



Voting results


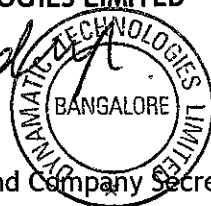
39th Annual General Meeting of Dynamatic Technologies Limited

The Company at its 39th (Thirty-Ninth) Annual General Meeting (AGM) held on 14 August 2014 at 10:00 (ten) AM IST at the Registered Office of the Company at Dynamatic Park, Peenya, Bangalore - 560 058 transacted the businesses set out in the AGM notice dated 28 May 2014. The Members of the Company casted their votes on the businesses through e-voting, ballot method and voting at AGM at the polling booths stationed at the AGM venue for the purpose.

All proposals mooted to the Members at the AGM have been duly approved by requisite majority.

The complete consolidated results of the votes cast by the Members through e-voting, ballot method and voting at the AGM venue have been detailed in the enclosed 'Annexure-1'. The scrutinizer's report on the e-voting is enclosed as 'Annexure-2' and the results of votes casted at the AGM have been made part of 'Annexure-3'.

for DYNAMATIC TECHNOLOGIES LIMITED

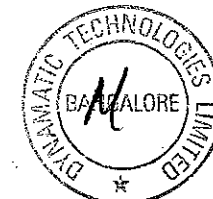
Naveen Chandra P
DGM-Compliance, Legal and Company Secretary
Enclosure: as above

ANNEXURE - 1

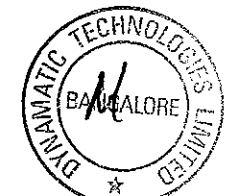
Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
1) Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014. (Ordinary Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7362	0.4525%	7062	300	95.9250%	4.0750%
	Total	5757319	3497278	60.7449%	3496978	300	99.9914%	0.0086%
2) Appoint Messrs. B S R & Co., LLP, Chartered Accountants, Bangalore, as the Statutory Auditors of the Company. (Ordinary Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7362	0.4525%	7062	300	95.9250%	4.0750%
	Total	5757319	3497278	60.7449%	3496978	300	99.9914%	0.0086%
3) Appointment of Mr. Vijai Kapur as an Independent Director of the Company. (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7267	0.4466%	6966	301	95.8580%	4.1420%
	Total	5757319	3497183	60.7433%	3496882	301	99.9914%	0.0086%
4) Appointment of Air Chief Marshal S. Krishnaswamy (Retd.) as an Independent Director of the Company. (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7267	0.4466%	6966	301	95.8580%	4.1420%
	Total	5757319	3497183	60.7433%	3496882	301	99.9914%	0.0086%



Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of votes in favour on Votes polled	% of Votes against on votes polled
5) Appointment of Mr. Govind Mirchandani as an Independent Director of the Company (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7267	0.4466%	6966	301	95.8580%	4.1420%
	Total	5757319	3497183	60.7433%	3496882	301	99.9914%	0.0086%
6) Appointment of Ms. Malavika Jayaram as an Independent Director of the Company. (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7267	0.4466%	6966	301	95.8580%	4.1420%
	Total	5757319	3497183	60.7433%	3496882	301	99.9914%	0.0086%
7) Appointment of Mr. Nalini Ranjan Mohanty as an Independent Director of the Company (Ordinary Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7267	0.4466%	6966	301	95.8580%	4.1420%
	Total	5757319	3497183	60.7433%	3496882	301	99.9914%	0.0086%
8) Appointment of Mr. Ramesh Venkataraman as an Independent of the Company. (Ordinary Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7267	0.4466%	6966	301	95.8580%	4.1420%
	Total	5757319	3497183	60.7433%	3496882	301	99.9914%	0.0086%
9) To approve mortgaging/creating charges on properties of the Company to secure the loans availed by the Company. (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7360	0.4466%	7059	301	95.9103%	4.0897%
	Total	5757319	3497276	60.7433%	3496975	301	99.9914%	0.0086%




Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of votes in favour on Votes polled	% of Votes against on votes polled
10) To approve borrowing monies, where the monies borrowed together with the monies already borrowed, exceeds the aggregate of its paid-up capital and free reserve. (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7360	0.4524%	6961	399	94.5788%	5.4212%
	Total	5757319	3497276	60.7449%	3496877	399	99.9886%	0.0114%
11) Re-appointment of Mr Udayant Malhoutra as CEO & Managing Director of the Company for a term of 3 (three) years. (Special Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7265	0.4465%	6964	301	95.8568%	4.1432%
	Total	5757319	3497181	60.7432%	3496880	301	99.9914%	0.0086%
12) Consider and approve the retirement of Mrs. Claire Louise Tucker, Director of the Company by rotation under section 152 of the Companies Act, 2013. (Ordinary Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7297	0.4485%	6996	301	95.8750%	4.1250%
	Total	5757319	3497213	60.7438%	3496912	301	99.9914%	0.0086%



Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of votes in favour on Votes polled	% of Votes against on votes polled
13) Consider and approve ratification of remuneration agreed to be paid to M/s. Rao Murthy and Associates, Cost Auditors of the Company. (Ordinary Resolution)	Promoter & Promoter Group	3022461	3022461	100.0000%	3022461	0	100.0000%	0.0000%
	Public - Institutional holders	1107805	467455	42.1965%	467455	0	100.0000%	0.0000%
	Public - Others	1627053	7360	0.4524%	6964	396	94.6196%	0.0000%
	Total	5757319	3497276	60.7449%	3496880	396	99.9887%	0.0113%

NOTE: All the resolutions (1 to 13) have been duly passed with requisite majority.

For Dynamatic Technologies Limited


Naveen Chandra .P
DGM - Compliance, Legal & Company Secretary



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

Annexure - 2



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

06 August 2014

The Chairman
Dynamatic Technologies Limited
Dynamatic Park, Peenya
Bangalore - 560 058

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act, 2013") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting, in terms of clause 35B of the Listing Agreement

I, R. Vijayakumar, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Dynamatic Technologies Limited ("DTL" or the "Company"), vide resolution dated 28 May 2014 pursuant to Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the Shareholders in respect of the below mentioned resolutions to be passed at the 39th Annual General Meeting ("AGM") of the Company to be held on 14 August 2014.

The Notice dated 28 May 2014 convening AGM of the Company along with Statement setting out material facts under Section 102 of the Act, 2013 were sent to Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 14 August 2014.

The Company has availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of 10 July 2014, were entitled to vote on the proposed resolutions as set out at Item Nos., 1 to 13 in the Notice of the 39th AGM of DTL. The voting period for e-voting commenced on Monday, 4 August 2014 at 9:00 am (IST) and ended on Wednesday, 6 August 2014 at 5:00 pm (IST) and the Karvy e-voting platform was blocked thereafter in the presence of two witnesses, who were / are not in the employment of the Company. Votes cast through Physical ballot forms, received upto 06 August 2014, have also been taken into consideration while arriving at the total voting results. The witnesses have signed below in confirmation of the votes being unlocked in their presence.

NA Arjun.

(ARJUN N.A)

Manish Kumar

(MANISH KUMAR)



I have scrutinized and reviewed the voting through electronic means and physical ballot mode and votes tendered therein based on the data downloaded from the Karvy, e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical ballot mode in respect of the said Resolutions.

1) Resolution No.1 – Adoption of Financial Statement

Considering, approving and adopting the Audited Balance Sheet of the Company as at 31 March 2014, Profit and Loss Account for the financial year ended on that date, together with the reports of the Auditors and Directors thereon.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	14	10499	0.30%
Total	30	3495487	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	2	300	0.01%
Total	2	300	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	1	1
Total	1	1



2) Resolution No.2 – Appointment of Auditor

Appointment of M/s BSR & Co., LLP, Chartered Accountants, (Registration No.AAB-8181) as Statutory Auditors of the Company and fixation of remuneration.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	14	10499	0.30%
Total	30	3495487	99.99%

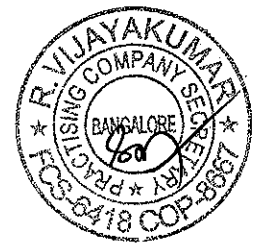
(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	2	300	0.01%
Total	2	300	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	1	1
Total	1	1



3) Resolution No.3 – Appointment of Independent Director

Appointment of Mr. Vijai Kapur, as an Independent Director of the Company

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



4) **Resolution No.4 – Appointment of Independent Director**

Appointment of Air Chief Marshal S. Krishnaswamy (Retd.), as an Independent Director of the Company.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



5) **Resolution No.5 – Appointment of Independent Director**

Appointment of Mr: Govind Mirchandani as an Independent Director of the Company.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

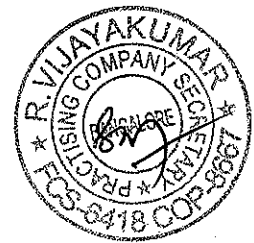
(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



6) Resolution No.6 – Appointment of Independent Director

Appointment of Ms. Malavika Jayaram as an Independent Director of the Company.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

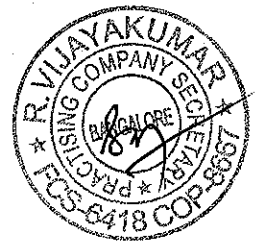
(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



7) Resolution No.7 – Appointment of Director

Appointment of Mr. Nalin Ranjan Mohanty, as an Independent Director of the Company

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

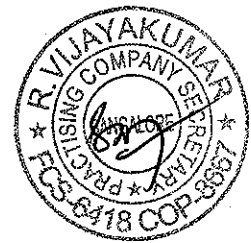
(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



8) **Resolution No.8 – Appointment of Director**

Appointment of Mr. Ramesh Venkataraman, as an Independent Director of the Company.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

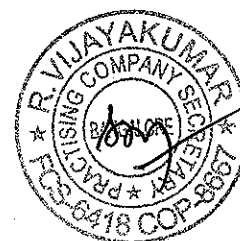
(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



9) **Resolution No.9 – Authorization to Board under Sec. 180(1)(a) of the Act, 2013**

Authorization to the Company's Board to mortgage / create charge over the assets of the Company upto Rs.500 crores for securing the credit facilities sanctioned / to be sanctioned by the Banks, Financial Institutions and or others.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	13	10498	0.30%
Total	29	3495486	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	1	1
Total	1	1



10) Resolution No.10 – Authorization to Board under Sec. 180(1)(c) of the Act, 2013

Authorization to the Company's Board to borrow money (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) upto Rs.500 crores.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	4	396	0.01%
Total	4	396	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	1	1
Total	1	1



11) Resolution No.11 – Reappointment of CEO & Managing Director

Reappointment of Mr. Udayant Malhoutra, as CEO & Managing Director for a period of 3 years as per the terms set out in the Notice calling the AGM.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	111
Total	2	111



12) Resolution No.12 – Vacancy caused by retirement by rotation be not filled-up

Vacancy caused by retirement of Ms. Claire Louise Tucker by rotation be not filled-up.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10435	0.30%
Total	28	3495423	99.99%

(ii) Voted against the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	3	301	0.01%
Total	3	301	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	2	64
Total	2	64



13) Resolution No.13 – Ratification of Remuneration to the Cost Auditor for the year 2014-15

Ratification of Remuneration of Rs.4,50,000 to M/s Rao Murthy and Associates, Cost Auditor for the year 2014-2015.

(i) Voted in favour of the resolution

Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	16	3484988	99.69%
Physical	12	10403	0.30%
Total	28	3495391	99.99%

(ii) Voted against the resolution

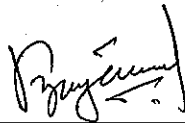
Particulars (E-Voting / Physical Ballot Mode)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0.00%
Physical	4	396	0.01%
Total	4	396	0.01%

(iii) Invalid Votes

(iv)

Particulars (E-Voting / Physical Ballot Mode)	Total No. of members whose votes were declared invalid	Total number of votes cast
E-Voting	0	0
Physical	1	1
Total	1	1

Thanking you,
Yours faithfully,



R. Vijayakumar
Practising Company Secretary
FCS – 6418; COP – 8667
Place : Bangalore
Date : 06 August 2014



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

FORM No. MGT-13

Report of Scrutinizer(s)

*(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014)*

To

The Chairman

39th (Thirty-Ninth) Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited held on Thursday, the 14th (Fourteenth) day of August 2014 (Two Thousand and Fourteen) at 10:00 (ten) AM IST at the Registered Office of the Company at Dynamatic Park, Peenya, Bangalore – 560 058.

Dear Sir,

I, R. Vijayakumar, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 39th (Thirty-Ninth) Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited, held on Thursday, 14th (Fourteenth) day of August 2014 (Two Thousand and Fourteen) at 10:00 (Ten) AM IST at the Registered Office of the Company at Dynamatic Park, Peenya, Bangalore – 560 058, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

1) **Resolution No.1:**

To consider, approve and adopt the Audited Balance Sheet of the Company, as at March 31, 2014, Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Directors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



2) **Resolution No.2 :**

To appoint Messrs. B S R & Co., LLP, Chartered Accountants, Bangalore (LLP registration number AAB-8181) as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this AGM and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



3) **Resolution No.3:**

Appointment of Mr. Vijal Kapur as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



4) **Resolution No. 4 :**

Appointment of Air Chief Marshal S. Krishnaswamy (Retd.) as an Independent Director of the Company.

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) **Voted against the resolution:**

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



5) **Resolution No. 5:**

Appointment of Mr. Govind Mirchandani as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



6) Resolution No. 6 :

Appointment of Ms. Malavika Jayaram as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



7) Resolution No.7 :

Appointment of Mr. Nalini Ranjan Mohanty as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



8) **Resolution No. 8 :**

Appointment of Mr. Ramesh Venkataraman as an Independent of the Company.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
66	1491	100%

(ii) **Voted against** the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
38	106



9) Resolution No. 9 :

To approve mortgaging / creating charges on properties of the Company to secure the loans availed by the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
65	1489	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
39	108



10) **Resolution No. 10 :**

To approve borrowing monies, where the monies borrowed together with the monies already borrowed, exceeds the aggregate of its paid-up capital and free reserve.

(i) Voted in favour of the resolution:

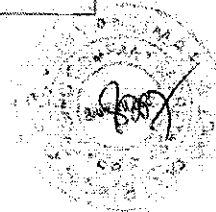
Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
63	1486	99.80%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
1	3	0.20%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
40	108



11) Resolution No. 11 :

Re-appointment of Mr Udayant Malhoutra as CEO & Managing Director of the Company for a term of 3 (three) years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
64	1489	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
40	108



12) Resolution No. 12 :

Consider and approve the retirement of Mrs. Claire Louise Tucker, Director of the Company by rotation under section 152 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
64	1489	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
40	108



13) Resolution No. 13 :

Consider and approve ratification of remuneration agreed to be paid to M/s. Rao Murthy and Associates, Cost Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
64	1489	100%

(ii) Voted against the resolution:

Number of members present and voting (in person and proxy)	Number of Votes cast by them	% of total number of valid votes cast
Nil	Nil	0%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
40	108

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

R. Vijayakumar
Practising Company Secretary
FCS - 6418; COP - 8667

Place : Bangalore

Date : 14 August 2014

