

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



V.M. Arcade, No. 376/A, 4th Floor
5th Main, 14th Cross, 6th Sector, HSR Layout
Bangalore - 560 102.
e-mail : vijay@viesva.com
Mob : +91-9449002064

REPORT OF SCRUTINIZER – POSTAL BALLOT

16 November 2016

The Chairman
Dynamatic Technologies Limited
CIN: L72200KA1973PLC002308
Dynamatic Park, Peenya
Bangalore – 560 058

Dear Sir,

Sub : Passing of Resolution through Postal Ballot - Reg.

Pursuant to the Resolution passed by the Board of Directors of Dynamatic Technologies Limited on 10 August 2016, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers including e-Voting in respect of following resolutions:

Res. No.	Description of the Resolutions
1	<p>To increase the limit for the mortgage / charge on the assets of the Company and in this regard to consider and, if thought fit, to pass the following resolution as Special Resolution under section 180(1)(a) of the Companies Act, 2013:</p> <p>“RESOLVED THAT in supersession of all earlier resolutions passed in this connection, the approval and consent of the Shareholders be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, for:</p> <ul style="list-style-type: none">- All and any mortgages and charges created or to be created on all the immovable and movable properties of the Company wherever situated (whether present or future); or on the whole of the undertaking/s of the Company and / or- taking over the management of the business and undertaking/s of the Company in certain events (whether such power is contained in the documents creating the mortgage/charge or otherwise) <p>to or in favour of any Bank or Financial Institutions or Lender(s) to secure repayment of any Terms Loan, Subscription to Debenture or other monies lent or advanced by them from time to time together with interest at the agreed rates, compound interest, additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges expenses and all other monies including any increase as a result of devaluation/revaluation/fluctuation in the rate exchange of foreign currencies involved payable by the company in terms of the respective loan agreements/heads of agreements/ letters of sanction/memorandum of terms and conditions entered into/to be entered into by the Company, within overall limits of INR 1000 Crores (Indian Rupees One Thousand Crores only).”</p> <p>“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient for giving effect to the above resolution and also to make any alterations or amendments thereto from time to time as may be required by the respective bank or financial institution.”</p>



Res. No.	Description of the Resolutions
2	<p>To increase the borrowing limits of the Company and in this regard to consider and, if thought fit, to pass the following resolution as Special Resolution under section 180(1)(c) of the Companies Act, 2013:</p> <p>“RESOLVED THAT in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and also subject to other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to borrow monies for the purpose of the business of the Company, notwithstanding that the monies to be so borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose for the time being, provided that the total amount including the money/s already borrowed by the Company shall not exceed INR 1000 Crores (Indian Rupees One Thousand Crores only).”</p> <p>“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”</p>
3	<p>To increase the investment limits of the Company upto INR 1000 crores and in this regard to consider and, if thought fit, to pass the following resolution as Special Resolution under section 186 of the Companies Act, 2013:</p> <p>“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to:</p> <p>(a) Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceed INR 1000 Crores (Indian Rupees One Thousand Crores);</p> <p>(b) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such loan, investment and guarantee outstanding at any time shall not exceeds INR 1000 Crores (Indian Rupees One Thousand Crores);</p> <p>“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time.”</p> <p>“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”</p>



I report that the Postal ballot notice dated 10 August 2016 under Section 110 of the Companies Act, 2013 and Rule 22 of The Companies (Management and Administration) Rules, 2014, was sent to (i) the Members, who have registered their e-mail through electronic transmission and (ii) the Members who have not registered their e-mail IDs through Speed post based on 30th September 2016 shareholders details. Further, all the shareholders have also been given an option of e-voting through e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) as per the aforesaid Act and Rules thereof and Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. I report that as stated in the notice sent to the shareholders, the Company has fixed 15 November 2016 up to 5:30 pm as the last date for receipt of Postal ballots and for casting e-Voting. As stated in Rule 22(3) of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "Sanjevani" Kannada Daily Newspaper and "Business Standard" English Daily Newspaper on 18 Oct 2016, informing about the dispatch of postal Ballot forms and other related matters mentioned therein.

I report that I have received the Postal Ballot Forms from the Shareholders during the period starting from **17 October 2016 (09:00 AM) to 15 November 2016 (05:30 PM)**.

All the Postal Ballot forms received up to the closure of working hours (**05:30 PM**) on 15 November 2016, the last date fixed by the Company for receipt of the forms, were considered for my scrutiny. During the course of scrutiny of Postal Ballot Forms I have not come across any mutilated Postal Ballot Forms.

I report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Share held, Number of Votes voted, Assented, Dissented and Rejected was maintained in electronic format.

I report that out of 9275 Shareholders, I have received polled Ballot Forms from 29 Shareholders. 324 Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of results.

Further, the option to vote through electronic mode was also given to the Shareholders of the Company through e-voting portal of Karvy Computershare Private Limited (<https://evoting.karvy.com>). The Votes were unblocked at 05:46 PM on 15 November 2016 in the presence of Mr. Murugesh C and Mr. Ram Chandra Kumar C who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes .The votes polled through ballot received by the Scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-voting results/list of Equity shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.



The details of polling are given below:

Total number of Shareholders	9275 (as on 30 Sep 2016)
Total number of Shares (paid up)	63,41,443 (as on 30 Sep 2016)
Voting period	17.10.16 (9:00 AM) to 15.10.16 (5:30 PM)
No. of Folios Voted through Karvy e-voting	39
No. of valid Postal Ballot forms received	27
No. of in valid Postal Ballot forms received	2
No. of undelivered envelops containing postal ballot forms	324

Summary of the Results are given below:

Resolution # 1 - Approval for increasing the limit for the mortgage / charge on the assets of the Company

A. Polled through e-voting

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	39 ✓	4208953 ✓	100.0000% ✓
No. of Folios voted FOR	38 ✓	4208853 ✓	99.9976% ✓
No. of Folios voted AGAINST	1 ✓	100 ✓	0.0024% ✓

Invalid votes	-	-
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B. Ballots received through Post

Particulars	No. of Folios	No. of Shares(Votes)	Percentage (%) (Votes)
Number of Ballots Received	27 ✓	4804 ✓	100.0000% ✓
Number of Votes FOR	21 ✓	4787 ✓	99.6461% ✓
Number of Votes AGAINST	6 ✓	17 ✓	0.3539% ✓

Invalid votes	2	235
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C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	66 ✓	4213757 ✓	100.0000% ✓
Number of Votes FOR	59 ✓	4213640 ✓	99.9972% ✓
Number of Votes AGAINST	7 ✓	117 ✓	0.0028% ✓

Invalid votes	2	235
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RESULT: As the number of votes cast in respect of Special Resolution mentioned in item no. 1 of the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution under as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.



Resolution # 2 – Approval for increasing the borrowing limits of the Company**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	39 ✓	4208953 ✓	100.0000% ✓
No. of Folios voted FOR	37 ✓	4208448 ✓	99.9880% ✓
No. of Folios voted AGAINST	2 ✓	505 ✓	0.0120% ✓

Invalid votes	-	-
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B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	27 ✓	4804 ✓	100.0000% ✓
Number of Votes FOR	21 ✓	4787 ✓	99.6461% ✓
Number of Votes AGAINST	6 ✓	17 ✓	0.3539% ✓

Invalid votes	2	235
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C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	66 ✓	4213757 ✓	100.0000% ✓
Number of Votes FOR	58 ✓	4213235 ✓	99.9876% ✓
Number of Votes AGAINST	8 ✓	522 ✓	0.0124% ✓

Invalid votes	2	235
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RESULT: As the number of votes cast in respect of Special Resolution mentioned in item no. 2 of the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

Resolution # 3 – Approval for increasing the investment limits of the Company**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	39 ✓	4208953 ✓	100.0000% ✓
No. of Folios voted FOR	33 ✓	4013690 ✓	95.3608% ✓
No. of Folios voted AGAINST	6 ✓	195263 ✓	4.6392% ✓

Invalid votes	-	-
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B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	27	4804	100.0000%
Number of Votes FOR	20	4772	99.3339%
Number of Votes AGAINST	7	32	0.6661%
Invalid votes	2	235	

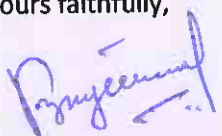
C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	66	4213757	100.0000%
Number of Votes FOR	53	4018462	95.3653%
Number of Votes AGAINST	13	195295	4.6347%
Invalid votes	2	235	

RESULT: As the number of votes cast in respect of Special Resolution mentioned in item no. 3 of the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.


All relevant records of Electronic voting and ballot papers received from the members remain in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.


Thanking you,
Yours faithfully,


R. Vijayakumar
FCS 6418; COP 8667
Practising Company Secretary



We the undersigned witness that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) and also votes polled through ballot were opened and processed in our presence at 05:46 PM on 15 November 2016 at the office of the Scrutinizer.


Murugesh C


Ram Chandra Kumar C

