

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF DYNAMIC TECHNOLOGIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT DYNAMIC PARK PEENYA, BANGALORE 560058, ON SATURDAY, OCTOBER 11, 2014 AT 10.00 AM.

DIRECTORS PRESENT:

Mr. Vijai Kapur Audit	...	Chairman of the Board and Committee
Air Chief Marshal S Krishnaswamy (Retd)	...	Member and Director
Mr. Govind Mirchandani	...	Director
Mr. Nalini Ranjan Mohanty	...	Director
Mr. Dietmar Hahn	...	Director

IN ATTENDANCE:

Mr. Naveen Chandra .P	...	DGM – Head Legal, Compliance & Company Secretary
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Mr. Naveen Chandra welcomed the Directors on the dais, the shareholders present at the meeting and other stakeholders and requested Mr. Vijai Kapur, Chairman of the Board and Audit Committee to Chair the Meeting.

Thereafter, Mr. Vijai Kapur, Chairman, welcomed the Shareholders of the Company to the Extraordinary General Meeting.

1. Quorum

The Chairman ascertained the presence of quorum from the Company Secretary and announced the presence of 50 members in person and 13 by proxy. The Chairman declared the presence of requisite quorum and called the meeting to order.

2. Register of Proxies

The Chairman announced that the Register of Proxies were kept open and were available for inspection by the members.

3. Take note of e-voting facility and voting through Postal Ballot

The Chairman informed to the members present that, the Company had provided e-voting facility and also voting through postal ballot to cast their votes on the proposal. He also informed that pursuant to provisions of Section 108 read with Section 107 and other applicable provisions of Companies Act, 2013 and rules thereunder, no voting by show of hands or poll would be undertaken. It was informed that, the Shareholders who had not cast their vote through e-voting or ballot mechanism could cast their vote at the polling booths stationed for the purpose at the venue of the meeting.

SPECIAL BUSINESS:

1. Issue of further securities through Qualified Institutions Placement

The Chairman invited members' queries and/or comments on the proposal to issue further securities through Qualified Institutions Placement ('QIP').

The shareholders expressed their interest to invest in the Company if the Company had issued equity shares under rights offer. They also requested the Company to appraise them the usage of the funds raised through QIP. The members further requested to know as to whether dividends would be paid in the year ending March 31, 2015.

Mr. Naveen Chandra, Company Secretary appreciated the enthusiasm of the members and informed that the requirement of the funds for the Company was not huge and explained in brief, the ease of raising small capital through QIP. The members were appraised that, the funds raised through QIP would be used to meet working capital requirements of the Company. As regards the payment of dividend it was also informed that, the Board would consider the payment of dividend once the results for the year ended March 31, 2015 were declared.

The Company Secretary was requested to read out the results of voting mentioned in the scrutinizers' report. The Company Secretary read out the scrutinizers' report and informed that the proposal had been passed unanimously as a Special Resolution with 3270671 having been casted in favour of the proposal.

Accordingly, the following Special Resolution was adopted by the members:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re- enactment thereof, for the time being in force, the "Companies Act, 2013"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, all other applicable Rules made under Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time ("SEBI ICDR Regulations") and all other SEBI regulations and guidelines, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, and the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the stock exchanges where the equity shares of the Company are listed, and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals, consents, permissions and/or sanctions of the Securities and Exchange Board of India ("SEBI"), the stock exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI"), the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry and such other

ministries / departments of the Government of India, and all such other authorities or institutions as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed to by the Board of Directors of the Company (the **Board**, which term shall be deemed to include the Finance Committee of the Board constituted or any other committee which may be constituted to exercise its powers including the powers conferred hereunder), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to offer, create, issue and allot (including any provisions for allotment on firm/competitive basis as may be permitted), equity shares of the Company with a face value of INR10 (Indian Rupees Ten) each or any other securities of the Company ("Securities"), in the course of domestic/international offerings in the domestic markets, through Qualified Institutions Placement as may be deemed fit by the Board in one or more tranches, to all eligible investors under applicable laws, regulations and guidelines as decided by the Board in accordance with Chapter VIII of the SEBI ICDR Regulations, for up to an aggregate amount of INR 100 (Hundred) crores, at such a price, either with or without premium as may be determined by the Board at the time of the issue and allotment of such Securities and such Securities may be issued at a discount of up to 5% (or more as may be prescribed under SEBI ICDR Regulations), on the price determined in accordance with the pricing formula."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted in accordance with the terms of the offering, all such Securities ranking *pari passu* inter-se and with then existing holders such respective Securities of the Company in all respects including dividend, Securities to be so offered, issued and allotted being subject to the provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the decision of the Board to have 13th September, 2014 as the relevant date for determining the pricing of the equity shares (or of the underlying equity shares) proposed to be issued in accordance with the provisions of the SEBI ICDR Regulations be and is hereby ratified."

"RESOLVED FURTHER THAT the allotment of Securities shall be completed within a period of twelve months from the date of passing of this resolution or such other time as may be allowed under SEBI Regulations and further the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment except on a recognized stock exchange or as prescribed under SEBI ICDR Regulations."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities

may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, escrow banks, trustees, bankers, advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

“RESOLVED FURTHER THAT the decision of the Board of Directors to sub-delegate all or any of its powers to the Finance Committee of the Board so as to give effect to the aforesaid resolutions and take necessary steps, including but not limited to preparation of the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges and to do all such acts, deeds, matters and things and accept any alterations or modification(s), changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the members be and is hereby approved / ratified.”

“RESOLVED FURTHER THAT all acts, deeds and things that may have been done by the Board prior to the approval of Shareholders including any of those acts / deeds as mentioned here above in relation to the issue of Securities by Qualified Institutions Placement be and are hereby ratified and confirmed by the Shareholders.”

“RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Naveen Chandra, DGM-Head Legal, Compliance and Company Secretary of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution, whether incidental or ancillary thereto.”

There being no other business to transact, the Chairman thanked the members for attending the Meeting. The proceedings of the Extraordinary General Meeting of the Company came to an end with vote of thanks to the Chair.

Place: Bangalore
Date:

VIJAI KAPUR
CHAIRMAN