohan 56 Years	B.Sc,ACA,AICWA	23/06/2004 (35)	Chief Financial Officer	8,377,582	Encore Software Limited Chief Financial Officer

- Notes :
- Gross remuneration as above includes basic salary, contribution towards Provident Fund, Superannuation & Bonus, House Rent Allowance & monetary value of perquisites.
  - Perquisites include amounts evaluated as per Income Tax Rules in respect of certain items.
  - Includes Retention Bonus.
  - Conditions of employment are governed by individual terms and conditions of service.
  - The above employees are not related to any of the other Directors of the Company.

## REPORT ON CORPORATE GOVERNANCE

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

The Company being part of Norican Group worldwide continues to follow good practices of transparency and disclosure in its reporting. The Company has relentlessly committed itself strongly to Corporate Governance and to meet the expectations of its stakeholders in matters related to trusteeship, integrity, ethical and legal standards.

### 2. Board of Directors:

#### Composition & Size of the Board

As on date, the Board comprises of six Directors including three non-Executive Independent Directors and two Non-Executive Promoter Directors. The Directors have a mix of rich corporate experience and in-depth knowledge of the business. Composition currently is as follows:

Category	Names of Director	Number of Directors	Composition	Relationship with other Directors	No. of other Directorships	Memberships of other Board Committees
Non-Executive & Independent		3	50%			
	Deepa Hingorani			None	9	1
	Sanjay Arte			None	5	Nil
	Jan Johansen			None	Nil	Nil
Non-Executive & Non-Independent		2	33%			
	Robert E Joyce Jr				10	Nil
	Andrew Carmichael				6	Nil
Executive Director-Non Independent		1	17%		Nil	Nil
	Viraj Naidu			None	Nil	Nil
	<b>Total</b>	<b>6</b>	<b>100%</b>			

#### Number of Board Meetings held during the year along with the dates of the Meetings

Four Board Meetings were held during the year on the following dates:

**28th Feb, 16th May, 8th Aug & 7th Nov 2013**

#### Attendance of each Director at the Board Meetings, Annual General Meeting (AGM) and the number of Companies and Committees where he/she is Director/Member.

Name of Director	Category of Directorship	No. of Board Meetings attended	Whether Attended last AGM	No. of directorships in other companies incorporated in India	No. of Committee memberships Members/Chairman in other companies in India
Jan Johansen	Director	4	Yes	NIL	NIL
Deepa Hingorani	Director	4	Yes	4	1
Sanjay Arte	Director	3	Yes	5	NIL
Robert E Joyce Jr	Director	4	Yes	NIL	NIL
Andrew Carmichael	Director	4	Yes	NIL	NIL
Viraj Naidu	Managing Director	4	Yes	NIL	NIL

Note : The Directors participate through video conferencing facility in case of inability to participate in person.

### 3. Audit Committee

The Audit Committee is responsible for over-viewing the Company's financial reporting process and disclosures 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.

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

### Meetings and the attendance during the year

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

**28th Feb, 16th May, 8th Aug & 7th Nov 2013**

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

Name of Director	No. of Meetings attended
Deepa Hingorani	4
Sanjay Arte	3
Jan Johansen	4
Andrew Carmichael	4

#### 4. Remuneration Committee

The Company has set up a Remuneration Committee firstly to determine and review the remuneration and bonus of the Executive/Managing Director and secondly to review policy issues relating to remuneration and bonuses of Senior Managers.

### Meetings and the attendance during the year

The Committee met twice during the year on the following dates :

**28th Feb 2013 & 16th May 2013**

Name of Director	No. of Meetings attended
Deepa Hingorani	2
Sanjay Arte	2
Jan Johansen	2

#### 5. Shareholders' Committee

The Board has constituted a Shareholders' Grievance and Investor Relations Committee to approve share transfers, transmissions, transposition of name, issue of split/duplicate certificates, ratify confirmations made to the demat requests received by the Company and review the status report on redressal of shareholders' complaints received by the Company/ Share Transfer Agents.

The Committee comprising of Ms.Deepa Hingorani, Mr.Sanjay Arte and Mr.Viraj Naidu met Nine (9) times during the year on the following dates:

**25th April, 19th June, 8th July, 2nd Aug, 17th Sep, 3rd October, 25th October, 2nd December and 19th December**

Name of Director	No. of Meetings attended
Deepa Hingorani	8
Sanjay Arte	8
Viraj Naidu	8

There were (March Qtr-o, June Qtr -1, Sep Qtr-1, Dec Qtr-o) two complaints received and redressed during the year ended 31st December 2013. There was no pending share transfer as on 31-12-2013.

#### 6. Remuneration paid to Directors

The details of remuneration paid to the Directors during the year 2013 are furnished below:

a) Managing Director (in Rs.)

Directors	Salary	Performance Bonus & incentive	Perquisites	Sitting Fees	Total
Mr. Viraj Naidu	11,745,664	1,431,300	269,762	-	13,446,726

b) Non-Executive Directors (in Rs.)

Name	Sitting fees	Commission for the year 2011 (paid in 2012)
Jan Johansen	110,000	300,000
Deepa Hingorani	140,000	300,000
Sanjay Arte	-	-
<b>Total</b>	<b>250,000</b>	<b>600,000</b>

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

## 7. Name, designation & address of Compliance Officer

Mr S Mohan  
Chief Financial Officer  
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 4020 1406  
Fax : +91-80-2839 1661

The Company has fulfilled all the compliance requirements under the listing agreements as regards the Investors' Grievances Committee.

## 8. General Body Meetings

Location and time of the last three Annual General Meetings

Year	Date	Venue	Time
2010	06-05-2011	The Atria Hotel, #1, Palace Road Bangalore-560001	1130 Hrs
2011	09-05-2012	Vivanta by Taj, Yeshwanthpur Bangalore-560 022	1100 Hrs
2012	16-05-2013	Vivanta by Taj, Yeshwanthpur Bangalore-560 022	1100 Hrs

## 9. Disclosures

Transactions with the related parties are disclosed in Schedule 18 to the Accounts in the Annual Report.

The Register of Contracts containing the transactions, in which Directors are interested, is placed before the Board every quarter.

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.

## 10. Means of Communication

The Quarterly & Half Yearly results are published in national and local dailies such as Business Standard (in English) and Sanjevani (in Kannada) and also are displayed on SEBI website, and hence are not individually sent to the shareholders.

## 11. General Information to Shareholders

### a) AGM : Date: Thursday, 8th May, 2014

Time: 11:00 Hrs

Venue: Vivanta by Taj , No 2275, Tumkur Road, Yeshwantpur, Bangalore 560022

Financial year : January to December 2013

Date of Book Closure: 29th April, 2014 to 8th May, 2014 (both days inclusive)

Listing on Stock Exchanges: Mumbai. Stock code is 500068 in the Mumbai Stock Exchange.

### b) Stock Market price data for the year 2013

Period	BSE (Rs.)		SENSEX	
	High	Low	High	Low
2013				
Jan	3,007	2,700	20,204	19,509
Feb	2,910	2,651	19,967	18,794
Mar	2,900	2,516	19,755	18,568
Apr	2,794	2,427	19,623	18,144
May	2,690	2,331	20,444	19,451
Jun	2,800	2,525	19,860	18,467
Jul	2,680	2,401	20,351	19,127
Aug	2,650	2,520	19,569	17,449
Sep	2,748	2,600	20,740	18,166
Oct	2,760	2,535	21,205	19,265
Nov	2,850	2,631	21,322	20,138
Dec	3,150	2,750	21,484	20,569

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

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

**d) Share Transfer System**

The Company's Share Transfer Committee meets regularly and expeditiously handles the procedures related to application for transfer of shares. The said RTA has the requisite infrastructure to process all activities related to share transfers. The system is further audited by a Practicing 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 enlisted.

The Company's Shares are compulsorily traded in the demat form and the ISIN No. allotted is INE 131CO1011.

**e) Distribution of shareholding as on 31-12-2013**

Range (in Rs.)	No. of Share-holders	% of Total Share Holders	Total Holding In Rs.	% of Total Capital
1 - 5000	2682	98.64	1347070	8.92
5001 - 10000	17	0.63	122260	0.81
10001 - 20000	8	0.29	117360	0.78
20001 - 30000	3	0.11	72370	0.48
30001 - 40000	1	0.04	38050	0.25
40001 - 50000	1	0.04	40110	0.27
50001 - 100000	1	0.04	60000	0.40
100001 & above	6	0.22	13304830	88.10
<b>Total</b>	<b>2719</b>	<b>100.00</b>	<b>15102050</b>	<b>100.00</b>

**f) Dematerialization of shares and liquidity**

About 96.21% of the 1,510,205 outstanding Equity Shares have been dematerialized upto 31.12.2013

**MODE OF HOLDINGS AS ON 31.12.2013**

	NO. OF SHARES	% ON CAPITAL
NSDL	1,432,747	94.87
CDSL	20,184	1.34
PHYSICAL	57,274	3.79
<b>TOTAL</b>	<b>1,510,205</b>	<b>100.00</b>

**g) Shareholding pattern as on 31-12-2013**

Category	No of Shares	% Holding
Directors	-	-
Promoter But not Director	1,132,653	75.00
Director/Promoters Relatives	-	-
<b>Sub Total</b>	<b>1,132,653</b>	<b>75.00</b>
Banks & Financial Institutions, Insurance Companies, Mutual Fund	210,237	13.92
Body Corporate	8,671	0.57
NRI	2,840	0.19
FII	-	-
Indian Promoter	-	-
Clearing Member	585	0.04
Trust	40	0.00
General Public	155,179	10.28
<b>Total</b>	<b>1510205</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 : Factories**

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

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS.**

To

The Members of  
DISA INDIA LIMITED  
Bangalore

I have examined the compliance of the conditions of Corporate Governance by DISA India Limited for the year ended 31st December, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Ltd. (BSE).

The compliance of the conditions of Corporate Governance is the responsibility of the Company's 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 in the above mentioned Listing Agreement.

I state that in respect of investors' grievances received during the year ended 31st December, 2013, no investor grievances are pending against the Company as on 31st December, 2013, as per the records maintained by the Company and presented to the Shareholders and Investors Grievances Committee.

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 : 26th February, 2014

VIJAYAKRISHNA KT  
(Practising Company Secretary)  
FCS: 1788 CP:980

### SECRETARIAL COMPLIANCE CERTIFICATE

Registration No. of the Company: **L85110KA1984PLC006116**

Nominal Capital: **Rs. 5,00,00,000/-**

Paid up Capital: **Rs. 1,51,02,050/-**

To:

The Members,  
DISA INDIA LIMITED,  
Bangalore – 560 058.

I have examined the registers, records, books and papers of DISA India Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st December, 2013. In my opinion and to the best of my information and according to examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder (beyond the time prescribed with additional fee).
3. The Company being a Public Limited Company, has the minimum prescribed paid-up capital as per the provisions of Companies Act, 1956 and the provisions of the Act do not prescribe maximum number of members for such a Public Limited Company.
4. The Board of Directors duly met 4 {Four} times from 01.01.2013 to 31.12.2013 on the following dates: 28th February, 2013, 16th May, 2013, 8th August, 2013 and 7th November, 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed, in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 9.5.2013 to 16.5.2013 (both the days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st December, 2012 was held on 16th May, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year 2013.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has issued duplicate share certificates during the financial year.
13. The Company has:
  - (i) transferred/ transmitted securities during the financial year;
  - (ii) has declared dividend during the financial year and deposited amount in a separate Bank Account;
  - (iii) paid/posted warrants for dividends including to those holding shares in electronic form by crediting their accounts, to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividends has been transferred to unpaid dividend account of the Company;
  - (iv) has transferred the required funds to the Investor Education and Protection Fund during the year;
  - (v) has duly complied with the requirement of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There were no changes in the composition of the Board during the financial year.
15. The Company appointed Managing Director during the financial year in compliance with the Act.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interests in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any Shares during the financial year.
20. The Company has not bought back Shares during the financial year.
21. There was no redemption of preference Shares during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to rights shares and bonus shares/securities pending registration of transfer of shares.
23. The Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company's borrowings during the financial year ended 31.12.2013 were in compliance with the Act.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.

26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There were no prosecutions initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.

33. The Company has not constituted a Provident Fund referred to, under section 418 of the Act.

Place: Bangalore  
Date: 26.02.2014

VIJAYAKRISHNA K T  
FCS: 1788 CP:980

#### ANNEXURE- A

Following were the registers maintained by the Company:

1. Register of Members
2. Register of Directors
3. Register of Directors' Shareholdings
4. Register of Disclosure of Interests.
5. Register of Transfers
6. Register of Charges
7. Register of Contracts
8. Register of Debentures
9. Minutes of the Board, Committee and Shareholders Meetings
10. Register of Allotment.

#### ANNEXURE- B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st December, 2013:

Sl. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within the Pre-scribed time Yes/No	If delay in filing whether requisite additional fee paid Yes / No.
1.	Form 23AC & 23ACA	220	Annual Accounts Form 23AC and Form 23ACA	14.06.2013	YES	NA
2.	Form 20B	159	Annual Return Form 20B	05.07.2013	YES	NA
3.	Form 66	383A	Secretarial Compliance Report Form 66	29.05.2013	YES	NA
4.	Form 23C	233B(2)	Application to the Central Government for appointment of cost auditor	30.05.2013	NO	YES
5.	Form 23	192	Registration of resolution	20.03.2013	YES	NA
6.	Form 25C	269(2)	Return of appointment of Managing Director	20.03.2013	YES	NA

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DISA INDIA LTD.

#### Report on the Financial Statements

We have audited the accompanying financial statements of DISA India Limited ("the Company"), which comprise the Balance Sheet as at December 31, 2013, 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 Financial Statements

The Company's Management is responsible for the preparation of these 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 Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at December 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - (a) We have 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs).
  - (e) On the basis of the written representations received from the directors as on December 31, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on December 31, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

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

Bangalore, February 26, 2014  
SS/MNB/JKS/2014

S. Sundaresan  
Partner  
Membership No.25776



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

Having regard to the nature of the Company's business/activities/results during the year is such that clause iii(b) to (d), iii(f) and (g), vi, xii, xiii, xiv, xvi, xix and xx of paragraph 4 of the order are not applicable to the Company.

1. In respect of its fixed assets :
  - (a) The Company has maintained proper records showing most of the particulars however, in case of certain assets quantitative details and situation of fixed assets needs to be updated.
  - (b) Computers and Plant and machinery were physically verified during the year by the Management and no material discrepancies were noticed on such verification. In our opinion, having regard to the size of the Company and the nature of its fixed assets, the frequency of verification needs improvement.
  - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
2. In respect of its inventories:
  - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the Management needs some improvement in respect of maintenance of documentation of verification in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
3. The Company has neither granted nor taken any loan, secured or unsecured, to / from companies, firm or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
  - (b) In our opinion and having regard to our comments in paragraph 4 above, with regard to purchase of certain items for which comparative quotes are not available, transactions made in pursuance of such contracts or arrangements, in excess of Rs.5 lakhs in respect of any party, have been made at prices which are prima facie, reasonable having regard to the prevailing market prices at the relevant times.
6. In our opinion, the internal audit function carried out during the year by a firm of Chartered Accountants appointed by the Management has been commensurate with the size of the Company and the nature of its business.
7. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(h)(d) of the Companies Act, 1956 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
8. According to the information and explanations given to us in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at December 31, 2013 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited as on December 31, 2013 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved (Rs. Lakhs)
The Central Excise Act 1944	Central excise	Assistant Commissioner of Central Excise	2009 – 2010 and 2010- 2011	1.20
Karnataka Value Added Tax Act 2003	Value added tax	Joint Commissioner (Appeals)	2008 –2009	9.15
Karnataka Value Added Tax Act 2003	Value added tax	Joint Commissioner (Appeals)	2010 –2011	0.52
Central Sale Tax Act 1956	Central sales tax	Joint Commissioner (Appeals)	2010 –2011	19.45
Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund	Regional PF Commissioner	1996 – 2013	2.13

9. The Company does not have any accumulated losses and it has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
10. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and has not issued any debenture.
11. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
12. In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
13. According to the informations and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Act.
14. 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 has been noticed or reported during the year.

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

Bangalore, February 26, 2014  
SS/MNB/JKS/2014

S. Sundaresan  
Partner  
Membership No.25776

**BALANCE SHEET AS AT 31ST DECEMBER, 2013**

Particulars	Note No.	As at 31 December, 2013 Rs. Lakhs	As at 31 December, 2012 Rs. Lakhs
<b>A EQUITY AND LIABILITIES</b>			
1. Shareholders' funds			
(a) Share capital	2	151	151
(b) Reserves and surplus	3	7,910	6,004
		<b>8,061</b>	<b>6,155</b>
2. Non-current liabilities			
(a) Deferred tax liabilities (net)	4	57	19
(b) Other long-term liabilities	5	-	177
		<b>57</b>	<b>196</b>
3. Current liabilities			
(a) Trade payables	6	2,522	2,460
(b) Other current liabilities	7	3,215	3,308
(c) Short-term provisions	8	405	378
		<b>6,142</b>	<b>6,146</b>
<b>TOTAL</b>		<b>14,260</b>	<b>12,497</b>
<b>B ASSETS</b>			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9A	2,170	1,939
(ii) Intangible assets	9B	115	166
(iii) Capital work-in-progress		-	147
(b) Long-term loans and advances	10	285	290
(c) Other non-current assets	11	59	77
		<b>2,629</b>	<b>2,619</b>
2. Current assets			
(a) Inventories	12	2,874	3,189
(b) Trade receivables	13	1,503	1,257
(c) Cash and bank balances	14	6,052	4,292
(d) Short-term loans and advances	15	1,053	1,023
(e) Other current assets	16	149	117
		<b>11,631</b>	<b>9,878</b>
<b>TOTAL</b>		<b>14,260</b>	<b>12,497</b>
See accompanying notes forming part of the financial statements			

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells  
Chartered Accountants

S. Sundaresan  
Partner  
Membership No. 25776

Viraj Naidu  
Managing Director

Deepa Hingorani  
Director

Place : Bangalore  
Date : February 26, 2014

Place : Bangalore  
Date : February 26, 2014

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER, 2013

Particulars	Note No.	For the year ended 31 December, 2013 Rs. Lakhs	For the year ended 31 December, 2012 Rs. Lakhs
1 Revenue from operations (gross)	17	19,133	16,738
Less: Excise duty		1,688	1,492
Revenue from operations (net)		17,445	15,246
2 Other income	18	397	360
<b>3 Total revenue (1+2)</b>		<b>17,842</b>	<b>15,606</b>
<b>4 Expenses</b>			
(a) Cost of raw materials and components consumed	19.a	9,307	8,369
(b) Purchases of stock-in-trade (traded goods)	19.b	575	266
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19.c	(182)	(364)
(d) Employee benefits expense	20	2,486	2,106
(e) Finance costs	21	2	5
(f) Depreciation and amortisation expense	9C	380	321
(g) Other expenses	22	2,246	2,178
<b>Total expenses</b>		<b>14,814</b>	<b>12,881</b>
<b>5 Profit before tax (3 - 4)</b>		<b>3,028</b>	<b>2,725</b>
<b>6 Tax expense:</b>			
(a) Current tax expense for current year		1,040	905
(b) Current tax expense relating to prior years		-	(54)
(c) Net current tax expense		1,040	851
(d) Deferred tax		38	(10)
		<b>1,078</b>	<b>841</b>
<b>7 Profit for the year (5 - 6)</b>		<b>1,950</b>	<b>1,884</b>
<b>Earnings per Equity share (face value of Rs 10 /- each):</b>	24.5		
(a) Basic - Rs.		129.12	124.74
(b) Diluted - Rs.		129.12	124.74
See accompanying notes forming part of the financial statements			

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells  
Chartered AccountantsS. Sundaresan  
Partner  
Membership No. 25776Viraj Naidu  
Managing DirectorDeepa Hingorani  
DirectorPlace : Bangalore  
Date : February 26, 2014Place : Bangalore  
Date : February 26, 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER 2013**

(Rs. Lakhs)

	Note No.	For the year ended 31 <sup>st</sup> December, 2013		For the year ended 31 <sup>st</sup> December, 2012	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>					
Net profit before tax			3,028		2,725
<u>Adjustments for :</u>					
Depreciation and amortization		380		321	
Finance cost		2		5	
(Profit) / Loss on sale of assets		(1)		(6)	
Interest Income		(350)		(275)	
Bad debts written off		1		1	
Provision for doubtful trade receivables		5		1	
Net unrealised exchange (gain) / loss		(31)	6	(5)	42
<b>Operating Profit before working capital changes</b>			3,034		2,767
<u>Adjustments for :</u>					
(Increase)/ Decrease in inventories		315		(300)	
(Increase)/ Decrease in trade receivables		(228)		(465)	
(Increase)/ Decrease in other current and non current assets		(18)		(145)	
Increase /(Decrease) in trade payables		60		(79)	
Increase/ (Decrease) in other current and non current liabilities		(213)		1,014	
Increase / ( Decrease ) in Provisions		(9)		38	
<b>Net changes in Working Capital</b>			(93)		63
<b>Cash generated from operations</b>			2,941		2,830
Income tax paid ( net of refunds )			(1,001)		(998)
Net cash flow from operating activities			1,940		1,832
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>					
Capital expenditure on fixed assets including capital advances		(442)		(381)	
Proceeds from sale of fixed assets		2		7	
Interest received		299		395	
Investment in bank deposits		(4,233)		(3,436)	
Redemption / maturity of bank deposits		2,245		5,311	
Net cash flow from / (used in ) investing activities			(2,129)		1,896
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>					
Finance cost		(2)		(5)	
Dividends paid		(38)		(3,021)	
Tax on dividend		(6)		(490)	
Net cash used in financing activities			(46)		(3,516)
<b>D NET INCREASE IN CASH AND CASH EQUIVALENTS ( A+B+C)</b>			(235)		212
Cash and Cash Equivalents as at 31 Dec.12 ( beginning of the year)	14		803		591
Cash and Cash Equivalents as at 31 Dec.13 ( end of the year )	14		568		803
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>			(235)		212
See accompanying notes forming part of the financial statements					

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells  
Chartered Accountants

S. Sundaresan  
Partner  
Membership No. 25776

Viraj Naidu  
Managing Director

Deepa Hingorani  
Director

Place : Bangalore  
Date : February 26, 2014

Place : Bangalore  
Date : February 26, 2014



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### 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 provisions of Companies Act, 1956 and Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs). The financial statements have been prepared on accrual basis under the historical cost convention.

##### 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.

##### 1.3 Fixed assets

###### a) Tangible

Tangible fixed asset are capitalized at acquisition cost which includes incidental expenses incurred to bring the asset ready for its intended use.

###### b) 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.

###### c) Capital work-in-progress

Capital work-in-progress is carried at cost.

##### 1.4 Depreciation and amortization

Depreciation has been provided on the straight-line method and the depreciation rates adopted for other assets are not less than the rates specified in Schedule XIV to the Companies Act, 1956.

Depreciation rates adopted is 3.34% p.a in respect of Buildings, 15 % p.a in respect of Plant and Equipment, Patterns, tools, jigs and Fixtures, Office Equipment, Furniture and fixtures, 20 % p.a in respect of vehicles and 25 % p.a in respect of Computers. Intangible assets in form of computer software are amortized at the rate of 25 % p.a.

Individual assets costing less than Rs. 10,000/- are charged off by the Company at the time of acquisition.

##### 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. 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 of the period.

##### 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 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 recognised 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 recognised 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 recognise the obligation on the net basis.

#### 1.11 Taxes on income

Current tax is the amount of tax payable on the taxable income for the year

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

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.

#### 1.12 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.

#### 1.13 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.

#### 1.14 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.

#### 1.15 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 profit / 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 expenses, segment assets and segment liabilities have been identified to segments 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".

#### 1.16 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.

#### 1.17 Operating cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. 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 Company 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 FINANCIAL STATEMENTS

Particulars	As at 31 December, 2013 Rs. Lakhs	As at 31 December, 2012 Rs. Lakhs
<b>NOTE 2 SHARE CAPITAL</b>		
(a) Authorised: 5,000,000 Equity Shares of Rs.10 each	500	500
(b) Issued, subscribed and fully paid up: 1,510,205 Equity Shares of Rs.10 each	151	151
<b>Total</b>	<b>151</b>	<b>151</b>

**Notes :****i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :**

There is no change in the number of shares and amount of share capital from beginning to end of the year.

**ii) 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 share 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

**iii) Details of shares held by holding company, the ultimate holding company, their subsidiaries and associates**

818,902 ( PY - 818,902) Equity Shares are held by Disa Holding AG, Switzerland ( 54.22% ) , ( PY - 54.22%)

313,751 ( PY - 313,751) Equity Shares are held by Disa Holding AS, Denmark ( 20.78% ) ( PY - 20.78% ) . Disa Holding AG is a fully owned subsidiary of Disa Holding AS.

**iv) Shareholders other than the companies mentioned in note(iii) above holding more than 5 % of total share capital**

94,476 ( PY - 85,069 ) Equity Shares are held by IDFC Premier Equity Fund ( 6.26% ) ( PY- 5.63% )

Particulars	As at 31 December, 2013 Rs. Lakhs	As at 31 December, 2012 Rs. Lakhs
<b>NOTE 3 RESERVES AND SURPLUS</b>		
(a) Capital reserve		
Opening balance	15	15
Movements during the year	-	-
Closing balance	15	15
(b) Securities premium account		
Opening balance	1,091	1,091
Movements during the year	-	-
Closing balance	1,091	1,091
(c) General reserve		
Opening balance	1,231	1,043
Add: Transferred from surplus in Statement of profit and loss	195	188
Closing balance	1,426	1,231
(d) Surplus in Statement of profit and loss		
Opening balance	3,667	2,015
Add: Profit / (Loss) for the year	1,950	1,884
Less: Transferred to general reserve	(195)	(188)
Proposed dividend - Rs. 2.50 per share (PY -Rs. 2.50 per share)	(38)	(38)
Tax on dividend	(6)	(6)
Closing balance	5,378	3,667
<b>Total</b>	<b>7,910</b>	<b>6,004</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31 December, 2013 Rs. Lakhs	As at 31 December, 2012 Rs. Lakhs
<b>NOTE 4 DEFERRED TAX LIABILITY</b>		
Deferred tax (liability) / asset		
<u>Tax effect of items constituting deferred tax (liability)</u>		
On difference between book balance and tax balance of fixed assets	112	96
Tax effect of items constituting deferred tax liability	112	96
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	36	77
Provision for doubtful debts / advances	19	-
Tax effect of items constituting deferred tax assets	55	77
<b>Net deferred tax (liability) / asset</b>	<b>57</b>	<b>19</b>
<b>NOTE 5 OTHER LONG-TERM LIABILITIES</b>		
Others: Advances from customers	-	177
<b>Total</b>	<b>-</b>	<b>177</b>
<b>NOTE 6 TRADE PAYABLES</b>		
Trade payables: Other than acceptances	2,522	2,460
<b>Total</b>	<b>2,522</b>	<b>2,460</b>
<b>NOTE 7 OTHER CURRENT LIABILITIES</b>		
(a) Unpaid dividends	73	83
(b) Unpaid matured debentures and interest accrued thereon	46	46
(c) Other payables		
(i) Statutory remittances	252	414
(ii) Payables on purchase of fixed assets	140	176
(iii) Contractually reimbursable expenses	137	208
(iv) Advances from customers	2,269	2,126
(v) Expenses on supervisory service contracts	153	152
(vi) Employee benefit payables :		
- Compensated absences	54	37
- Gratuity	91	66
<b>Total</b>	<b>3,215</b>	<b>3,308</b>
<b>NOTE 8 SHORT-TERM PROVISIONS</b>		
Provision - Others:		
(i) Provision for tax (net of advance tax of Rs.741 Lakhs , PY - Rs.630 Lakhs)	215	181
(ii) Provision for warranty	146	153
(iii) Provision for proposed equity dividend	38	38
(iv) Provision for tax on proposed dividends	6	6
<b>Total</b>	<b>405</b>	<b>378</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## NOTE 9A TANGIBLE ASSETS

Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	Balance as at 31st December, 2012	Additions	Disposals	Balance as at 31st December, 2013	Balance as at 31st December, 2012	Depreciation/amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31st December, 2013	Balance as at 31st December, 2013
<b>Owned:</b>									
(a) Freehold land	31 (31)	- 0		31 (31)	- 0			- 0	31 (31)
(b) Buildings	1,396 (1,294)	253 (102)		1,649 (1,396)	448 (402)	48 (46)		496 (448)	1,153 (948)
(c) Plant and equipment	2,202 (1,902)	249 (301)	13 (1)	2,438 (2,202)	1,518 (1,364)	188 (155)	13 (1)	1,693 (1,518)	745 (684)
(d) Furniture and fixtures	158 (145)	5 (13)	12	151 (158)	130 (117)	13 (13)	12 0	131 (130)	20 (28)
(e) Vehicles	32 (32)	- 0	-	32 (32)	16 (10)	6 (6)	- 0	22 (16)	10 (16)
(f) Office equipment	151 (139)	11 (18)	18 (6)	144 (151)	114 (106)	13 (14)	17 (6)	110 (114)	34 (37)
(g) Patterns, tools, jigs and fixtures	259 (231)	16 (30)	- (2)	275 (259)	162 (139)	23 (23)	- (0)	185 (162)	90 (97)
(h) Computers	307 (408)	27 (65)	104 (166)	230 (307)	209 (348)	38 (27)	104 (166)	143 (209)	87 (98)
<b>Total</b>	<b>4,536</b>	<b>561</b>	<b>147</b>	<b>4,950</b>	<b>2,597</b>	<b>329</b>	<b>146</b>	<b>2,780</b>	<b>2,170</b>
<b>Previous year</b>	<b>4,182</b>	<b>529</b>	<b>175</b>	<b>4,536</b>	<b>2,486</b>	<b>284</b>	<b>173</b>	<b>2,597</b>	<b>1,939</b>

## NOTE 9B INTANGIBLE ASSETS

Rs. Lakhs

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	Balance as at 31st December, 2012	Additions	Disposals	Balance as at 31st December, 2013	Balance as at 31st December, 2012	Amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31st December, 2013	Balance as at 31st December, 2013
Computer software	203	-	-	203	37	51	-	88	115
<b>Total</b>	<b>203</b>	<b>-</b>	<b>-</b>	<b>203</b>	<b>37</b>	<b>51</b>	<b>-</b>	<b>88</b>	<b>115</b>
<b>Previous year</b>	<b>-</b>	<b>203</b>	<b>-</b>	<b>203</b>	<b>-</b>	<b>37</b>	<b>-</b>	<b>37</b>	<b>166</b>

## NOTE 9C DEPRECIATION AND AMORTIZATION EXPENSES

Rs. Lakhs

Particulars	For the year ended 31st December, 2013	For the year ended 31st December, 2012
Depreciation for the year on tangible assets as per Note 9 A	329	284
Amortisation for the year on intangible assets as per Note 9 B	51	37
<b>Total</b>	<b>380</b>	<b>321</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31 December, 2013 Rs. Lakhs	As at 31 December, 2012 Rs. Lakhs
<b>NOTE 10 LONG-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
(a) Capital advances	-	8
(b) Security deposits	98	99
(c) Advance income tax (Net)	178	183
(d) Other loans and advances - Balance with VAT Authorities	9	-
<b>Total</b>	<b>285</b>	<b>290</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)	59	77
<b>Total</b>	<b>59</b>	<b>77</b>
<b>NOTE 12 INVENTORIES</b> (At lower of cost and net realisable value)		
(a) Raw materials and Components (Goods-in-transit-Rs.25 Lakhs, PY-Rs 5 Lakhs)	1,387	1,884
(b) Work-in-progress (refer note (i) below)	1,259	1,117
(c) Finished goods (other than those acquired for trading)	31	-
(d) Stock-in-trade - acquired for trading - (Goods-in-transit - Rs.57 Lakhs,PY - Nil)	197	188
<b>Total</b>	<b>2,874</b>	<b>3,189</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.		
<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	37	109
Unsecured, considered doubtful	46	27
	83	136
Less: Provision for doubtful trade receivables	46	27
<b>Sub-Total - A</b>	<b>37</b>	<b>109</b>
<b>Other trade receivables :</b>		
Secured, considered good	16	1
Unsecured, considered good	1,450	1,147
Unsecured, considered doubtful	10	24
	1,476	1,172
Less: Provision for doubtful trade receivables	10	24
<b>Sub-Total - B</b>	<b>1,466</b>	<b>1,148</b>
<b>Total -A + B</b>	<b>1,503</b>	<b>1,257</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31 December, 2013 Rs. Lakhs	As at 31 December, 2012 Rs. Lakhs
<b>NOTE 14 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
(a) Cash on hand	1	1
(b) Balances with banks		
(i) In current accounts	67	677
(ii) In deposit accounts with original maturity of less than three months	500	125
<b>Sub Total - A</b>	<b>568</b>	<b>803</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 797 Lakhs (PY - Rs. 679 Lakhs)	1,098	1,179
(ii) In deposit accounts with original maturity of more than three months but less than 12 months (including lien and margin money deposits Rs. 382 Lakhs (PY - Rs. 75 Lakhs)	4,267	2,180
(iii) In earmarked accounts		
- Unpaid dividend accounts	73	83
- Unpaid matured debentures	46	47
<b>Sub Total - B</b>	<b>5,484</b>	<b>3,489</b>
<b>Total A + B</b>	<b>6,052</b>	<b>4,292</b>
<b>NOTE 15 SHORT-TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
(a) Loans and advances to employees	8	3
(b) Prepaid expenses	26	17
(c) Balances with government authorities		
(i) Excise, CENVAT	49	40
(ii) VAT	759	842
(iii) Service Tax	142	97
(d) Other advances (Refer Note (i) below)	69	24
<b>Total</b>	<b>1,053</b>	<b>1,023</b>
<b>Note (i)</b>		
Advance to suppliers	34	19
Duty drawback receivable	13	-
Others	22	5
<b>Total</b>	<b>69</b>	<b>24</b>
<b>NOTE 16 OTHER CURRENT ASSETS</b>		
(a) Interest accrued on deposits	142	91
(b) Contractually reimbursable expenses	7	26
<b>Total</b>	<b>149</b>	<b>117</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	For the period ended 31 December, 2013 Rs. Lakhs	For the period ended 31 December, 2012 Rs. Lakhs
<b>NOTE 17 REVENUE FROM OPERATIONS</b>		
(a) Sale of products (Refer note (i) below )	18,552	16,300
(b) Sale of services ( Refer note (ii) below )	183	247
(c) Other operating revenue ( Refer note (iii) below)	398	191
	19,133	16,738
Less: Excise Duty	1,688	1,492
<b>Total</b>	<b>17,445</b>	<b>15,246</b>
<b>Notes :</b>		
(i) Sale of Products comprises :		
Manufactured goods :		
Machinery	16,088	14,449
Parts of machinery	1,799	1,581
<b>Sub Total -A</b>	<b>17,887</b>	<b>16,030</b>
Traded goods :		
Parts of machinery	665	270
<b>Sub Total - B</b>	<b>665</b>	<b>270</b>
<b>Total - A + B</b>	<b>18,552</b>	<b>16,300</b>
(ii) <b>Sale of Service comprises:</b>		
Engineering services	77	138
Supervision of Installation services	106	107
Training	-	2
<b>Total</b>	<b>183</b>	<b>247</b>
Note : The nature of Company's operations are such that further break down into broad heads are not significant		
(iii) <b>Other operating revenue comprises :</b>		
Commission income	312	143
Sale of scrap	44	39
Export incentives	42	9
<b>Total</b>	<b>398</b>	<b>191</b>
<b>NOTE 18 OTHER INCOME</b>		
(a) Interest income on bank deposits	350	275
(b) Net gain on foreign currency transactions and translation	-	37
(c) Other non-operating income (Refer note (i) below)	47	48
<b>Total</b>	<b>397</b>	<b>360</b>
<b>Note (i) Other non operating income comprises of :</b>		
Royalty	10	12
Profit on sales of assets ( net )	1	6
Rental income ( Refer note 24.4 )	11	7
Others	25	23
<b>Total</b>	<b>47</b>	<b>48</b>
<b>NOTE 19A COST OF RAW MATERIALS AND COMPONENTS CONSUMED</b>		
Opening Stock	1,884	1,948
Add : Purchases	8,810	8,305
Less : Closing Stock	1,387	1,884
<b>Cost of raw materials and components consumed (including packing materials)</b>	<b>9,307</b>	<b>8,369</b>

Note : The nature of Company's operations are such that further break down into broad heads are not significant

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	For the year ended 31 December, 2013 Rs. Lakhs	For the year ended 31 December, 2012 Rs. Lakhs
<b>NOTE 19B PURCHASE OF STOCK IN TRADE (TRADED GOODS)</b>		
Parts of machinery	575	266
Note : The nature of Company's operations are such that further break down into broad heads are not significant		
<b>NOTE 19C CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
<u>Inventories at the end of the Period :</u>		
Finished goods	31	-
Work-in-progress	1,259	1,117
Stock-in-trade	197	188
<b>Sub Total</b>	<b>1,487</b>	<b>1,305</b>
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	1,117	845
Stock-in-trade	188	96
<b>Sub Total</b>	<b>1,305</b>	<b>941</b>
<b>Total</b>	<b>(182)</b>	<b>(364)</b>
<b>NOTE 20 EMPLOYEE BENEFITS EXPENSE</b>		
(a) Salaries and wages	2,096	1,785
(b) Contributions to provident and other funds	248	200
(c) Staff welfare expenses	142	121
<b>Total</b>	<b>2,486</b>	<b>2,106</b>
<b>NOTE 21 FINANCE COSTS</b>		
Interest expense on:		
(i) Borrowings	1	4
(ii) Interest on deposits accepted and others	1	1
<b>Total</b>	<b>2</b>	<b>5</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	For the year ended 31 December, 2013 Rs. Lakhs	For the year ended 31 December, 2012 Rs. Lakhs
<b>NOTE 22 OTHER EXPENSES</b>		
Increase / ( decrease ) of excise duty on Inventory	6	-
Power and fuel	118	71
Rent ( Refer note 24.4)	98	109
Repairs and maintenance - Buildings	66	59
Repairs and maintenance - Machinery	68	57
Repairs and maintenance - Others	47	35
Insurance	55	51
Rates and taxes	52	38
Travelling and conveyance	457	484
Legal and professional charges	104	112
Security expenses	44	40
Telephone, postage and courier	42	41
Printing and stationery	18	13
Freight outwards	89	68
Commission expenses	59	106
Recruitment and training	19	23
Group Management	113	149
Bank charges and guarantee commission	16	19
Directors sitting fees and commission	9	9
Royalty	186	105
IT Costs	310	324
Payments to auditors ( refer note (i) below )	11	8
Bad Debts written off	6	14
Provision for doubtful debts ( net )	5	1
Advertisement and sales promotion	76	102
Net loss on foreign currency transactions and translation	18	-
Miscellaneous expenses	154	140
<b>Total</b>	<b>2,246</b>	<b>2,178</b>
<b>Note (i) Payments to auditors comprises (Net of service tax) :</b>		
As auditors - Statutory audit	5	5
For other services	6	-
Reimbursement of expenses	-	3
<b>Total</b>	<b>11</b>	<b>8*</b>

\* Paid to erstwhile auditors.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	31st December, 2013 Rs. Lakhs	31st December, 2012 Rs. Lakhs
<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	11	10
-- CST /VAT	47	18
-- Excise Duty	1	2
Note: 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	3	45
<b>23.2</b> Disclosure under Micro, Small and Medium Enterprises Development Act ,2006 Amount due and remaining unpaid - Principal	98	90
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	US\$
Cross Currency	EURO	EURO
Number of ' Sell ' Contracts	2	1
	(3)	-
Aggregate currency amount ( Rs in Lakhs)	596	150
	(950)	-
Aggregate currency amount in foreign currency ( Lakhs)	7	2
	(13)	-
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	Foreign currency	Amount ( Foreign Currency in Lakhs )		Amount in Rs Lakhs	
		31st December 2013	31st December 2012	31st December 2013	31st December 2012
Amount receivable on sale of goods and services	EURO	2	3	211	198
	USD	0	0	12	23
Amount payable on purchase of goods and services including capital goods	EURO	8	9	682	630
	USD	0	0	18	0

Particulars	31st December, 2013 Rs. Lakhs	31st December, 2012 Rs. Lakhs
<b>23.4 VALUE OF IMPORTS ON C.I.F. BASIS</b>		
(i) Raw material	180	809
(ii) Components and spare parts	823	1,160
(iii) Traded Goods	518	240
(iv) Capital Goods	11	239
<b>Total</b>	<b>1,532</b>	<b>2,448</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year ended 31st December, 2013 Rs. Lakhs	Year ended 31st December, 2012 Rs. Lakhs
<b>23.5 Expenditure in foreign currency</b>		
(i) Travel	26	63
(ii) Commission on sales	0	37
(iii) Royalty	186	105
(iv) Service charges	3	1
(v) Group IT / group management charges	404	447
<b>23.6 Amounts remitted in foreign currency during the year on account of dividend</b>		
Amount of dividend remitted in foreign currency	28	2,612
Total number of non resident shareholders	2	2
(to whom the dividends were remitted in foreign currency)		
Total number of shares held by them on which dividend was due	11	13
Year to which the dividend relates	31 December, 2012	31 December, 2011
<b>23.7 Details of consumption of imported and indigenous materials</b>		
Imported- Raw materials and components	1,288	1,297
Percentage to total Consumption	14%	16%
Indigenous- Raw materials and components	8,019	7,072
Percentage to total Consumption	86%	84%
<b>Total</b>	<b>9,307</b>	<b>8,369</b>
<b>23.8 Earnings in foreign currency</b>		
(i) Agency commission	310	143
(ii) Exports on FOB basis	2,416	2,255
(iii) Royalty and engineering service fees	83	-
<b>23.9 The Company has banking facilities with Kotak Mahindra Bank Limited and the following are the details of same</b>		
Overdraft	500	500
Working Capital Term Loan ( sub limit of Overdraft )	500	500
Term Loan	-	650
Bank guarantee	2,500	2,500
Letters of Credit ( sub limit of bank guarantee)	500	500
Forex Forwards	150	150
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 Kolkatta properties to the extent of Rs. 3000 Lakhs ( PY - Rs. 3650 Lakhs ) has been offered as security.		

### 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.105 Lakhs ( PY-Rs.87 Lakhs ) for provident fund contributions and Rs.46 Lakhs ( PY-Rs.39 Lakhs ) for superannuation fund contributions and Rs. 4 Lakhs ( PY- Rs.5 Lakhs) 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.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## b) Defined Benefit Plans

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

## (i) Gratuity

Particulars	31st December, 2013 Rs. Lakhs	31st December, 2012 Rs. Lakhs
<b>Components of employer expense:</b>		
Current service cost	35	27
Interest cost	23	17
Expected return on plan assets	(19)	(16)
Actuarial losses / (gains)	28	31
<b>Total expense recognised in the Statement of profit and loss</b>	<b>67</b>	<b>59</b>
<b>Actual contribution and benefit payments for the year :</b>		
Actual benefit payments	2	1
Actual contributions	41	30
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	376	288
Fair Value of plan assets	285	222
Funded status Surplus / (Deficit )	(91)	(66)
Unrecognised past service costs	-	-
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>	<b>(91)</b>	<b>(66)</b>
<b>Change in defined benefit obligation:</b>		
Present value of defined benefit obligation at beginning of year	288	211
Current service cost	35	27
Interest cost	23	17
(Benefits paid)	(2)	(1)
Actuarial loss/(gain)	32	34
<b>Present value of defined benefit obligation at end of year</b>	<b>376</b>	<b>288</b>
<b>Changes in fair value of plan assets during the year</b>		
Plan assets at beginning of the year	222	174
Expected return on plan assets	19	17
Actual contributions	42	30
Transfer in / (outs)	-	-
(Benefits paid)	(2)	(1)
Actuarial gain / (loss)	4	2
Plan assets at end of the year	285	222
Actual return on plan assets	23	19
<b>Composition of the plan assets is as follows ( Refer note(iii) ):</b>		
Government / approved security	42%	-
NCD/Bonds	38%	-
Equity shares	5%	-
Fixed deposit	15%	-
<b>Total</b>	<b>100%</b>	<b>-</b>
<b>Reconciliation of Net Liability :</b>		
Present value of defined benefit obligations	376	288
Less : Fair value of plan assets	285	222
<b>Funded Status - ( deficit ) / surplus</b>	<b>(91)</b>	<b>(66)</b>
<b>Actuarial Assumptions :</b>		
Discount rate	9%	8%
Expected long term rate of return of assets	9%	9%
Rate of compensation increase for the first five years	12%	12%
Rate of compensation increase for the subsequent years	10%	10%
<b>Attrition</b>		
20-30 Years	15%	15%
31-45 Years	10%	10%
46-58 Years	5%	5%
Mortality : Indian Assured Lives Mortality (2006-08) Modified Ultimate		

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Experience Adjustments	2013-2012	2012-2011	2011-2010	2010-2009	2009-2008
Present value of defined benefit obligation	376	288	211	178	148
Fair value of Plan assets	285	222	174	145	116
Funded Status - ( deficit ) / surplus	(91)	(66)	37	33	32
Experience gain/(loss) adjustments plan liabilities	54	28	9	21	(0)
Experience gain/(loss) adjustments plan assets	4	2	3	7	(0)

### 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 31st March 2013, the latest date for which such information has been compiled by them.
- Estimate of amount of contribution in the immediate next year is Rs 40.00 Lakhs ( PY - Rs 28 Lakhs)

### (ii) Leave Encashment

Particulars	31st December, 2013 Rs. Lakhs	31st December, 2012 Rs. Lakhs
Components of employer expense		
Current service cost	10	8
Interest cost	-	-
Expected return on plan assets	(8)	(6)
Actuarial losses / (gains)	20	44
<b>Total expense recognised in the Statement of profit and loss</b>	<b>22</b>	<b>46</b>
<b>Actual contribution and benefit payments for the year :</b>		
Actual benefit payments	1	1
Actual contributions	6	14
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	158	128
Fair Value of plan assets	104	91
Funded status ( Surplus / (Deficit )	(54)	(37)
Unrecognised past service costs	-	-
<b>Net asset / ( liability ) recognised in the Balance Sheet</b>	<b>(54)</b>	<b>(37)</b>
<b>Change in defined benefit obligation</b>		
Present value of Defined benefit obligation at beginning of year	128	92
Current service cost	-	-
Interest cost	10	8
(Benefits paid)	(1)	(17)
Transfer in / (outs)	-	1
Actuarial loss/(gain)	21	44
<b>Present value of defined benefit obligation at end of year</b>	<b>158</b>	<b>128</b>
<b>Changes in fair value of plan assets during the year</b>		
Plan assets at beginning of the year	91	69
Expected return on plan assets	8	6
Actual contributions	6	14
Transfer (outs) / In	-	1
(Benefits paid)	(1)	(1)
Actuarial Gain / (Loss)	0	1
Fair value of plan assets at end of the year	104	91
Actual return on plan assets	8	7
<b>Composition of the plan assets is as follows ( Refer note(iii) ):</b>		
Government / approved Security	42%	-
NCD/Bonds	38%	-
Equity Shares	5%	-
Fixed Deposit	15%	-
<b>Total</b>	<b>100%</b>	<b>-</b>
<b>Reconciliation of Net Liability</b>		
Present value of defined benefit obligations	158	128
Less : Fair value of plan assets	104	91
<b>Funded Status - ( deficit ) / surplus</b>	<b>(54)</b>	<b>(37)</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Experience Adjustments	2013-2012	2012-2011	2011-2010	2010-2009	2009-2008
Present value of defined benefit obligation	158	128	92	74	65
Fair value of Plan assets	104	91	69	-	-
Funded Status - ( deficit ) / surplus	(54)	(37)	(23)	(74)	(65)
Experience gain/(loss) adjustments plan liabilities	30	43	NIL	NIL	NIL
Experience gain/(loss) adjustments plan assets	0	1	NIL	NIL	NIL

Particulars	31st December, 2013 Rs. Lakhs	31st December, 2012 Rs. Lakhs
<b>Actuarial Assumptions</b>		
Discount rate	9%	8%
Expected long term rate of return of assets	9%	9%
Rate of compensation increase for the first five years	12%	12%
Rate of compensation increase for the subsequent years	10%	10%
<b>Attrition</b>		
20-30 Years	15%	15%
31-45 Years	10%	10%
46-58 Years	5%	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 31st March 2013, the latest date for which such information has been compiled by them.
- Estimate of amount of contribution in the immediate next year is Rs 12 Lakhs ( PY - Rs 12 Lakhs)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	For the year ended 31st December, 2013 Rs. Lakhs	For the year ended 31st December, 2012 Rs. Lakhs
<b>24.2 Segment information</b>		
The company has identified business segment as its primary segment and geographic segment as its secondary segment		
<b>Segment revenue:</b>		
a) Foundry business	14,494	13,458
b) Air business	2,951	1,788
Revenue from segments	17,445	15,246
Less: Inter-Segment revenue	-	-
<b>Net sales / income from operations</b>	<b>17,445</b>	<b>15,246</b>
<b>Segment results</b>		
a) Foundry business	2,324	2,407
b) Air business	795	383
Segment results	3,119	2,790
Add: unallocable corporate income (net of unallocable Corporate expenditure)	(439)	(335)
Operating profit	2,680	2,455
Other Income ( net)	348	270
Profit before tax	3,028	2,725
Tax expenses	1,078	841
<b>Net Profit for the year</b>	<b>1,950</b>	<b>1,884</b>
<b>Segment assets:</b>		
a) Foundry Business	6,688	6,130
b) Air business	890	816
c) Unallocable corporate assets	6,682	5,551
<b>Total assets</b>	<b>14,260</b>	<b>12,497</b>
<b>Segment Liabilities:</b>		
a) Foundry business	2,065	1,873
b) Air business	384	337
c) Unallocable corporate liabilities	3,750	4,132
<b>Total liabilities</b>	<b>6,199</b>	<b>6,342</b>
<b>Other Information:</b>		
Capital expenditure:		
a) Foundry business	473	566
b) Air business	52	37
c) Unallocable	37	275
	<b>562</b>	<b>878</b>
Depreciation / amortization		
a) Foundry business	209	190
b) Air business	54	40
c) Unallocable	117	91
	<b>380</b>	<b>321</b>

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

Rs. Lakhs

Geographic Segment	Revenues For the year ended 31 December, 2013	Segment assets As at 31 December, 2013	Capital expenditure incurred during the year ended 31 December, 2013
India	14,663 (12,991)	13,441 (11,930)	414 (204)
Rest of the World	2,782 (2,255)	819 (567)	- -
Total	17,445 (15,246)	14,260 (12,497)	414 (204)

Note: Figures in bracket relates to the previous year

24.3 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.	
Fellow Subsidiary		DISA HOLDING AG	
		DISA INDUSTRIE AG	
		DISA TECHNOLOGIES PVT LTD	
		DISA INDUSTRIES A/S.	
		DISA K.K.	
		DISA (CHANGZHOU) MACH LTD.,	
		WHEELBRATOR SRO	
		WHEELABRATOR GROUP GMBH	
		DISA INDUSTRIEANLAGEN GMBH	
		WHEELABRATOR GROUPINC	
Key Management Personnel (KMP)		WHEELABRATOR GROUP(CANADA) LTD	
		WHEELABRATOR GROUP SAS	
		WHEELABRATOR GROUP HONGKONG LTD	
		Mr. Viraj Naidu-Managing Director	

Note: Related parties have been identified by the Management

b) Details of Related Party Transaction

NAME OF THE RELATED PARTY	DISA INDUSTRIE AG	DISA TECHNOLOGIES PVT LTD	DISA INDUSTRIES A/S	DISA K.K.	DISA (CHANGZHOU) MACH LTD.,	WHEELBRATOR SRO	DISA HOLDING A/S	NORICAN GROUP A/S.	WHEELABRATOR GROUP GMBH	DISA INDUSTRIEANLAGEN GMBH	WHEELABRATOR GROUPINC	Wheelabrator Group(Canada) Ltd	Wheelabrator Group SAS	Wheelabrator Group Hongkong Ltd	Disa Holding A G	Mr. Viraj Naidu, Managing Director	TOTAL
Royalty	32 (22)	-	147 (69)	-	-	-	-	-	7 (15)	-	-	-	-	-	-	-	186 (106)
Service fees	-	6	3 (26)	-	-	-	-	-	-	-	-	-	-	-	-	-	9 (103)
Group management service fees	-	-	-	-	-	-	-	113 (149)	-	-	-	-	-	-	-	-	113 (149)
Group IT fees	-	-	-	-	-	-	-	291 (298)	-	-	-	-	-	-	-	-	291 (298)
Import of materials	-	-	659 (444)	-	16 (19)	82 (170)	-	-	-	-	64 (68)	-	-	-	-	-	821 (701)
Capital goods	-	0	(135)	-	-	-	-	-	-	-	-	-	-	-	-	-	0 (135)
Managerial remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	134 (83)	134 (83)
Dividend	-	-	-	-	-	-	8 (8)	-	-	-	-	-	-	-	20 (20)	-	20 (20)
Service income	-	(9)	18 (8)	-	-	-	-	-	-	9 (23)	-	-	-	8	-	-	73 (48)
Sale of goods	-	-	1,408 (1,09)	4 (18)	3 (57)	-	-	-	6 (48)	-	-	-	-	-	-	-	1,421 (1,174)
Deputation charge received	-	(1)	19 (11)	-	(2)	-	-	-	-	-	-	-	2	-	-	-	21 (32)
Royalty received	-	-	(11)	-	10 (12)	-	-	-	-	-	-	-	-	-	-	-	10 (12)
Commission income	-	-	279 (137)	-	-	-	-	-	11	-	-	-	-	-	-	-	290 (137)
Order cancellation charges	-	-	17	-	-	-	-	-	-	-	-	-	-	-	-	-	17
Reimbursement of warranty cost	-	-	42	-	-	-	-	-	-	-	-	-	-	-	-	-	42

d) Balances outstanding as at year end

Trade receivables	-	-	76 (506)	-	6 (12)	-	-	-	-	-	-	4 (8)	-	-	-	-	85 (526)
Loans and advances	-	-	77 (11)	-	-	-	-	-	-	-	-	7 (1)	-	-	-	-	717 (18)
Trade payables	9 (5)	-	424 (253)	-	-	28 (29)	-	-	2	-	18 (12)	-	-	-	-	-	480 (332)
Other current liabilities	-	-	-	-	-	-	(31)	137 (182)	-	-	-	-	-	-	-	-	137 (182)

Note: Figures in bracket relates to the previous year

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	31st December, 2013 Rs. Lakhs	31st December, 2012 Rs. Lakhs
<b>24.4 Details of leasing arrangements</b>		
<b>As Lessee:</b>		
Lease payments recognised in the statement of profit and loss	98	109
Contingent rents recognised as expense during the year	-	-
Sublease payment received / receivable	-	-
<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>Details of lease commitment at the year end are as follows :</b>		
Upto One year	11	-
From one to five years	21	-
<b>24.5 Earnings per share</b>		
Net Profit for the year	1,950	1,884
Number of equity shares ( in Numbers)	1,510,205	1,510,205
Basic and diluted earnings per share (Rs.)	129.12	124.74
<b>24.6 PROVISIONS</b>		
Provisions for Warranties		
Balance at the beginning	153	97
Provision made	146	153
Amounts utilized/ revised	153	97
Balance at the end	146	153
Note:Future cash outflow in respect of the above is determinable only on occurrence of uncertain future events		
<b>25</b> Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Previous year's figures are audited by another firm of chartered accountants.		

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

For and on behalf of the Board of Directors

Viraj Naidu  
Managing Director

Deepa Hingorani  
Director

Place : Bangalore  
Date : February 26, 2014



**THIS ATTENDANCE SLIP DULY FILLED IN, TO BE  
HANDED OVER AT THE ENTRANCE OF THE  
MEETING HALL**

Name of the attending Member \_\_\_\_\_ : \_\_\_\_\_  
(in block letters)

Member's Folio No./Client ID No. \_\_\_\_\_ : \_\_\_\_\_

Client ID No. \_\_\_\_\_ : \_\_\_\_\_

DP ID No. \_\_\_\_\_ : \_\_\_\_\_

Name of Proxy \_\_\_\_\_ : \_\_\_\_\_  
(in block letters,  
to be filled in if the  
Proxy attends instead  
of the Member)

No. of Shares held \_\_\_\_\_ : \_\_\_\_\_

I hereby record my presence at the Twenty Ninth Annual  
General Meeting at Vivanta by Taj , No 2275, Tumkur Road, Yeshwantpur,  
Bangalore 560022, at 11.00 a.m on Thursday, the 8<sup>th</sup> May 2014.

Note : The copy of the Annual Report may please be brought to the  
Meeting Hall.

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature\*

\*To be signed at the time of handing over the slip

I/We \_\_\_\_\_  
being Member(s) of the above named Company hereby  
appoint \_\_\_\_\_ of  
\_\_\_\_\_ or failing him \_\_\_\_\_  
of \_\_\_\_\_ in the District of \_\_\_\_\_  
as my/our Proxy to vote for me/us, on my/our behalf, at the Twenty Ninth  
Annual General Meeting of the Company, to be held on Thursday, the 8<sup>th</sup>  
May, 2014 at 11.00 a.m and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

For Office use only

Affix  
One Rupee  
Revenue  
Stamp

No. of Shares : \_\_\_\_\_

Folio No. : \_\_\_\_\_

Client ID No. : \_\_\_\_\_

DP ID No. : \_\_\_\_\_

Note: The instrument appointing proxy duly completed in all respects should  
be deposited at the Registered Office of the Company at 5th Floor, Kushal  
Garden Arcade, 1A, Peenya Industrial Area, Peenya 2nd Phase, Bangalore -  
560 058 not later than 11.00 a.m on 6<sup>th</sup> May, 2014.





## ELECTRONIC CLEARING SERVICE (E C S) MANDATE FORM

To  
Integrated Enterprises (India) Limited  
UNIT : DISA India Limited  
30, Ramana Residency, Ground Floor  
4th Cross, Sampige Road  
Malleswaram, Bangalore 560 003

REGISTERED FOLIO NO:

I hereby give my mandate to credit my Dividend on the shares held by me with respect to aforesaid folio number directly to my bank account through Electronic Clearing Service (ECS). The details of the Bank account are given below.

A Name of the Bank																																
B Branch Name Complete Bank Address CITY																												PIN CODE				
C Account Number																																
D Type of Account	S B		CA		NRE		NRO		Others																							
E Nine digit MICR Code No																																

(Please ensure to fill-in correct MICR code Number as appearing on the cheque provided by the bank. Please also verify the same from your Bankers)

(Please attach a Blank "CANCELLED" cheque or a photocopy thereof or a certificate from the bank)

PAN No

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or credit is not effected at all for reasons(s) of incomplete or incorrect information, I will not hold the Company or the Share Transfer Agents responsible

I/We am/are attaching herewith a Cancelled Cheque / Xerox copy of the cheque, PAN Card, Passport, Voter's ID, Front Page of the Bank Passbook as proof for the above.

Name of the shareholders	Signature of the shareholders

Address of the shareholder

Please note that incomplete Mandate Form will be rejected.

All the Columns should be filled-in.

Permanent Account Number (PAN) is compulsory as per the SEBI Guidelines

Separate Forms should be submitted for each of the Folio. (Take xerox if required)

**ECS DETAILS FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM:** In case of shareholders holding their shares in demat mode, the shareholders are requested to provide the above details to their respective (depository participant) DPs. Please also note details directly intimated to the Company or Registrars will not be considered if the shares are held in DEMAT form.



## EXCON 2013, 20-24 November 2013, Bangalore



## IFEX 2014, 7-9 March 2014, Gandhinagar



# 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  
Tel: +91 816 6602000/01  
E: tumkur@noricangroup.com

DISA India Limited  
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