

R. Vijayakumar B.Com, LL.B, FCS.,
Company Secretary in Practice



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Report of Scrutinizer

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and rules 20 and 21 of
the Companies (Management and Administration) Rules, 2014]*

To

The Chairman,
41st Annual General Meeting of the Equity Shareholders of Dynamatic Technologies
Limited held on Thursday, 11th August 2016 at 10:00 am (IST) at "Vivanta" by Taj,
No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022

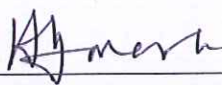
Dear Sir,

I, R. Vijayakumar, Practising Company Secretary, appointed as Scrutinizer for the purpose of the scrutinizing the remote e-voting, physical ballot forms and poll taken on the below mentioned resolution(s), at the 41st Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited held on Thursday, 11th August 2016 at 10:00 am (IST) at "Vivanta" by Taj, No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022, submit my report as under:

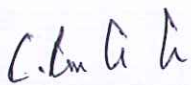
1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting), physical ballot forms and poll on the resolutions proposed in the Notice of the 41st Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic mean, physical ballot forms and use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer report of the votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited ("Karvy"), physical ballot forms and Voting at the AGM by Poll.



2. The Shareholders holding shares as on the cut-off date (i.e.,) 04th August 2016 were entitled to vote on the proposed resolutions (Item Nos., 1 to 4) as set out in the Notice of the 41st AGM of the Company;
3. The remote e-voting period remained open from 08th August 2016 (09:00) to 10th August 2016 (17:00 hrs). The Physical Ballots were open for receipt till 17:00 hrs of 10th August 2016. As per the details provided by the Company, no Physical Ballot form has been received till the cut-off time (i.e.,) 10th August 2016 (17:00 hrs).
4. At the meeting, after the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes were kept for polling was locked in my presence with due identification marks placed by me.
5. Immediately after conclusion of voting at the AGM, the locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The votes cast at the meeting and thereafter, the remote e-voting was unblocked on 11th August, 2016 in the presence of two witnesses viz., Mr Ganesh Moorthy H and Mr. Ram Chandra Kumar C who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ganesh Moorthy H



Ram Chandra Kumar C

7. The details containing, inter alia, list of equity shareholders, who voted, were downloaded from the e-voting website of Karvy - <https://evoting.karvy.com/>
8. The consolidated results (viz., Remote e-voting, Physical Ballot form and Poll at AGM) are as under:



ORDINARY BUSINESS

Resolution No.1: To consider, approve and adopt the Audited Balance Sheet of the Company (including the consolidated financial statements), as at 31 March 2016, Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Directors thereon – Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	33	4198418	100.0000%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	37	1431	100.0000%
Total	70	4199849	100.0000%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	-
Physical Ballot Form	0	0	-
Poll at AGM	0	0	-
Total	0	0	-

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	0	0
Poll at AGM	5	216
Total	5	216



Resolution No.2: To appoint a Director in place of Mr. Diet Hahn (DIN: 06414463), who retires by rotation and, being eligible, offers himself for reappointment – Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	30	4173257	99.4025%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	37	1431	100.0000%
Total	67	4174688	99.4027%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	2	25086	0.5975%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	0	0	0.0000%
Total	2	25086	0.5973%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	1	75
Physical Ballot Form	0	0
Poll at AGM	5	216
Total	6	291



Resolution No.3: To ratify the appointment of Statutory Auditors of the Company viz., M/s B S R & Co., LLP, Chartered Accountants, Bangalore (FRN 101248W/W-100022) and to fix their remuneration – Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	26	4002182	95.3260%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	37	1431	100.0000%
Total	63	4003613	95.3275%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	7	196236	4.6740%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	0	0	0.0000%
Total	7	196236	4.6725%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	0	0
Poll at AGM	5	216
Total	5	216



SPECIAL BUSINESS

Resolution No. 4 : To ratify the remuneration agreed to be paid to M/s. Rao, Murthy and Associates, Cost Auditors of the Company, for the financial year 2016-17 - Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	32	4198412	99.9999%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	36	1421	99.3012%
Total	68	4199833	99.9996%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	6	0.0001%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	1	10	0.6988%
Total	2	16	0.0004%

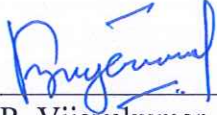
(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	0	0
Poll at AGM	5	216
Total	5	216



9. All relevant records of remote e-Voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 41th AGM, upon which the records will be handed over to the Chairman / Company Secretary for safe keeping.
10. Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



R. Vijayakumar
Practising Company Secretary
FCS – 6418; COP – 8667
Place : Bangalore
Date : 11 August 2016

