

B S R & Co. LLP

Chartered Accountants

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To
The Board of Directors of Dynamatic Technologies Limited

We have audited the accompanying Statement of Standalone Financial Results ('the Statement') of Dynamatic Technologies Limited ('the Company') for the year ended 31 March 2015 ('current year'), attached herewith, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement issued by the Securities and Exchange Board of India ("Listing Agreement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us. Attention is drawn to the fact that the figures for the quarter ended 31 March 2015 and 31 March 2014 as reported in the Statement are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the relevant financial year. Also, the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

The Statement has been prepared on the basis of the financial statements of the current year and reviewed quarterly financial results upto the end of the third quarter, which are the responsibility of the Company's Management. Our responsibility is to express an opinion on the Statement based on our audit of the financial statements of the current year, which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Clause 41 of the Listing Agreement.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed in the Statement. An audit includes assessing the accounting principles used and significant estimates made by the Management. We believe that our audit provides a reasonable basis for our opinion.

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

- (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net profit and other financial information of the Company for the year ended 31 March 2015.



B S R & Co. LLP

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of Clause 35 of the Listing Agreement and found the same to be correct.

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022



Sunil Gaggar

Partner

Membership number: 104315

Place: Bangalore

Date: 28 May 2015

DYNAMATIC TECHNOLOGIES LIMITED
DYNAMATIC PARK, PEENYA, BANGALORE-560 058, INDIA
Audited standalone financial results for the quarter and year ended 31 March 2015

PART I

(Rs in lacs, except as otherwise stated)

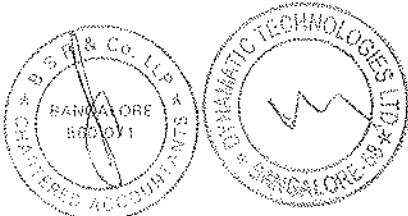
Sl. No.	Particulars	Quarter ended			Year ended	
		31 March 2015 (Audited)*	31 December 2014 Unaudited	31 March 2014 (Audited)*	31 March 2015 Audited	31 March 2014 Audited
1	Income from operations					
	a) Net sales/ income from operations (net of excise duty)	10,153.53	10,692.43	10,445.79	43,446.99	40,558.92
	b) Other operating income	514.01	586.66	615.10	2,205.79	2,333.45
	Total income from operations (net)	10,667.54	11,279.09	11,060.89	45,652.78	42,892.37
2	Expenses					
	a) Cost of materials consumed	5,152.55	5,398.84	5,297.38	22,490.79	20,861.36
	b) Changes in inventories of finished goods and work-in-progress	(500.63)	(74.36)	232.04	(774.42)	80.00
	c) Employee benefits expense	1,680.72	1,737.96	1,280.42	6,515.49	4,838.33
	d) Depreciation and amortisation expense	717.38	708.71	706.69	2,850.32	2,816.08
	e) Other expenses	2,876.75	2,710.86	2,680.30	10,720.01	9,632.06
	Total expenses	9,926.77	10,482.01	10,196.83	41,802.19	38,227.83
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	740.77	797.88	864.06	3,850.59	4,664.54
4	Other income	221.47	189.05	113.41	781.19	290.40
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	962.24	986.13	977.47	4,631.78	4,954.94
6	Finance costs	1,269.28	1,241.25	1,720.22	5,373.05	5,957.03
7	(Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	(307.04)	(255.12)	(742.75)	(741.27)	(1,002.09)
8	Exceptional items income/ (expense) (refer note 3)	-	-	1,183.00	3,719.04	1,032.97
9	(Loss) / Profit from ordinary activities before tax (7 - 8)	(307.04)	(255.12)	440.25	2,977.77	30.88
10	Tax expense	8.02	-	-	873.02	-
11	Net (loss) / profit for the period/ year (9 - 10)	(315.06)	(255.12)	440.25	2,104.75	30.88
12	Paid-up equity share capital (face value of Rs 10 each)	634.14	634.14	554.00	634.14	554.00
13	Reserves (excluding revaluation reserve)				26,380	13,745
14	(Loss) / Earnings per share (not annualised)					
	Basic (in Rs.)	(4.97)	(4.06)	8.13	34.74	0.57
	Diluted (in Rs.)	(4.97)	(4.06)	8.13	34.74	0.57

* Balancing figure (refer note 1)

PART II

Select information for the quarter and year ended 31 March 2015

Sl. No.	Particulars	Quarter ended			Year ended	
		31 March 2015	31 December 2014	31 March 2014	31 March 2015	31 March 2014
1	PARTICULARS OF SHAREHOLDING					
	Public shareholding					
	- Number of shares	3,099,198	3,099,198	2,438,189	3,099,198	2,438,189
	- Percentage of shareholding	48.87%	48.87%	44.01%	48.87%	44.01%
2	Promoters and promoter group shareholding					
	a) Pledged/ encumbered					
	- Number of shares	532,500	450,000	1,050,000	532,500	1,050,000
	- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	16.42%	13.88%	33.85%	16.42%	33.85%
	- Percentage of shares (as a % of the total share capital of the Company)	8.40%	7.10%	18.95%	8.40%	18.95%
	b) Non-encumbered					
	- Number of shares	2,709,745	2,792,245	2,051,861	2,709,745	2,051,861
	- Percentage of shares (as a % of the total shareholding of promoters and promoter group)	83.58%	86.12%	66.15%	83.58%	66.15%
	- Percentage of shares (as a % of the total share capital of the Company)	42.73%	44.03%	37.04%	42.73%	37.04%



Segment reporting:

(Rs in lacs, except as otherwise stated)

	Particulars	Quarter ended			Year ended	
		31 March 2015	31 December 2014	31 March 2014	31 March 2015	31 March 2014
		(Audited)*	Unaudited	(Audited)*	Audited	Audited
1	Segment revenue					
	a) Hydraulics	3,956.77	4,256.92	4,166.83	17,917.31	17,145.85
	b) Aerospace and Defence	2,997.73	3,383.85	2,655.36	11,733.83	9,187.42
	c) Automotive and Aluminium castings	3,420.86	3,313.52	3,902.52	14,725.03	15,143.83
	d) Others	292.18	324.80	336.18	1,276.61	1,415.27
	Total Income from operations (net)	10,667.54	11,279.09	11,060.89	45,652.78	42,892.37
2	Segment results (profit / (loss) before tax and interest from each segment)					
	a) Hydraulics	510.76	352.34	430.14	2,189.94	2,368.32
	b) Aerospace and Defence	908.35	1,066.13	914.29	3,713.49	3,743.04
	c) Automotive and Aluminium castings	(564.57)	(583.18)	(589.96)	(1,919.43)	(2,045.90)
	d) Others	(113.77)	(38.21)	109.59	(133.41)	599.08
	Total	740.77	797.08	864.06	3,850.59	4,664.54
	Unallocable					
	- Finance costs	1,269.28	1,241.25	1,720.22	5,373.05	5,957.03
	- Exceptional items income/ (expense) (refer note 2)	-	-	1,183.00	3,719.04	1,032.97
	- Other income	(221.47)	(189.05)	(113.41)	(781.19)	(290.40)
	(loss) / Profit before tax	(307.04)	(255.12)	440.25	2,977.77	30.88
3	Segment capital employed (Segment assets - Segment liabilities)					
	a) Hydraulics	7,328.02	6,505.86	6,638.50	7,328.02	6,638.50
	b) Aerospace and Defence	16,226.11	15,643.01	14,905.26	16,226.11	14,905.26
	c) Automotive and Aluminium castings	10,077.35	10,335.24	11,011.05	10,077.35	11,011.05
	d) Others	3,637.40	3,264.41	3,782.72	3,637.40	3,782.72
	Total	37,268.88	35,748.52	36,337.53	37,268.88	36,337.53
	Unallocable assets, net of liabilities	1,757.12	1,402.48	(5,493.11)	1,757.12	(5,493.11)
	Total	39,026.00	37,151.00	30,844.42	39,026.00	30,844.42

*Balancing figure (refer note 1)



DYNAMIC TECHNOLOGIES LIMITED
DYNAMIC PARK, PEENYA, BANGALORE-560 058, INDIA
Disclosure of Standalone Balance Sheet Items as per Clause 41 (V)(h) of Listing Agreement

(Its in lacs, except as otherwise stated)

Particulars	As At	
	31 March 2015	31 March 2014
	(Audited)	(Audited)
Equity and liabilities		
Shareholders' funds		
Share capital	634	554
Reserves and surplus	26,852	14,371
Money received against share warrants	-	1,000
	27,486	15,925
Non-current liabilities		
Long-term borrowings	11,540	14,919
Deferred tax liabilities (net)	2,223	2,801
Other long-term liabilities	115	651
Long-term provisions	679	253
	14,557	18,624
Current liabilities		
Short-term borrowings	13,547	9,656
Trade payables	10,098	9,192
Other current liabilities	8,349	9,538
Short-term provisions	1,311	183
	33,305	28,569
Total	75,348	63,118
Assets		
Non current assets		
Fixed assets		
- Tangible fixed assets	26,716	29,467
- Intangible fixed assets	1,920	2,179
- Capital work in progress	8	56
	28,644	31,702
Non-current investments	16,540	7,040
Long-term loans and advances	1,447	1,294
Other non-current assets	1,306	565
	19,293	8,899
Current assets		
Inventories	8,256	6,114
Trade receivables	9,012	6,896
Cash and bank balances	883	1,288
Short-term loan and advances	7,654	6,133
Other current assets	1,606	2,086
	27,411	22,517
Total	75,348	63,118



NOTES:

- 1 The above results were reviewed by Audit Committee in the meeting held on 27 May 2015, thereafter approved by the Board of Directors in their meeting held on 28 May 2015. Figures for the quarter ended 31 March 2015 and 31 March 2014 as reported in this standalone financial result are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. The audit report of the Statutory Auditors is being filed with the BSE and the NSE and is also available on the Company's website at www.dynamics.com. Figures up to the end of the third quarter had only been reviewed and not subjected to audit.
- 2 Pursuant to the provisions of the Listing Agreement, the Management has decided to publish consolidated financial results in the newspapers. However the standalone financial results will be made available on the Company's website at www.dynamics.com and also on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).
- 3 Exceptional item for the year ended 31 March 2015 includes profit on sale of one of its assets (Land, Buildings and other structures at Dynamic Park, Peenya, hereinafter referred to as "Peenya Property"). During the year ended 31 March 2015, the Company entered into a "Deed of Conveyance and Absolute Sale" ("Sale deed") dated 22 August 2014 with M/s Raised on Denim India and Karnataka Texspares and Steel Profiles Private Limited (collectively known as "Purchasers") towards the sale of Peenya Property at a gross consideration of Rs 7,000 lacs. The related written down value of the aforesaid asset as at the date of sale was Rs 2,830 lacs. Upon the execution of Sale deed and corresponding sale of the Peenya Property on 22 August 2014, the Company credited Rs 4,164 lacs (after netting off selling expenses of Rs 160 lacs and adjusting Revaluation Reserve of Rs 154 lacs) to the statement of profit and loss. The aforesaid asset is leased back to the Company for a lock in period of eight years with an option to continue the same for a further period of two years. The Company does not have any obligation to buy back the Peenya Property at the end of the lease term.

Further, exceptional items for the year ended 31 March 2015 also includes expenses such as redemption premium charges, prepayment penalty, processing fees, negotiation fees and other ancillary charges incurred by the Company towards prepayment of loan funds to KKR India Financial Services Private Limited, a Non-Banking Financial Company aggregating to Rs 445 lacs.

During the year ended 31 March 2014, the Company had transferred its right on leasehold land located at the SIPCOT area in Tamil Nadu along with the building and the superstructure constructed on it for aggregate consideration of Rs 2,854 lacs. Accordingly, the Company had credited Rs 1,183 lacs (after netting off selling expenses) to the statement of profit and loss including adjustment of revaluation reserve of Rs 1,387 lacs which is included in exceptional items.

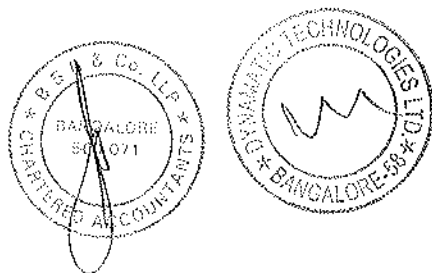
Further, exceptional items for the year ended 31 March 2014 includes various expenses such as professional fees and other incidental charges incurred by the Company towards loan funds raised from KKR India Financial Services Private Limited, a Non-Banking Financial Company.



- 4 As per the requirement of Section 123 of the Companies Act 2013, the Company, based on the external technical evaluation, has reassessed the remaining useful lives of assets, primarily consisting of plant and machinery and buildings with effect from 1 April 2014. Based on the reassessment, the Management believes that there would not be any change in the useful lives of fixed assets from the previous estimates and accordingly no accounting adjustments is currently required.
- 5 The Board of Directors of the Company vide its meeting dated 8 September 2014 has delegated its power to the Finance Committee to act as deemed necessary in relation to the issue of equity shares by way of Qualified Institutional Placement (QIP) in accordance with Chapter VIII of Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2009, as amended and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant provisions in connection with this QIP. The Finance Committee in its meeting dated 13 September 2014 has accorded its approval to create, issue, offer and allot equity shares subject to Shareholders' approval. The Company had obtained the Shareholders' approval by way of special resolution passed in Extraordinary General Meeting dated 11 October 2014. The Finance Committee on 17 October 2014 has approved the allotment of 300,000 equity shares pursuant to the QIP on the receipt of funds aggregating Rs 5,400 lacs. The said shares were allotted on 17 October 2014.
- 6 Pursuant to a resolution passed in the Extraordinary General Meeting of shareholders dated 25 March 2013, amounts aggregating Rs 675 lacs and Rs 575 lacs (being 25% of the total value of warrants at the date of allotment) has been brought in by Mr Udayant Malhoutra in his capacity as Promoter and by Wavell Investments Private Limited, being a Promoter group company, towards subscription of 338,440 and 288,300 convertible warrants of Rs 797.78 each respectively. These warrants give the right to the warrant holders to subscribe for one equity share of Rs 10 each in the Company per warrant which is exercisable within 18 (eighteen) months from the date of allotment i.e. 26 March 2013.

Out of these 288,300 and 338,440 convertible warrants, the Company issued 125,347 and 217,269 equity shares to Wavell Investments Private Limited and Udayant Malhoutra vide Board resolution dated 26 March 2014 and 3 June 2014 respectively.

During the year ended 31 March 2015, the Company has issued the remaining 162,953 and 121,171 equity shares by converting 162,953 and 121,171 warrants to Wavell Investments Private Limited Mr. and Udayant Malhoutra respectively after receiving balance 75% consideration aggregating Rs 1,700 lacs.



7 Status of investor complaints for the quarter ended 31 March 2015:

Particulars	Opening	Received	Resolved	Pending
Number of Complaints	-	-	-	-

8 Previous year/ period figures have been reclassified to conform with current year/ period presentation, where applicable.

For and on behalf of the Board of Directors



Udayant Malhoutra
CEO and Managing Director
Dynamatic Technologies Limited
Place: Bangalore
Date: 28 May 2015

