

13<sup>th</sup> February, 2023

To, The Manager - Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. <b>Scrip Code: 505242</b>	To, The Manager – Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, Plot No. C/1, G - Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400 051. <b>Symbol: DYNAMATECH</b>
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Dear Sir / Madam,

**Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Extraordinary General Meeting of Members**

Dear Sir,

This is in continuation to our letter dated 10<sup>th</sup> February, 2023 and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting (“EGM”) of the Company will be held on Thursday 9<sup>th</sup> March, 2023 at 11:30 a.m. (IST) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”). We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members of the Company.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Monday 6<sup>th</sup> March, 2023 at 9:00 a.m. (IST) and will end on Wednesday 8<sup>th</sup> March, 2023 at 5:00 p.m. (IST).

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. [www.dynamatics.com](http://www.dynamatics.com).

We request you to take this information on your records & kindly acknowledge the receipt of the same.

Thanking you,

Yours Sincerely,

For **Dynamatic Technologies Limited**

**Shivaram V**

Head – Legal, Compliance and Company Secretary  
 Membership Number- A19173



Registered Office  
 Dynamatic Technologies Limited  
 JKM Plaza Dynamatic Aerotropolis  
 55 KIADB Aerospace Park  
 Devanahalli Bangalore 562 110 India  
 Tel +91 80 2111 1223 +91 80 2204 0535

[www.dynamatics.com](http://www.dynamatics.com)

Corporate Identity Number: L72200KA1973PLC002308



## NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Dynamatic Technologies Limited ("the Company") will be held on Thursday 9<sup>th</sup> March, 2023 at 11:30 a.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following Special Business:

**1. TO OFFER, ISSUE AND ALLOT EQUITY SHARES OF THE COMPANY TO INVESTORS ON PREFERENTIAL BASIS**

To consider and, if deemed fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (Including any statutory modification(s) or re-enactment (s) thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Reserve Bank of India, Ministry of corporate Affairs, Government of India, the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges where the equity shares of the Company are listed ("Stock Exchanges"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches on a preferential basis, upto 4,50,000 (Four Lakhs and Fifty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each ("Equity Shares") for cash at a price of Rs. 2,509/- per equity shares (including a premium of Rs. 2,499/- per equity share) for an amount upto Rs. 112,90,50,000/- (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only) to the below mentioned Non-Promoters, ("Proposed Allottees"), provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion;





Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares	Investment Amount (in Rs.)
1.	AL Mehwar Commercial Investments L.L.C. – (NOOSA)	Non- Promoter Group – (Foreign Portfolio Investor)	2,50,000	62,72,50,000/-
2.	Cohesion MK Best Ideas Sub-Trust	Non- Promoter Group – (Foreign Portfolio Investor)	1,50,000	37,63,50,000/-
3.	Abakkus Diversified Alpha Fund, Scheme of Abakkus Growth Fund (CAT 3 AIF)	Non- Promoter Group – (Alternative Investment Fund)	50,000	12,54,50,000/-
Total			4,50,000	112,90,50,000/-

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Tuesday, 7<sup>th</sup> February, 2023 being the date 30 days prior to the date of Extra-Ordinary General Meeting i.e. Thursday, 9<sup>th</sup> March, 2023;

**RESOLVED FURTHER THAT** all such Equity Shares to be issued and allotted by the Board shall be subject to provisions of Memorandum and Article of Association of the Company and shall rank *pari passu* in all respect including dividend and voting rights with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Equity Shares;

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account;

**RESOLVED FURTHER THAT** the Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted, along with application letter and the consideration for allotment of Equity shares shall be paid to the Company from the bank accounts of the respective proposed allottees;

**RESOLVED FURTHER THAT** the allotment shall be completed within a period of 15 days from the passing of this resolution, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall be issued in dematerialized form and shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI (ICDR) Regulations and the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;





**RESOLVED FURTHER THAT** the consideration received for allotment of Equity Shares to the Proposed Allottees shall be kept in separate bank account until utilised for the following purposes:

Nature of Utilisation	Amount (Rs.)	Tentative timeline for utilisation
Repayment of loan from banks		
Kotak Mahindra Bank Ltd	45,00,00,000 (Rupees Forty Five Crores Only)	On or before 31 <sup>st</sup> March 2023
Axis Bank Ltd	25,00,00,000 (Rupees Twenty Five Crores Only)	On or before 15 <sup>th</sup> April 2023
IndusInd Bank Ltd	30,00,00,000 (Rupees Thirty Crores Only)	On or before 15 <sup>th</sup> April 2023
General corporate purposes	12,90,50,000 (Rupees Twelve Crores Ninety Lakhs Fifty Thousand Only)	On or before 15 <sup>th</sup> April 2023
<b>Total</b>	<b>112,90,50,000 (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only)</b>	

**RESOLVED FURTHER THAT** not more than 25% of the consideration received for allotment of Equity Shares to the Proposed Allottees shall be utilised for general corporate purposes.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint consultants, professional advisors and legal advisors to give effect to the aforesaid resolution;





**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board  
For Dynamatic Technologies Limited

**Shivaram V**

Head – Legal, Compliance and Company Secretary  
Membership No. A19173

**Place:** Bangalore

**Date:** 10<sup>th</sup> February, 2023

**Registered Office:**

JKM Plaza, Dynamatic Aerotropolis, 55 KIADB  
Aerospace Park, Devanahalli Bangalore 562110  
Corporate Identity Number: L72200KA1973PLC002308  
Phone Number: +91 80 2111 1223 / +91 80 2204 0535  
+91 80 2839 4933/34/35 Fax: +91 80 2839 5823  
Email ID: investor.relations@dynamatics.net  
website: [www.dynamatics.com](http://www.dynamatics.com)





**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and dispensed the personal presence of the members at the meeting. Accordingly MCA issued General Circular No. 14/2020 dated 8th April 2020, General Circular No.17/2020 dated 13th April 2020, followed by General Circular 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021, General Circular No. 03/2022 dated 5th May 2022, General Circular No.11/2022 dated 28th December 2022 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") had permitted the holding of the General Meeting ("GM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") read with aforesaid MCA Circulars, the EGM of the Company is being held through VC / OAVM, hereinafter called as "e-EGM".
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 as Special Business as it is in the interest of the Company.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the e-EGM shall be deemed to be conducted at the Registered Office of the Company i.e. JKM Plaza, Dynamatic Aerotropolis, 55 KIADB Aerospace Park, Devanahalli Bangalore - 562110, which shall be the venue of the e-EGM.
5. e-EGM: Company has appointed M/s Kfin Technologies Limited, Registrars and Transfer Agents ("Kfin"), to provide Video Conferencing facility and further shareholders can vote through e- Voting mode.
6. Pursuant to the provisions of the circulars of MCA on the VC/ OVAM (e-EGM):
  - a. Members can attend the meeting through e-voting log in credentials provided to them to connect Video Conference. Physical attendance of the members at the meeting venue is not required.
  - b. Appointment of Proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
  - d. Shareholders who have not registered their e-mail address and in consequence, the Notice of EGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number provided with Kfin, by clicking the link: <https://ris.Kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice of e-EGM and e-voting instructions along with the User ID and Password.
7. Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. Up to 2000 members will be able to join on a FIFO basis to the e-EGM





9. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
10. The attendance of the Members (member's logins) attending the e-EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019. Request received for transmission or transposition of securities will also be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfin for assistance in this regard.
12. In view of the 'Green Initiatives' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. pursuant to Section 113 of the Companies Act, 2013 together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: pramod@bmpandco.com with a copy marked to email id:-evoting@kfintech.com

The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

14. In case of joint holders attending the e-EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.





It is in Members' interest to claim any un-encashed dividends and in the future, opt for Electronic Clearing Service (ECS), so that dividends paid by the Company are credited to Members' account on time.

Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/unpaid dividends thereon at the following address:

Kfin Technologies Ltd.  
Selenium Tower B, Plot 31 & 32,  
Financial District, Nanakramguda, Serilingampally Mandal,  
Hyderabad - 500 032, Telangana.

16. Updation of and other details: SEBI vide its Circulars dated 3rd November 2021 and 14th December 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1 available in the website: [www.dynamatics.com](http://www.dynamatics.com)

It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.

Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at [www.dynamatics.com](http://www.dynamatics.com) and furnish the requisite details.

17. Nomination Facility: As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

18. Members, who have not yet exchanged their share Certificates of Dynamatic Hydraulics Limited, with the Share Certificates of Dynamatic Technologies Limited, are requested to surrender their Share Certificate(s) for exchange. Such Members' are requested to contact the Company's Registrar and Share Transfer Agent – Kfin, in this regard.

19. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e. 9th March, 2023. Members seeking inspection of the aforementioned documents can send an email to [investor.relations@dynamatics.net](mailto:investor.relations@dynamatics.net)

20. Since the e-EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

21. In compliance with the aforesaid MCA Circulars, Notice of the e-EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on 10th February, 2023 Members may note that the Notice has been uploaded on the Company's website at [www.dynamatics.com](http://www.dynamatics.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and the EGM Notice is also available on the website of Kfin Technologies Limited (agency for providing the Remote e- Voting Facility) at <https://evoting.kfintech.com/>

22. The Members who have cast their vote by remote e-voting prior to the e-EGM may also attend/ participate in the e-EGM through VC / OAVM but shall not be entitled to cast their vote again.







23. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.kfintech.com/> to reset the password.
24. In case of any grievances connected with facility for e-voting, please contact:  
Mrs. C Shobha Anand,  
Dy. Vice-President  
Contact No. 1800 309 4001, at  
Kfin Technologies Ltd, Selenium Tower B, Plot 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally Mandal, Hyderabad - 500 032, Telangana.
25. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date being 3<sup>rd</sup> March, 2023.
26. The Company has appointed Mr. Pramod S.M. (FCS Membership No. 7834 and Certificate of Practice No.13784), Partner, BMP & Co., LLP, Practicing Company Secretaries as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer to Mr. Pramod S.M., to scrutinize the voting and remote e-voting process in a fair and transparent manner.
27. The Scrutinizer shall, immediately after the conclusion of voting at the e-EGM, unblock the votes cast through remote e-voting and count the same, and count the votes cast during the e- EGM, and shall make, within 2 working days of conclusion of the e-EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
28. The Chairman or the person authorized by him in writing shall forthwith on receipt in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.dynamatics.com](http://www.dynamatics.com) and Kfin website <https://evoting.kfintech.com/> and the communication will be sent to BSE Limited and the National Stock Exchange of India Limited on their respective website - viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)
29. PROCEDURE FOR REMOTE E-VOTING:
- I. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfin, on the resolution set forth in this Notice.
- II. However, in pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- III. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless





authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

IV. The remote e-Voting period commences from Monday 9:00 a.m, (IST) on 6<sup>th</sup> March, 2023 and ends at Wednesday 5:00 p.m. (IST) on 8<sup>th</sup> March, 2023.

V. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with Kfin for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

VI. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

VII. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfin e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-EGM) of the Company on Kfin system to participate e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. User already registered for IDeAS facility:               <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. User not registered for IDeAS e-Services               <ol style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>ii. Select "Register Online for IDeAS" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields. Follow steps given in points 1</li> </ol> </li> </ol>
	<ol style="list-style-type: none"> <li>3. Alternatively by directly accessing the e-Voting website of NSDL               <ol style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>ii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> </ol> </li> </ol>





	<ul style="list-style-type: none"> <li>iii. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.Kfin.</li> <li>iv. On successful selection, you will be redirected to Kfin e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>1. Existing user who have opted for Easi / Easiest <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfin e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ul> </li> <li>2. User not registered for Easi/Easiest <ul style="list-style-type: none"> <li>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii. Proceed with completing the required fields.</li> <li>iii. Follow the steps given in point 1</li> </ul> </li> <li>3. Alternatively, by directly accessing the e-Voting website of CDSL <ul style="list-style-type: none"> <li>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide your demat Account Number and PAN No.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>iv. After successful authentication, user will be provided links for the respective ESP, i.e kfin where the e- Voting is in progress.</li> </ul> </li> </ul>
Individual Shareholder login through their demat accounts/Website of Depository Participant	<ul style="list-style-type: none"> <li>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>iii. Click on options available against company name or e-Voting service provider – Kfin and you will be redirected to e-Voting website of Kfin for casting your vote during the remote e-Voting period without any further authentication.</li> </ul>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- I. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>





- II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting the vote.
  - III. After entering these details appropriately, click on "LOGIN".
  - IV. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - V. You need to login again with the new credentials.
  - VI. On successful login, the system will prompt you to select the "EVEN" i.e., "Dynamatic Technologies Limited- EGM" and click on "Submit"
  - VII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - X. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - XI. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - XII. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id pramod@bmpandco.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."
- (B) Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the, Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.





Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of e-EGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.
  - i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by Kfin. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfin. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@dynamatics.net. Questions / queries received by the Company till 7th March, 2023 shall only be considered and responded during the EGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.





viii. Facility of joining the EGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

IV) Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

#### OTHER INSTRUCTIONS:

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfin. On successful login, select 'Speaker Registration' which will open from Monday, 6th March, 2023, at 9:00 a. m. and close on Tuesday, 7th March, 2023, at 5:00 p.m. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> Please login through the user id and password provided in the mail received from Kfin. On successful login, select 'Post Your Question' option which will opened from Monday, 6th March, 2023, at 9:00 a.m. and close on Tuesday, 7th March, 2023 at 5:00 p.m.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfin Website) or contact at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfin's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 3<sup>rd</sup> March, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number +Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Members who may require any technical assistance or support before or during the EGM are requested to contact Kfin at toll free number 1-800-309-4001 or write to them at [evoting@Kfintech.com](mailto:evoting@Kfintech.com).
30. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company i.e., [www.dynamatics.com](http://www.dynamatics.com).





## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 10<sup>th</sup> February, 2023:

#### ITEM NO. 1:

The Board in their Meeting held on Friday, 10<sup>th</sup> February, 2023, subject to necessary approval(s), had approved to offer, issue and allot equity shares of the Company to proposed allottees on preferential basis.

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue upto 4,50,000 (Four Lakhs Fifty Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each for cash at a price of Rs. 2,509/- per equity share (including a premium of Rs. 2,499/- per equity share) for an amount up to Rs. 112,90,50,000/- (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only) to the below mentioned persons, being non-Promoter to whom the Equity Shares are to be allotted on Preferential basis;

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares	Investment Amount (in Rs.)
1.	AL Mehwar Commercial Investments L.L.C. – (NOOSA)	Non- Promoter Group - (Foreign Portfolio Investor)	2,50,000	62,72,50,000/-
2.	Cohesion MK Best Ideas Sub-Trust	Non- Promoter Group - (Foreign Portfolio Investor)	1,50,000	37,63,50,000/-
3.	Abakkus Diversified Alpha Fund, Scheme of Abakkus Growth Fund (CAT 3 AIF)	Non- Promoter Group - (Alternative Investment Fund)	50,000	12,54,50,000/-
Total			4,50,000	112,90,50,000/-

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations are as under:

- 1) Particulars of the offer including date of passing of the Board resolution, kind of securities offered, Total/maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their Meeting held on Friday, 10<sup>th</sup> February, 2023 had, subject to the approval of the Members of the Company ("Members") and such other approvals as may be





required, approved the issue of Equity shares having face value of Rs.10/- (Rupees Ten Only) on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottees	PAN	Nature and Number of Securities	Price of Each Security	Total Amount
1.	AL Mehwar Commercial Investments L.L.C. – (NOOSA)	AAQCA8800K	2,50,000 (Two Lakhs and Fifty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs.2,509/- (Rupees Two Thousand Five Hundred Nine Only) per Equity Share	Rs.62,72,50,000/- (Rupees Sixty Two Crores Seventy Two Lakhs Fifty Thousand Only)
2.	Cohesion MK Best Ideas Sub-Trust	AACTC7026Q	1,50,000 (One Lakh and Fifty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs.2,509/- (Rupees Two Thousand Five Hundred Nine Only) per Equity Share	Rs.37,63,50,000/- (Rupees Thirty Seven Crores Sixty Three Lakhs Fifty Thousand Only)
3.	Abakkus Diversified Alpha Fund, Scheme of Abakkus Growth Fund (CAT 3 AIF)	AAJTA6159R	50,000 (Fifty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs.2,509/- (Rupees Two Thousand Five Hundred Nine Only) per Equity Share	Rs.12,54,50,000/- (Rupees Twelve Crores Fifty Four Lakhs Fifty Thousand Only)
Total			4,50,000 (Four Lakhs Fifty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each	Rs.2,509/- (Rupees Two Thousand Five Hundred Nine Only) per Equity Share	Rs.112,90,50,000/- (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only)

The terms and conditions of the Preferential Issue of the Equity Shares are as stated in the Resolution.

## 2) Objects of the Preferential Issue:

The Company shall utilise the proceeds of the preferential issue of Equity Shares for repayment of loan from banks and general corporate purposes (not more than 25% of the consideration received for allotment of Equity Shares) in the following manner :-

Nature of Utilisation	Amount (Rs.)	Tentative timeline for utilisation
Repayment of loan from banks		
Kotak Mahindra Bank Ltd	45,00,00,000 (Rupees Forty Five Crores Only)	On or before 31 <sup>st</sup> March 2023
Axis Bank Ltd	25,00,00,000 (Rupees Twenty Five Crores Only)	On or before 15 <sup>th</sup> April 2023
IndusInd Bank Ltd	30,00,00,000 (Rupees Thirty Crores Only)	On or before 15 <sup>th</sup> April 2023
General corporate purposes	12,90,50,000 (Rupees Twelve Crores Ninety Lakhs Fifty Thousand Only)	On or before 15 <sup>th</sup> April 2023







Total	112,90,50,000 (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only)	
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**3) Relevant Date:**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Tuesday, 7<sup>th</sup> February, 2023, being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 9<sup>th</sup> March, 2023.

**4) Basis on which the price has been arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation :**

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations for the purpose of computation of the floor price. Accordingly, the floor price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 2,507.59/- (Rupees Two Thousand Five Hundred Seven and Fifty Nine Paise Only) per Equity Share, being higher of the following:

- the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 2,507.59/- (Rupees Two Thousand Five Hundred Seven and Fifty Nine Paise Only) per Equity Share; or
- the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is Rs. 2,442.46/- (Rupees Two Thousand Four Hundred Forty-Two and Forty Six Paise Only) per Equity Share.

Further, Regulation 164 states that if the Articles of the Company provides for a method of determination which results in Floor Price higher than determined under these regulations, then the same also need to be considered. Article 13 (b) (ii) provides for a requirement to obtain valuation report of a registered valuer, hence the same also need to be considered while determination of floor price.

Further, in terms of Regulation 166A of the SEBI (ICDR) Regulations and Article 13 (b) (ii) of the Articles of Association of the Company, the Company has obtained a valuation report from an independent registered valuer viz. Bhavin R. Patel & Associates, issued by Mr. Bhavin R. Patel, having his office at 79, Nirman Park, B/h Pramukh Prasad Society, Manjalpur, Vadodara, Gujarat - 390011 and the price determined by such independent registered valuer is Rs. 2,507.59/- (Rupees Two Thousand Five Hundred Seven and Fifty Nine Paise Only) per Equity Share. The valuation report shall be available for inspection by the Members at the Meeting and will also be made available on the Company's website and will be accessible at link: <https://dynamatics.com/Investors/Reports/>.

Hence, the floor price in terms of Regulation 164 and read with Regulation 166A of the SEBI (ICDR) Regulations shall be Rs. 2,507.59/- (Rupees Two Thousand Five Hundred Seven and Fifty Nine Paise Only) per Equity Share.

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI (ICDR) Regulations.





5) Amount which the Company intends to raise by way of such securities:

The Company intends to raise Rs. 112,90,50,000/- (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only)

Further, for the purpose of giving effect of the proposed preferential issue of 4,50,000 (Four Lakhs Fifty Thousand) Equity Shares for an amount up to Rs. 112,90,50,000/- (Rupees One Hundred and Twelve Crores Ninety Lakhs Fifty Thousand Only) for cash and in terms of Regulation 162A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations") and other applicable laws, the Board of the Directors of the Company has appointed India Ratings and Research Private Limited, a Credit Rating Agency registered with the SEBI, as monitoring agency for the proposed preferential issue to monitor the proceeds of the issue.

6) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue.

7) Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

8) Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

Name of the Propose Allottees	Class	Pre-Issue Holding		Post-Issue Shareholding	
		No. of Equity Shares	%	No. of Equity Shares	%
AL Mehwar Commercial Investments L.L.C. – (NOOSA)	Non- Promoter Group - (Foreign Portfolio Investor)	Nil	Nil	2,50,000	3.68
Cohesion MK Best Ideas Sub-Trust	Non- Promoter Group - (Foreign Portfolio Investor)	Nil	Nil	1,50,000	2.21
Abakkus Diversified Alpha Fund, Scheme of Abakkus Growth Fund (CAT 3 AIF)	Non- Promoter Group - (Alternative Investment Fund)	Nil	Nil	50,000	0.74





9) Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects-

No Contribution is being made by the promoters of the Company or Directors as part of the offer or separately in furtherance of its objects.

10) Principle terms of assets charged as securities

Not Applicable

11) Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated 3<sup>rd</sup> February, 2023 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company is provided as Annexure "A" to the Notice.

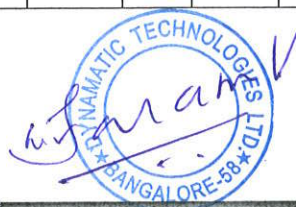
12) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of the Propose Allottees	Ultimate Beneficial Owner	Category of the allottees	PAN of the Allottees	Pre - issue Equity holding	Percentage (%) of Equity Shares Held Pre Issue	No of Equity Shares to be allotted	Post issue Equity Holding	Percentage (%) of Equity Shares Held post issue
1.	AL Mehwar Commercial Investments L.L.C. - (NOOSA)	FPI - Sovereign Wealth fund, the UBO is Government of the Emirate of Ab Dhabi	Foreign Portfolio Investor  Registration Number: INUEFP038818 - CAT1 FPI	AAQCA8800K	Nil	Nil	2,50,000	2,50,000	3.68





2.	Cohesion MK Best Ideas Sub-Trust	Cohesion MK Best Ideas Sub-Trust is controlled by the board of its investment manager which is composed of the following individuals, 1. Spike Hughes, Director Address: Penthouse 02, Tanzanite Apartment, Tiara Residences, Palm Jumeirah, Dubai 392238, UAE  2. Gervais Gua, Director Address: 152 Haig Road, #16-05 Haig Court, Singapore 438791	Foreign Portfolio Investor  FPI Registration Number: INCYFP053820	AAC TC70 26Q	Nil	Nil	1,50,000	1,50,000	2.21
3.	Abakkus Diversified Alpha Fund, Scheme of Abakkus Growth Fund (CAT 3 AIF)	Trustee to Abakkus Diversified Alpha Fund Amicorp Trustees India Pvt Ltd Director - Tariq Aboobaker Director - Kiran Bohra  Investment Manager Abakkus Asset Manager LLP Partner - Sunil Singhania Partner - Biharilal Deora	Alternative Investment Fund-Registration Number: IN/AIF3/18-19/0550 (CAT 3 AIF)	AAJT A615 9R	Nil	Nil	50,000	50,000	0.74





**13) Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

**14) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable. The Offer which are specified in item no. 1 is being made for cash.

**15) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the financial year 2022-2023.

**16) Lock-in Period:**

The Equity Shares shall be locked-in for such period as may be specified under Regulation 167 of Chapter V of the SEBI (ICDR) Regulations.

**17) Listing:**

The Company will make an application to the Stock Exchanges at which the existing Equity Shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**18) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter :**

All the proposed allottees belong to Non-Promoter category.

**19) Practising Company Secretary Certificate:**

The certificate from BMP & Co. LLP, Practicing Company Secretaries, having its office at # 4272, Saptagiri, 2<sup>nd</sup> Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bengaluru- 560085, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members during the Meeting and will also be made available on the Company's website and will be accessible at link: <https://dynamatics.com/Investors/Reports/>.

**20) Material terms of the proposed Preferential Issue of the Equity Shares:**

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution as set out at Item Nos. 1 of this Notice.





## 21) Other disclosures:

- a) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- c) As the Equity Shares have been listed for a period of more than 90 (Ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
- d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- g) The proposed allottees have not sold or transferred any Equity Shares during 90 (Ninety) trading days preceding the relevant date.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares of the Company as specifically described in the resolutions set out at Item No. 1 of this Notice.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company to issue Equity shares on preferential basis.

The documents referred to in the Notice, for which this shareholder's approval is being obtained, will be available electronically for inspection on website link <https://dynamatics.com/Investors/Reports/>. Members seeking to inspect such documents can send an email to [investor.relations@dynamatics.net](mailto:investor.relations@dynamatics.net)

Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 1 in the accompanying notice for approval by the Members.

The Board believes that the abovementioned proposals are in the interest of the Company and accordingly, recommends the special resolutions set out at Item No. 1 of this Notice for the approval of the Members.





None of the Directors, Managers, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

By order of the Board  
For Dynamatic Technologies Limited

Shivaram V

Head – Legal, Compliance and Company Secretary  
Membership No. A19173

Place: Bangalore

Date: 10<sup>th</sup> February, 2023

**Registered Office:**

JKM Plaza, Dynamatic Aerotropolis, 55 KIADB  
Aerospace Park, Devanahalli Bangalore 562110  
Corporate Identity Number: L72200KA1973PLC002308  
Phone Number: +91 80 2111 1223 / +91 80 2204 0535  
+91 80 2839 4933/34/35 Fax: +91 80 2839 5823  
Email ID: investor.relations@dynamatics.net  
website: [www.dynamatics.com](http://www.dynamatics.com)





**Annexure A**

**Pre-issue and Post Preferential Issue Shareholding pattern:**

Sr. No.	Category	Pre-Issue Shareholding (as on 3 <sup>rd</sup> February, 2023)		Post Issue Shareholding (adjusted for preferential allotment)	
		No. of Shares	% of shares	No. of Shares	% of shares
<b>A</b>	<b>Promoter Share Holding</b>				
<b>1</b>	<b>Indian Promoters</b>				
	Individuals / HUF	528398	8.33	528398	7.78
	Bodies Corporate	2314847	36.50	2314847	34.08
	<b>Sub Total of Indian Promoters</b>	<b>2843245</b>	<b>44.84</b>	<b>2843245</b>	<b>41.87</b>
<b>2</b>	<b>Foreign Promoters</b>				
	Individuals / HUF	0	0	0	0
	Bodies Corporate	0	0	0	0
	<b>Sub Total of Foreign Promoters</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>2843245</b>	<b>44.84</b>	<b>2843245</b>	<b>41.87</b>
<b>B</b>	<b>Public Share holding</b>				
<b>1</b>	<b>Institutions</b>				
u	Foreign Portfolio Investors	720035	11.35	1120035	16.49
	Financial Institutions/ Banks	605933	9.56	655933	9.66
	<b>Sub Total of Institutions</b>	<b>1325968</b>	<b>20.91</b>	<b>1775968</b>	<b>26.15</b>
<b>2</b>	<b>Central Government/ State Government(s)/ President of India</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>3</b>	<b>Non-Institutions</b>				
(i)(a)	Individual share capital upto Rs. 2 Lakhs	1152235	18.17	1152235	16.97
(i)(b)	Individual share capital in excess of Rs. 2 Lakhs	421046	6.64	421046	6.20
(ii)	NBFCs registered with RBI	0	0	0	0
(iii)	Bodies Corporate	290602	4.58	290602	4.28
(iv)	Clearing Members	732	0.01	732	0.01
(v)	HUF	180896	2.85	180896	2.66
(vi)	IEPF	48572	0.77	48572	0.72
(vii)	Non-Resident Indian (NRI)	74301	1.17	74301	1.09
(viii)	Trusts	3846	0.06	3846	0.06
(ix)	Unclaimed Shares	0	0	0	0
	<b>Sub Total of Non-Institutions</b>	<b>2172230</b>	<b>34.25</b>	<b>2172230</b>	<b>31.98</b>
	<b>Total Public Shareholding (B)</b>	<b>3498198</b>	<b>55.16</b>	<b>3948198</b>	<b>58.13</b>
	<b>Grand Total (A + B)</b>	<b>6341443</b>	<b>100</b>	<b>6791443</b>	<b>100</b>

