

8<sup>th</sup> May, 2020

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 / 26598346

**Sub: Dispatch of Postal Ballot Notice of Dynamatic Technologies Limited ('Company') - Intimation under Regulation 30 of SEBI (LODR) Regulations 2015.**

Dear Sir / Madam,

In furtherance to our letter dated 30<sup>th</sup> April 2020, please find attached the Postal Ballot Notice together with the Explanatory Statement sent to the members of the Company whose names are appearing in the Register of Members/ List of Beneficial Owners as on Friday, 1<sup>st</sup> May 2020 for your kind attention. The same has also been uploaded in the Company's website.

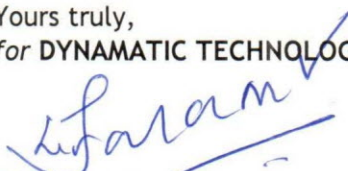
The summary of the Postal Ballot event details is as under:

Sl. No	Event details	Date
1.	Notice date	30 <sup>th</sup> April 2020
2.	Cut-off date	1 <sup>st</sup> May, 2020
3.	Voting Start date	13 <sup>th</sup> May, 2020
4.	Voting End date	11 <sup>th</sup> June, 2020

We request you to kindly take the above on record.

Thank you.

Yours truly,  
for DYNAMATIC TECHNOLOGIES LIMITED

  
Shivaram V  
Head Legal, Compliance and Company Secretary

Enclosure: as above

# DYNAMATIC TECHNOLOGIES LIMITED

Registered Office: Dynamatic Park, Peenya, Bangalore - 560 058  
Corporate Identity Number: L72200KA1973PLC002308  
Phone Number: +91 80 2839 4933/34/35 Fax: +91 80 2839 5823  
Email ID: investor.relations@dynamatics.net; website: www.dynamatics.com



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## NOTICE OF POSTAL BALLOT

*(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)*

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Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the "Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (the "Rules") read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), to transact the special business as set out hereunder by passing Special Resolution through postal ballot (only through the remote e-voting process).

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of Dynamatic Technologies Limited ("Company") through remote e-voting.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company ("the Board"), at their meeting held on **30th April 2020**, considered and approved the following resolutions, subject to the Shareholders' approval through postal ballot:

The Board of Directors of the Company have appointed Mr. Pramod S.M. (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., for conducting the meeting only through the electronic voting process, in a fair and transparent manner. Please note that there will be no physical meeting of the Members of the Company as no meeting will be required to be called in terms of the MCA Circulars.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than **5.00 p.m. on 11th June 2020**. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer will submit his report to the Chairperson of the Company after completion of the scrutiny of the postal ballots (through remote e- voting). The result of postal ballot shall be declared **on or before 12th June 2020** and communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and shall also be displayed on the Company's website, <https://www.dynamatics.com/>. The resolution, if approved, will be taken as having been passed effectively on the date of declaration of the results.

### 1. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

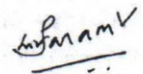
**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended to add clause III (7) as follows:

- To carry on in India or anywhere in the world, the business of, manufacturing, formulating, processing, prototyping, refining, producing, assembling, building, converting, designing, developing, demonstrating, repairing, maintaining, promoting, marketing, reconditioning, importing, exporting, buying, selling, trading, consigning, stocking, registering, packing and generally dealing in (a) all types of mechanical, automatic, semiautomatic, digital, electronic, instruments, equipment, apparatus, devices, diagnostic kits, processes and mechanisms, including in the segment of infectious diseases, genetic screening, genetic testing, biomarker analysis, and diagnostics*

generally, and (b) all types of devices, machineries, tools, their parts, fittings components and accessories used in healthcare treatment, diagnosis, research, testing, cure, operation, prevention, maintenance, mitigation, including special instruments like ventilators, resuscitators, coronary perfusion canulae, electrical or gas operated sternal cutters, high pressure stop cocks, compressed air breathing apparatus, and (c) all sorts of other equipment used in medicine, engineering, or otherwise, including in healthcare, development, welfare, public health, emergencies, humanitarian, disaster and crisis response, and all other fields, applications, sectors, industries, areas and uses, and otherwise.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board  
For Dynamatic Technologies Limited



Shivaram V  
Head – Legal, Compliance and Company Secretary  
Membership No.: ACS 19173

Place : Bangalore  
Date : 30th April 2020

#### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out material facts and reasons for the special business, is appended hereto.
2. The Notice of Postal Ballot is being sent to all the members of the Company, whose name appear in the Register of members/list of beneficial owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **1st May 2020**, the cut-off date and the voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cutoff date.
3. The Notice of Postal Ballot is being sent to members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/**the Company's Registrar and Share Transfer Agents (in case of physical shareholding)**.
4. This Postal Ballot Notice is being sent, by e-mail, only to those Eligible Members who have registered their e-mail ID with the Company, the Depositories or with the depository participant or submitted their e-mail IDs to **M/s. KFin Technologies Private Limited ("KFintech")**, on or before 5:00 p.m. on **1st May 2020**.
5. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
6. Eligible Members who have not submitted their e-mail IDs to **KFintech**, are required to provide their e-mail IDs to the Company or to Registrar and Share Transfer Agent, on or before 5:00 p.m. on **1st June 2020** pursuant to which, any Member may receive on the e-mail ID provided by the Member this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting:

7. **The Registrar and Share Transfer Agents:** Process to be followed for submission of e-mail ID is as follows:

**For Members who have Electronic folios:**

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select the company name
- (c) Member to enter DPID-Client ID / Folio Number and PAN details
- (d) Upload the self-attested PAN copy
- (e) Shareholder to enter e-mail ID and mobile number
- (f) System will check the authenticity of the Client ID and PAN details, and send different OTPs to the Member on their e-mail ID and mobile number
- (g) Member to enter the OTPs received by SMS and e-mail ID to complete the validation process. Please note that the OTP will be valid for five (5) minutes only.
- (h) The system will then confirm the e-mail ID for the limited purpose of service of this Postal Ballot Notice
- (i) The system will then send this Postal Ballot Notice and procedure for remote e-voting to the e-mail ID provided by the Member.

**For Members who have Physical folios:**

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
  - (b) Select the company name
  - (c) Member to enter physical Folio Number (only numeric) and PAN details
  - (d) In the event the PAN details are not available on record, Member to enter one of the certificate numbers
  - (e) Member to enter e-mail ID and mobile number
  - (f) System will check the authenticity of the Folio Number and PAN details or the certificate number, and send different OTPs to the Member on their e-mail ID and mobile number
  - (g) Member to enter the OTPs received by SMS and e-mail ID to complete the validation process. Please note that the OTP will be valid for five (5) minutes only.
  - (h) If PAN details are not available, the system will prompt the Member to upload the duly signed and scanned copy of the PAN card.
  - (i) The system will then confirm the e-mail ID for the limited purpose of service of this Postal Ballot Notice.
  - (j) The system will then send this Postal Ballot Notice and procedure for remote e-voting to the e-mail ID provided by the Member.
8. After successful submission of the e-mail ID, the Company or **KFintech** will share a copy of this Postal Ballot Notice, immediately and not later than within 48 hours of receipt of the e-mail ID from the Eligible Members. In case of any queries, shareholder may write to [evoting@kfintech.com](mailto:evoting@kfintech.com) / [investor.relations@dynamics.net](mailto:investor.relations@dynamics.net).
9. Members are requested to submit their e-mail IDs with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following the procedure provided in this Postal Ballot Notice, in respect of both physical and electronic holdings.
10. Eligible Members can vote only through electronic mode of voting.
11. Pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI ( Listing Obligation and Disclosure Requirements ) Regulations, 2015 the Company is pleased to provide Electronic Voting ("e-voting"), facility to all its members, to enable them to cast their votes electronically. E-voting is mandatory for the Eligible Members and is the only means to cast a vote on the stated item of business. Eligible Members may in accordance with the provisions of Sections 112 and 113, appoint representatives for the purpose of voting through remote e-voting.

The Company has engaged the services of KFintech to provide e-voting facility to all its members. The e-voting facility is available at the link <https://evoting.karvy.com>

12. The e-voting facility will be available during the following voting period:

**Commencement of e-voting : 9:00 am (IST) on 13th May 2020**

**Last date of e-voting : 5:00 pm (IST) on 11th June 2020**

The e-voting module will be disabled by KFintech for voting thereafter.

13. Vote on a resolution, once cast, cannot be changed subsequently.

14. The Board of Directors has appointed Mr. Pramod S.M. (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., as Scrutinizer to scrutinize the postal ballot/ e-voting process in a fair and transparent manner.

15. The scrutinizer will submit his report to the Chairman/ Managing Director upon completion of the scrutiny of the postal ballot votes, and the result will be announced by the Company Secretary **on or before 12th June 2020** by placing it, along with the scrutinizer's report, on the website of the Company at <https://www.dynamics.com>. The result will also be communicated to the Stock Exchanges, where the equity shares of the Company are listed and the e-voting facilitator <https://evoting.karvy.com>.

16. The date of declaration of results of the postal ballot, i.e. **on or before 12th June 2020**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

17. The Postal Ballot Notice has been uploaded on the Company's website viz., <https://www.dynamics.com> and also on Karvy website <https://evoting.karvy.com>.

**18. The instructions and other information relating to e-voting are as under:**

1. In case a Member receives email from KFintech [for Members whose email IDs are registered with the company/ Depository Participant(s)]:

i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.

ii. Enter the login credentials (i.e. User ID and Password) mentioned in the Postal Ballot Form. Your Folio No./ DP ID-Client ID will be your User ID.

iii.

User – ID	<b>For Members holding shares in Demat</b> Form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 Digits Beneficiary ID <b>For Members holding shares in Physical Form:</b> a) Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iv. After entering these details appropriately, click on "LOGIN".

v. Members will now reach password change Menu wherein they are required to mandatorily change the 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 the member to change the password and update the contact details like mobile number, email ID, etc. on first login. Members may also enter a secret question and answer of their choice to retrieve the password in case members forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.

vi. Members need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the "EVENT" i.e., Dynamic Technologies Limited.

viii. 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 in "AGAINST" but the total number in FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as abstained and the shares held will not be counted under either head.

- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - x. Voting has to be done for each item of the Notice separately. In case members do not desire to cast his/her vote on any specific item it will be treated as abstained.
  - xi. Members may then cast their vote by selecting an appropriate option and click on "Submit".
  - xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a member confirms, he/she will not be allowed to modify. During the voting period, members can login any number of times till they have voted on the Resolutions(s).
  - xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: pramod@bmpandco.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
  - xiv. The e-voting period commences on 13th May 2020 at 9:00 A.M. and ends on 11th June 2020 at 5:00 P.M. During this period, Members of the company holding share in physical form or in dematerialized form, as on the cut-off date, being 1st May 2020, may cast their vote by electronic means in the manner and process set out herein above.
  - xv. 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 Password' option available on the site to reset the password.
  - xvi. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
  - xvii. Please note that Postal Ballot form(s) received after the closing hours (5:00 PM IST) on the last date 11th June 2020 will be treated as not having been received and the e-voting module shall be disabled for voting thereafter.
  - xviii. In case of any queries pertaining to e-voting please visit Help & FAQ's section of [https:// evoting.karvy.com](https://evoting.karvy.com) (KFintech website) or toll free No. 1-800-34-54-001.
19. **Registration of e-mail ID** - The Act recognizes sending of documents to any Member through electronic mode. Accordingly, pursuant to proviso to Rule 18(3) of the Rules, we hereby provide you the opportunity to register your e-mail ID for future communications. In case you wish to register your new e-mail ID or if there is any change in your e-mail ID which has already been registered with the depository participant, the Depositories or the Company, we request you to register your new/revised e-mail ID with your depository participant (for shares held in demat form), the Depositories (for shares held in demat form) or Company (for shares held in physical form) immediately.

## EXPLANATORY STATEMENT

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated 30th April 2020

#### Item No. 1:

In view of the global pandemic of COVID-19, there is a global shortage of Medical Equipment such as ventilators, resuscitators, diagnostic kits, diagnostic devices, machineries, tools, their parts, fittings components, apparatus and various accessories used in medical engineering for treatment in the field of healthcare and such allied field and countries across the world are looking at increasing the production of the same.

In fight against the pandemic of COVID-19 and in the larger public interest, your Company also wishes to support the government of India by stepping up to this challenge and serve the country in developing and manufacturing indigenous medical equipment that are most affordable.

Your company, under the guidance of renowned medical doctors, scientists and various design experts, has developed the world's most affordable ventilator/resuscitator. The ventilator/ resuscitator developed by the Company does not require electricity to function and there is no component which needs to be imported. This device maintains pressure and also controls oxygen mix for a controlled breathing systems. This development is critical for rural/urban primary health centres and reaffirms the Company's Research and Development capabilities.

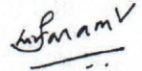
In the light of the above the Company also wishes to explore a sustainable business model in the future for manufacture of medical equipment such as ventilator/resuscitator, diagnostic kits, diagnostic devices, machineries, tools, their parts, fittings components, apparatus and various accessories/allied instruments used in medical engineering for treatment in the field of healthcare and such allied field.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 7 after the existing sub-clause 6 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Bangalore and any other Statutory or Regulatory Authority, as may be necessary.

The Directors commend the passing of the Resolution under Item No. 1 of the accompanying Notice for the approval of the Members of the Company

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

**By Order of the Board  
For Dynamatic Technologies Limited**



**Shivaram V  
Head – Legal, Compliance and Company Secretary  
Membership No.: ACS 19173**

**Place : Bangalore  
Date : 30th April 2020**

