

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



NOTICE CALLING THE 41ST ANNUAL GENERAL MEETING

Notice is hereby given that the **41st (Forty First) Annual General Meeting ('AGM')** of the Members of Dynamatic Technologies Limited (the 'Company') will be held on **Thursday, the 11th (eleventh) day of August 2016 (two thousand and sixteen) at 10:00 (ten) AM IST** at the "Vivanta" by Taj, No. 2275, Tumkur Road, Yeshwantpur, Bangalore 560022, to transact the following businesses:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Balance Sheet of the Company, as at 31st March, 2016, Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Directors thereon.
2. To appoint a Director in place of Mr. Dietmar Hahn (DIN: 06414463), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company viz., Messrs. B S R & Co., LLP, Chartered Accountants, Bangalore (Firm registration number 101248W/W-100022) and to fix their remuneration by passing the following resolution as an

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the Audit & Risk Management Committee of the Board of Directors and the resolutions passed by the Shareholders at their Annual General Meeting held on 14th August, 2014, the appointment of M/s. B S R & Co., LLP, Chartered Accountants (Firm registration number 101248W/W-100022) as Statutory Auditors of the Company to hold office till the conclusion of the 44th Annual General Meeting to be held in the calendar year 2019, subject to ratification of the appointment by the members at every Annual General Meeting be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2017 as may be determined by the Audit & Risk Management Committee in consultation with the Statutory Auditors, and that such remuneration may be paid on progressive billing basis as may be agreed upon between the Statutory Auditors and the Board of Directors."

SPECIAL BUSINESS

4. To ratify the remuneration agreed to be paid to M/s. Rao, Murthy and Associates, Cost Auditors of the Company, for the financial year 2016-17 and in this regard to consider and pass the following resolutions as **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹4,50,000 (Four Lakhs Fifty Thousand only), excluding out of pocket expenses and applicable taxes, agreed to be paid to M/s. Rao Murthy and Associates, Cost Auditors appointed by the Board of Directors of the Company for the financial year 2016-17, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. A member entitled to attend the AGM is entitled to appoint a proxy to attend the AGM instead of himself or herself and such proxy need not be a member of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the time fixed for holding the AGM.
2. A person can act as a proxy on behalf of not exceeding 50 (fifty) members and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company.
3. Members / Proxies should bring the enclosed duly filled-in attendance slips to attend the AGM.
4. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the AGM.
5. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The Shareholders are also requested to produce valid identity proof such as PAN card, passport, aadhar card or driving license along with the attendance slip to enter the AGM hall.
6. Details of Director seeking re-appointment at the AGM of the Company is enclosed in the Notice. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
7. An Explanatory Statement in respect of item number 4 of the aforesaid Notice is annexed hereto in pursuance of Section 102 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed from **Friday, 5th August, 2016 to Thursday, 11th August, 2016 (both days inclusive)**.
9. Members may also note that, the Notice of AGM, instructions for e-voting, attendance slip, proxy form and Annual Report 2016, will be available on the investor portal of the Company's website at www.dynamatics.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Dynamatic Park, Peenya, Bangalore - 560 058 between 11:00 a.m. and 1:00 p.m. on all working days up to the date of AGM.
10. A member is entitled to inspect the proxies lodged with the Company at any time during the business hours on all working days, except the date of AGM. The required statutory registers will be made available at the AGM Venue for inspection by the members.

11. Members are requested to quote their Folio Number / Client ID, in all correspondence and intimate any change in their residential addresses address to the Share Transfer Agent / Depository Participant promptly.
12. Members who have not registered their email addresses, may please update their current email addresses with the Company / Registrar & Transfer Agents / their respective Depository Participant(s).
13. Any Shareholder having any grievance on the e-voting or any other matter in relation to the AGM, can contact the Company / Registrar & Transfer Agent at the coordinates mentioned under the 'Investor Guide' of the general instructions for e-voting.
14. The Notice calling the 41st AGM, instructions for e-voting, attendance slip and proxy form along with ballot form and copy of the Annual Report 2015-16 is being sent by electronic mode to all Members whose email addresses are registered with the Company / Registrar & Transfer Agents / the Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors.relations@dynamics.net or contact the Company / Registrar & Transfer Agent at the coordinates mentioned under the 'Investor Guide' of the general instructions for e-voting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. **E-voting**

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the AGM. To encourage participation of the Shareholders who are unable to use the e-voting facility, the Company has enclosed a ballot form to the Notice calling the AGM, which may be used by the Shareholders to cast their vote and have the same posted to the Company's address using the enclosed business reply envelope, so as to reach the Company on or before **Wednesday, 10th August, 2016, 05:00 (five) pm (IST)**. Shareholders who have not cast their votes through e-voting or ballot method, may cast their vote at the AGM at the polling booths stationed for this purpose, at the AGM venue.

Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently. A Member can opt for only one mode of voting i.e. either through e-voting or by ballot or voting at the AGM. A Shareholder who has exercised his / her vote by e-voting or through ballot method shall not be allowed to vote at the AGM. If a Shareholder casts votes by both e-voting and ballot method, then voting done through e-voting shall prevail and voting through ballot shall be treated as invalid.

Notice and Annual Report has been posted / dispatched by post / email to those persons whose names are registered in the register of Members of the Company as a Member **as on 1st July, 2016**. Shareholders holding shares of the Company as on **4th August, 2016 (the 'Cut-off Date')** will be permitted

to attend the AGM, cast their vote electronically or through ballot form or vote at the AGM venue, as per their convenience. Persons who have become Members of the Company between **2nd July, 2016 and 4th August, 2016 (both days inclusive)**, can contact the Company, at the coordinates mentioned under the 'Investor Guide' of the general instructions for e-voting, for copy of the Notice calling the AGM, instructions for e-voting, attendance slip and proxy form along with ballot form and copy of the Annual Report 2016 or download the said documents from the investor portal of the Company's website at www.dynamics.com.

Persons who are not Members of the Company as on the Cut-off Date should treat this Notice calling the 41st AGM for information purposes only.

The e-voting facility would commence on **Monday, 8th August, 2016, 9:00 (nine) a.m. IST and end on Wednesday 10th August, 2016, 5:00 (five) p.m. IST**. The e-voting module shall be disabled by Karvy Computershare Private Limited, who would be managing the e-voting facility, after **10th August, 2016, 5:00 (five) p.m. IST**.

Mr. Vijayakumar, Practising Company Secretary (FCS 6418 – COP 8667) has been appointed as the Scrutinisers to scrutinize the e-voting process in a fair and transparent manner.

After counting the votes cast at the AGM, the Scrutinisers shall unlock the votes in the presence of at least two witnesses, not in the employment of the Company. The Scrutiniser shall upon unlocking the votes shall also make out a Scrutinisers' Report including therein the votes casted in favour or against each of the proposals, not later than 3 days from the date of conclusion of the AGM, forthwith to the Chairman of the Company.

The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

The Shareholders may please note that, no voting by show of hands or poll would be undertaken, pursuant to application of Section 108 read with Section 107 and other applicable provisions of Companies Act, 2013 and rules thereunder. Shareholders would however, be eligible to vote by ballot at the polling booths that would be stationed at the AGM venue.

17. Members desiring to dematerialise their physical shareholding in the Company may contact the investor relations team at investors.relations@dynamics.net
18. The details of unclaimed dividend have been made part of the Corporate Governance Report of the Annual Report. Such shareholders who have not claimed their dividends for the financial years 2008-09 (final dividend), 2009-10, 2010-11 and 2011-12 are advised to claim the same.

By Order of the Board

Naveen Chandra P

Head – Legal, Compliance and Company Secretary

Place : Bangalore

Date : 27th May, 2016

Additional information of Director seeking appointment as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015:

- A. Brief profile and expertise of the Director:-** Mr. Dietmar Hahn is the Non-Executive Director of the Company. He is also the Managing Director of M/s. Eisenwerk Erla GmbH, Germany which is a subsidiary of the Company.
- He has over two decades of rich experience in operations, sales and development, having worked in leadership positions at Eisenwerk Erla GmbH.
- B. Disclosure of relationships between Directors inter-se:-** NIL
- C. Listed entities (other than Dynamatic Technologies Limited) in which Mr. Dietmar Hahn holds Directorship and Committee membership:-** NIL
- D. Shareholding in the Company:-** NIL

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013

Item number 4

The Board, on the recommendation of the Audit & Risk Management Committee, has approved appointment of M/s. Rao, Murthy and Associates as the Cost Auditors of the Company for the financial year 2016-17 at a remuneration of ₹4,50,000 (four lakhs and fifty thousand), excluding out of pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for financial year 2016-17 as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item number 4 of the Notice.

The Board recommends the Ordinary Resolution set out at item number 4 of the Notice for approval by the Shareholders.

By Order of the Board



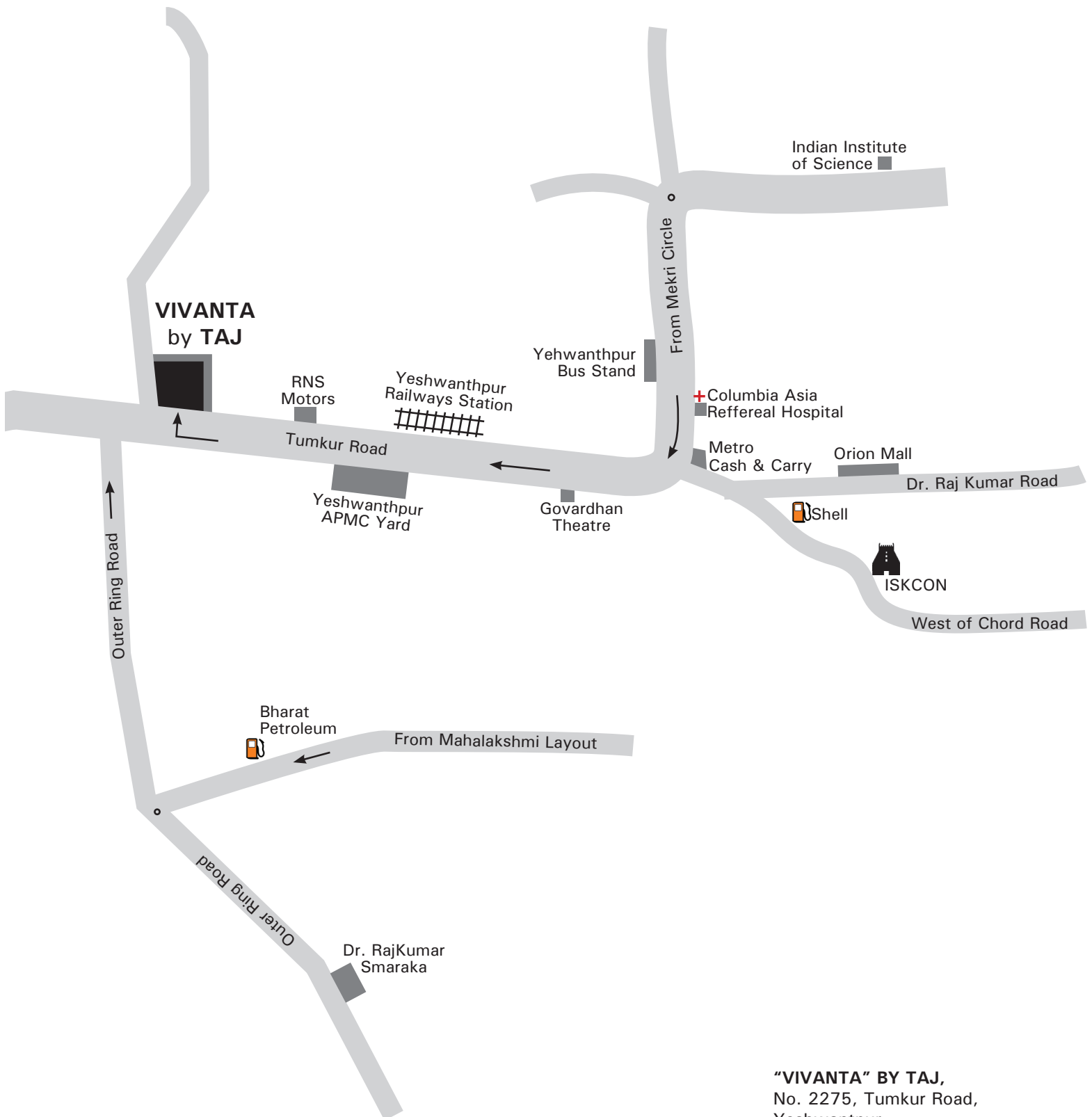
Naveen Chandra P

Head – Legal, Compliance and Company Secretary

Place : Bangalore

Date : 27th May, 2016

ROUTE MAP TO THE VENUE OF DYNAMATIC AGM 2016



"VIVANTA" BY TAJ,
No. 2275, Tumkur Road,
Yeshwantpur,
Bangalore 560 022