

DYNAMATIC TECHNOLOGIES LIMITED

14 August 2015

1. The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, MUMBAI 400 001.
Fax No. 022 - 2272 3121 / 3719 / 2037 / 2039 / 2041 / 2061

2. The Secretary
National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex
Bandra East, MUMBAI 400 051.
Fax No.022 - 26598237 / 38

Dear Sir / Madam,

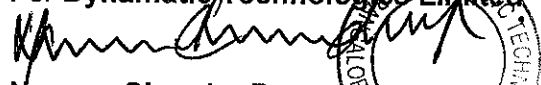
Sub: Submission of details, pursuant to Clause 35A of the Listing Agreement regarding voting results – Reg.**Ref:** Scrip code: NSE: DYNAMATECH; BSE: 505242

The Company held its 40th Annual General Meeting (AGM) on 14 August 2015 at 10:00 am (IST) at the "Vivanta" by Taj, No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022 to transact the business as set out in the AGM notice dated 28 May 2015. The members of the Company transacted the business by E-Voting, Ballot Form and Poll at AGM.

Pursuant to Clause 35A of the Listing Agreement, we hereby submit the following details:

SI No.	Description	Particulars			
A	Date of AGM	14 August 2015			
B	Book-Closure date	8 Aug 2015 to 14 Aug 15 (Both days inclusive)			
C	Total No. of Shareholders on record date to vote	9316			
D	No. of Shareholders present in the meeting either in person or through proxy				
	Shareholders		In Person	Proxy	Total
	Promoters and Promoters Group		9	0	9
	Public		208	8	216
	Total	217	8	225	
E	No. of Shareholders attended the meeting through Video Conferencing				
	Not Arranged				
F	Details of business transacted at AGM	Annexure Attached			

You may please take note of this submission on record.

Thanking you,
Yours faithfully,For **Dynamatic Technologies Limited**


Naveen Chandra P
Head – Legal, Compliance and Company Secretary
Encl: as above




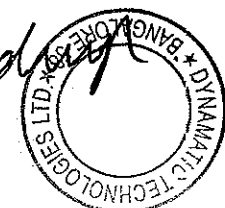
Dynamatic Park Peenya Bangalore 560 058 India
Tel +91 80 2839 4933 / 34 / 35 Fax +91 80 2839 5823
www.dynamics.com

Corporate Identity Number: L72200KA1973PLC002308 **1**

ANNEXURE - Clause 35A Report
DYNAMATIC TECHNOLOGIES LIMITED-14/08/2015-BANGALORE

Resolution No.	Description of the Resolution	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Ordinary Business									
1	To consider, approve and adopt the Audited Balance Sheet of the Company, as at 31 March 2015, Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Directors thereon – Ordinary Resolution	Promoter and Promoter Group	3242245	3214380	99.1406	3214380	100.0000	0	0.0000
		Public – Institutional Holders	1385678	690925	49.8619	690925	100.0000	0	0.0000
		Public-Others	1713520	5563	0.3247	5453	98.0226	110	1.9774
		Total	6341443	3910868	61.6716	3910758	99.9972	110	0.0028
2	To appoint a Director in place of Mr. Raymond Keith Lawton (DIN – 01687605) who retires by rotation and being eligible offers himself for reappointment – Ordinary Resolution	Promoter and Promoter Group	3242245	3214380	99.1406	3214380	100.0000	0	0.0000
		Public – Institutional Holders	1385678	690925	49.8619	439554	63.6182	251371	36.3818
		Public-Others	1713520	5616	0.3277	5451	97.0620	165	2.9380
		Total	6341443	3910921	61.6724	3659385	93.5684	251536	6.4316
3	To ratify the appointment of Statutory Auditors of the Company viz., M/s BSR & Co., LLP, Chartered Accountants, Bangalore (LLP Registration No.AAB-8181) and to fix their remuneration – Ordinary Resolution	Promoter and Promoter Group	3242245	3214380	99.1406	3214380	100.0000	0	0.0000
		Public – Institutional Holders	1385678	690925	49.8619	690925	100.0000	0	0.0000
		Public-Others	1713520	5563	0.3247	5453	98.0226	110	1.9774
		Total	6341443	3910868	61.6716	3910758	99.9972	110	0.0028
Special Business									
4	To consider and approve the appointment of Mr. Rajendra Babu Subodh as a Director of the Company under Section 160 of the Companies Act, 2013 – Ordinary Resolution	Promoter and Promoter Group	3242245	3214380	99.1406	3214380	100.0000	0	0.0000
		Public – Institutional Holders	1385678	690925	49.8619	690925	100.0000	0	0.0000
		Public-Others	1713520	5563	0.3247	5387	96.8362	176	3.1638
		Total	6341443	3910868	61.6716	3910692	99.9955	176	0.0045
5	To consider and approve the appointment of Mr. Rajendra Babu Subodh as an Executive Director and Chief Operating - Aerospace, India - Special Resolution	Promoter and Promoter Group	3242245	3214380	99.1406	3214380	100.0000	0	0.0000
		Public – Institutional Holders	1385678	690925	49.8619	690925	100.0000	0	0.0000
		Public-Others	1713520	5588	0.3261	5453	97.5841	135	2.4159
		Total	6341443	3910893	61.6720	3910758	99.9965	135	0.0035
6	To ratify the remuneration agreed to be paid to M/s. Rao, Murthy and Associates, Cost Auditors of the Company, for the year 2015-16 - Ordinary Resolution	Promoter and Promoter Group	3242245	3214380	99.1406	3214380	100.0000	0	0.0000
		Public – Institutional Holders	1385678	690925	49.8619	690925	100.0000	0	0.0000
		Public-Others	1713520	5413	0.3159	5303	97.9679	110	2.0321
		Total	6341443	3910718	61.6692	3910608	99.9972	110	0.0028

Resolution Nos., 1 to 6 above have been duly carried out with requisite majority

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

[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,
40th Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited held on Friday, 14 August 2015 at 10:00 am (IST) at "Vivanta" by Taj, No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022

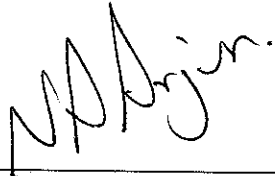
Dear Sir,

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 resolution(s) at the 40th Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited held on Friday, 14 August 2015 at 10:00 am (IST) at "Vivanta" by Taj, No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022, submit my report as under:

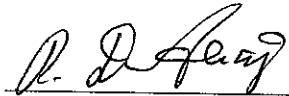
1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting), physical ballot forms and poll on the resolutions proposed in the Notice of the 40th Annual General Meeting of the Company is the responsibility 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.,) 07 August 2015 were entitled to vote on the proposed resolutions (Item Nos., 1 to 6) as set out in the Notice of the 40th AGM of the Company;
3. The remote e-voting period remained open from 10 August 2015 (09:00 hrs) to 13 August 2015 (17:00 hrs) and the Physical Ballot forms received till 17:00 hrs of 13 August 2015 were taken for scrutiny.
4. At the meeting, after the time fixed for closing of the poll by the Chairman, 1 (One) ballot box 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. Thereafter Physical Ballot forms were opened. The poll papers and the Physical Ballot forms 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 the votes cast through Physical Ballot forms were counted and thereafter, the remote e-voting was unblocked on 14 August 2015 in the presence of two witnesses viz., Mr. Arjun NA and Mr. Devraj R, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

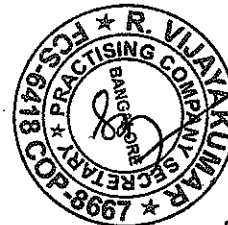


Arjun NA
794/4, 8th Cross, Ramanuja Road
Mysore - 570004
(Camp at Bangalore)



Devraj R
L-64/62, New ASTC Hudco
Avvai Nagar, Hosur - 635109
(Camp at Bangalore)

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, as at 31 March 2015, 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	30	3857986	100.0000%
Physical Ballot Form	45	52024	100.0000%
Poll at AGM	64	748	87.1795%
Total	139	3910758	99.9972%

(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	0.0000%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	1	110	12.8205%
Total	1	110	0.0028%

(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	6	102
Poll at AGM	9	35
Total	15	137



Resolution No.2: To appoint a Director in place of Mr. Raymond Keith Lawton (DIN – 01687605) 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	19	3606615	93.4844%
Physical Ballot Form	44	52022	99.8944%
Poll at AGM	64	748	87.1795%
Total	127	3659385	93.5684%

(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	11	251371	6.5156%
Physical Ballot Form	2	55	0.1056%
Poll at AGM	1	110	12.8205%
Total	14	251536	6.4316%

(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	5	49
Poll at AGM	9	35
Total	14	84



Resolution No.3: To ratify the appointment of Statutory Auditors of the Company viz., M/s BSR & Co., LLP, Chartered Accountants, Bangalore (LLP Registration No.AAB-8181) 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	30	3857986	100.0000%
Physical Ballot Form	45	52024	100.0000%
Poll at AGM	64	748	87.1795%
Total	139	3910758	99.9972%

(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	0.0000%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	1	110	12.8205%
Total	1	110	0.0028%

(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	6	102
Poll at AGM	9	35
Total	15	137



SPECIAL BUSINESS

Resolution No.4 : To consider and approve the appointment of Mr. Rajendra Babu Subodh as a Director of the Company under Section 160 of the Companies Act, 2013 – Ordinary Resolution

(i) Voted in favour of the resolution

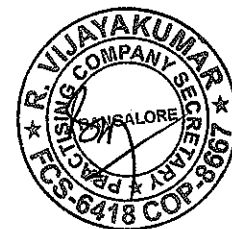
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	30	3857986	100.0000%
Physical Ballot Form	44	51958	99.8731%
Poll at AGM	64	748	87.1795%
Total	138	3910692	99.9955%

(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	0.0000%
Physical Ballot Form	1	66	0.1269%
Poll at AGM	1	110	12.8205%
Total	2	176	0.0045%

(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	6	102
Poll at AGM	9	35
Total	15	137



Resolution No.5 : To consider and approve the appointment of Mr. Rajendra Babu Subodh as an Executive Director and Chief Operating Officer - Aerospace, India - Special 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	3857986	100.0000%
Physical Ballot Form	45	52024	99.9520%
Poll at AGM	64	748	87.1795%
Total	139	3910758	99.9965%

(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	0.0000%
Physical Ballot Form	1	25	0.0480%
Poll at AGM	1	110	12.8205%
Total	2	135	0.0035%

(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	5	77
Poll at AGM	9	35
Total	14	112



Resolution No.6 : To ratify the remuneration agreed to be paid to M/s. Rao, Murthy and Associates, Cost Auditors of the Company, for the year 2015-16 - Ordinary Resolution

(i) Voted in favour of the resolution

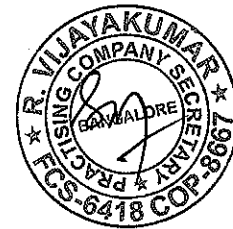
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	30	3857986	100.0000%
Physical Ballot Form	43	51874	100.0000%
Poll at AGM	64	748	87.1795%
Total	137	3910608	99.9972%

(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	0.0000%
Physical Ballot Form	0	0	0.0000%
Poll at AGM	1	110	12.8205%
Total	1	110	0.0028%

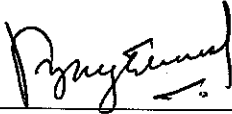
(iii) Invalid Votes

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	8	252
Poll at AGM	9	35
Total	17	287



9. All relevant records of remote e-Voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 40th AGM, upon which the records will be handed over to the Chairman / Company Secretary for safe keeping.
10. The Physical Ballot form, 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 : 14 August 2015