

B S R & Co. LLP

Chartered Accountants

Maruthi Info-Tech Centre
11-12/1 Inner Ring Road
Koramangala
Bangalore 560 071 India

Telephone: + 91 80 3980 6000
Fax: + 91 80 3980 6999

To
The Board of Directors of Dynamatic Technologies Limited

We have audited the accompanying Statement of Consolidated Financial Results ('the Statement') of Dynamatic Technologies Limited ('the Company'), its subsidiaries and an associate as detailed in note 1 of the Statement (collectively referred to as 'the Dynamatic Group') for the year ended 31 March 2015 ('current year'), attached herewith, being submitted by the Company pursuant to the requirements 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 consolidated financial statements of the current year and reviewed quarterly financial results up to 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 consolidated financial statement of the current year which has 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 Management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements and other financial information of certain subsidiaries which have been incorporated in the Statement. These subsidiaries account for 42.87% of total assets as at 31 March 2015, 72.10% of the aggregate of total income from operations (net) and other income and Rs 3,953 lacs net increase in cash and cash equivalents for the current year, as shown in the Statement. Of the above:

- a. The financial statements and other financial information of some of the subsidiaries incorporated outside India as drawn up in accordance with the generally accepted accounting principles of the respective countries ('the local GAAP') have been audited by other auditors duly qualified to act as auditors in those countries. These subsidiaries account for 42.24% of total assets as at 31 March 2015, 71.82% of the aggregate of total income from operations (net) and other income and Rs 4,068 lacs net increase in cash and cash equivalents for the year ended 31 March 2015, as shown in the Statement. For the purposes of preparation of the Statement, the aforesaid local GAAP financial statements have been restated by the Management of the said entities so that they conform to the generally accepted accounting principles in India. This has been done on the basis of a reporting package prepared by the Company which covers accounting and disclosure requirements applicable to the Statement under the generally accepted accounting principles in India. The reporting packages made for this purpose have been audited by the other auditors and reports of those other auditors have been furnished to us. Our opinion on the Statement, insofar as it relates to these entities, is based on the aforesaid audit reports of these other auditors.



- b. The financial statement and other financial information of a subsidiary incorporated outside India as drawn up in accordance with the local GAAP has been audited by other auditor duly qualified to act as auditor in that country. For the purposes of preparation of the Statement, the aforesaid local GAAP financial statements have been restated by the Management so that they conform to the generally accepted accounting principles in India. Further, the financial statement and other financial information of a subsidiary incorporated in India has been audited by other auditor whose report has been furnished to us by the Management. Our opinion on the Statement is based on the aforesaid audit report of the other auditor. These subsidiaries account for 0.63% of total assets as at 31 March 2015, 0.28% of the aggregate of total income from operations (net) and other income and Rs 115 lacs net decrease in cash and cash equivalents for the current year as shown in the Statement.

We also did not audit the financial statements of an associate, whose financial statements reflect share of profit of the Company aggregating Rs 8 lacs for the year ended 31 March 2015.

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 Dynamatic Group for the current year.

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 consolidated financial results for the quarter and year ended 31 March 2015

(Rs in lacs, except as otherwise stated)

PART I

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)	38,377.96	37,896.94	42,656.43	161,147.00	157,191.40
	b) Other operating income	469.86	451.55	387.74	1,735.65	1,562.61
	Total income from operations (net)	38,847.82	38,348.49	43,044.17	162,882.65	158,754.01
2	Expenses					
	a) Cost of materials consumed	22,486.13	22,366.63	24,548.71	94,581.20	89,824.83
	b) Changes in inventories of finished goods and work-in-progress	(680.12)	(709.22)	(138.87)	(1,245.39)	(706.94)
	c) Employee benefits expense	5,722.25	5,801.11	6,084.84	23,597.67	22,155.82
	d) Depreciation and amortisation expense	1,336.04	1,260.83	1,279.40	5,090.70	5,125.51
	e) Other expenses	8,010.48	7,462.61	8,290.08	30,842.05	31,187.38
	Total expenses	36,874.78	36,181.96	40,064.16	152,866.23	147,586.60
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	1,973.04	2,166.53	2,980.01	10,016.42	11,167.41
4	Other income	640.96	202.33	39.84	1,061.73	353.00
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	2,614.00	2,368.86	3,019.85	11,078.15	11,520.41
6	Finance costs	1,855.27	1,874.81	2,594.31	7,994.76	9,973.03
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	758.73	494.05	425.54	3,083.39	1,547.38
8	Exceptional items income/(expense) (refer note 4)	-	-	1,183.00	1,908.51	1,032.97
9	Profit from ordinary activities before tax (7 - 8)	758.73	494.05	1,608.54	4,991.90	2,580.35
10	Tax expense, net	254.59	436.67	287.58	2,127.25	1,203.49
11	Net Profit for the year (9 - 10)	504.14	57.38	1,320.96	2,864.65	1,376.86
12	Paid-up equity share capital (face value of Rs 10 each)	634.14	634.14	554.00	634.14	554.01
13	Reserves (excluding revaluation reserve)				24,059	13,135
14	Earnings per share (not annualised)					
	Basic (Rs)	7.95	0.91	24.39	47.28	25.42
	Diluted (Rs)	7.95	0.91	24.39	47.28	25.42

* Balancing figure (refer note 2)

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
PARTICULARS OF SHAREHOLDING						
1	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%
	Promoters and promoter group shareholding					
2	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%

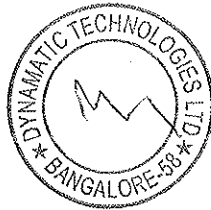
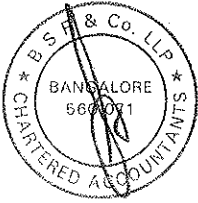


Segmental reporting:

(Rs in lacs, except as otherwise stated)

	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	Segment revenue					
	a) Hydraulics	6,628.69	6,604.64	7,727.42	29,215.32	30,952.73
	b) Aerospace and Defence	6,444.26	6,911.99	6,287.48	26,174.50	22,333.05
	c) Automotive and Aluminium castings	25,774.87	24,831.86	29,029.27	107,492.83	105,468.23
	Income from operations (net)	38,847.82	38,348.49	43,044.17	162,882.65	158,754.01
2	Segment results (profit before tax and interest from each segment)					
	a) Hydraulics	789.96	392.05	698.14	2,602.39	3,342.24
	b) Aerospace and Defence	824.20	1,717.79	1,434.20	5,265.03	5,712.69
	c) Automotive and Aluminium castings	358.88	56.69	847.67	2,149.00	2,112.48
	Total	1,973.04	2,166.53	2,980.01	10,016.42	11,167.41
	Unallocable					
	- Interest	1,855.27	1,874.81	2,594.31	7,994.76	9,973.03
	- Exceptional items income/ (expense) (refer note 4)	-	-	1,183.00	1,908.51	1,032.97
	- Other income	(640.96)	(202.33)	(39.84)	(1,061.73)	(353.00)
	Profit before tax	758.73	494.05	1,608.54	4,991.90	2,580.35
3	Segment capital employed (Segment assets - segment liabilities)					
	a) Hydraulics	8,577.78	8,000.86	8,675.85	8,577.78	8,675.85
	b) Aerospace and Defence	22,999.93	22,431.13	21,638.16	22,999.93	21,638.16
	c) Automotive and Aluminium castings	19,889.55	26,967.84	23,898.32	19,889.55	23,898.32
	d) Others	3,637.40	3,264.41	3,782.00	3,637.40	3,782.00
	Total	55,104.66	60,664.24	57,994.33	55,104.66	57,994.33
	Unallocated	(3,319.57)	(10,634.35)	(6,230.34)	(3,319.57)	(6,230.34)
	Total	51,785.09	50,029.89	51,763.99	51,785.09	51,763.99

* Balancing figure (refer note 2)

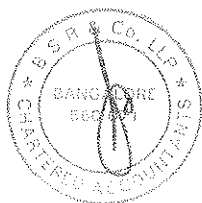


DYNAMATIC TECHNOLOGIES LIMITED
DYNAMATIC PARK, PEENYA, BANGALORE-560 058, INDIA
Disclosure of Consolidated Balance Sheet Items as per Clause 41 (V)(h) of Listing Agreement

(Rs in lacs, except as otherwise stated)

Particulars	As at	
	31 March 2015 (Audited)	31 March 2014 (Audited)
Equity and liabilities		
Shareholders' funds		
Share capital	634	554
Reserves and surplus	24,531	13,761
Money received against share warrants	-	1,000
	25,165	15,315
Minority Interest	36	264
Non-current liabilities		
Long-term borrowings	26,584	36,185
Deferred tax liabilities (net)	2,757	3,411
Other long-term liabilities	295	1,385
Long-term provisions	679	288
	30,315	41,269
Current liabilities		
Short-term borrowings	13,974	10,077
Trade payables	27,434	28,060
Other current liabilities	15,801	19,389
Short-term provisions	2,255	1,566
	59,464	59,092
Total	114,980	115,940
Assets		
Non current assets		
Goodwill #	8,789	6,788
	8,789	6,788
Fixed assets		
- Tangible fixed assets	53,546	59,672
- Intangible fixed assets	2,019	2,235
- Capital work in progress	435	278
	56,000	62,185
Non-current investments	1	1
Long-term loans and advances	2,419	2,499
Other non-current assets	1,611	1,103
	4,031	3,603
Current assets		
Inventories	22,715	22,799
Trade receivables	11,308	10,163
Cash and bank balances	7,613	4,410
Short-term loan and advances	3,140	3,211
Other current assets	1,384	2,781
	46,160	43,364
Total	114,980	115,940

In accordance with paragraph 27 of Accounting Standard 11, "The Effects of Changes in Foreign Exchange Rates", the Company has reinstated the goodwill arose on the acquisition of non-integral forcing operations at the closing rate. This has resulted into a reinstatement of Rs 2,001 lacs credited to Foreign currency translation reserve lying in Reserves and Surplus.



NOTES:

1. The consolidated financial results of Dynamic Technologies Limited ("the Company"), its subsidiaries and an associate, as listed below, (collectively known as "the Group") are prepared in accordance with requirements of the Accounting Standard AS 21 "Consolidated Financial Statements" prescribed by Companies (Accounting Standards) Rules, 2006 (as amended).

Sl. no.	Name of the entity	Subsidiaries/Associate	Country of incorporation	Effective group shareholding%
1	JKM Erla Automotive Limited (JEAL)	Subsidiary	India	99.99
2	JKM Research Farm limited (JRFL)	Subsidiary	India	99.99
3	JKM Global Pte Limited (JGPL)	Subsidiary	Singapore	100.00
4	JKM Ferrotech Limited (JFTL)	Step Subsidiary	India	99.99
5	Dynamic Limited (DL, UK)	Step Subsidiary	United Kingdom	100.00
6	Yew Tree Investments Limited (YTIL)	Step Subsidiary	United Kingdom	100.00
7	JKM Erla Holdings GmbH (JEHG)	Step Subsidiary	Germany	100.00
8	Eisenwerk Erla GmbH (EEG)	Step Subsidiary	Germany	100.00
9	Harasfera Design Private Limited (HDPL)	Associate	India	50.00

2. The above results were reviewed by Audit Committee in their 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 consolidated 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. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit. 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.



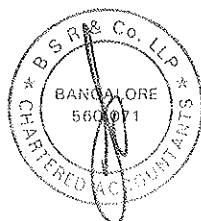
3. Pursuant to the provisions of the Listing Agreement, the Management has decided to publish consolidated financial results in the newspapers. However the standalone financial results will be made available on the Company's website at www.dynamics.com and also on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).
4. 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, during the year ended 31 March 2015, the Group has carried out a deleverage exercise and has prepaid certain loans to the banks and other parties in the books of the Company as well as at subsidiaries. As a part of this deleverage exercise and repayment of loans the Group had incurred various charges such as redemption premium to banks, prepayment penalty, swap cancellation, upfront fees etc aggregating Rs 2,256 lacs which is included in exceptional items.

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.

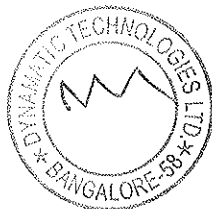
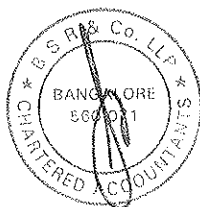
5. As per the requirement of Section 123 of the Companies Act 2013, the Group, based on the external technical evaluation, has reassessed the remaining useful lives of assets, primarily consisting of plant and machinery and buildings with effect from 1 April 2014. Based on the reassessment, the Management 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.



6. 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.
7. During the year ended 31 March 2015, JKM Erla Automotive Limited has made partial redemption of 2,278,306 preference shares by paying Rs 5,000 lacs to SHL Trading Limited out of the proceeds of fresh issue of equity shares. The remaining 357,694 preference shares continue on the same terms and conditions.
8. 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 had already issued 125,347 and 217,269 equity shares to Wavell Investments Private Limited and Mr 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 and Mr Udayant Malhoutra respectively after receiving balance 75% consideration aggregating Rs 1,700 lacs.



9. Information of standalone audited financial results of the Company in terms of Clause 41 (VI) (b) of the Listing Agreement is as under:

(Rs in lacs)

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
Total income from operations, net	10,667.54	11,279.09	11,060.89	45,652.78	42,892.37
(Loss) / Profit before tax and exceptional items	(307.04)	(255.12)	(742.75)	(741.27)	(1,002.09)
(loss) / Profit after tax and exceptional items	(315.06)	(255.12)	440.25	2,104.75	30.88

* refer note 2

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

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

11. Previous period/ year figures have been reclassified to conform with current period/ year 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

