

11th August, 2016

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

Sub: Proceedings of 41st Annual General Meeting (AGM)

Scrip Code: NSE: DYNAMATECH, BSE: 505242

Dear Sir,

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, we enclose herewith proceedings of 41st Annual General Meeting of the Company held today, at Hotel "Vivanta by Taj", No. 2275, Tumkur Road, Yeshwantpur, Bangalore 560 022 at 10:00 am.

We request the exchanges to take this on record.

Thanking you,

Yours faithfully,
for **DYNAMATIC TECHNOLOGIES LIMITED**

Naveen Chandra P
Head-Legal, Compliance and Company Secretary

Enclosure: as above



PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING OF DYNAMATIC TECHNOLOGIES LIMITED HELD ON THURSDAY, 11th AUGUST, 2016, AT 10.00 AM (IST) AT "VIVANTA" BY TAJ, NO. 2275, TUMKUR ROAD, YESHWANTPUR, BANGALORE 560022

PRESENT:

Mr. Vijai Kapur : Chairman (Independent)
Mr. Govind Mirchandani : Independent Director
Ms. Malavika Jayaram : Independent Woman Director
Mr. Nalini Ranjan Mohanty : Independent Director
Mr. Dietmar Hahn : Non-Executive Director
Mr. P S Ramesh : Executive Director
Mr. Hanuman Kumar Sharma : Executive Director & CFO
Mr. Udayant Malhoutra : CEO & Managing Director
Mr. Supreet Sachdev : Representing Statutory Auditors, Messrs. B S R & Co. LLP,
Chartered Accountants
Mr. R. Vijayakumar : Secretarial Auditor

Number of members
Present in person : 82

Number of members
Present by Proxies : 1

QUORUM

The Chairman ascertained the presence of quorum and declared the meeting open and welcomed the shareholders. He then introduced the Board of Directors to the members.

The Chairman with the permission of the Members took the Notice and the Board's Report as read.

STATUTORY REGISTERS

The Chairman stated that the Register of Contracts, the Register of Directors' & Key Managerial Personnel shareholding and Register of Proxies were available for inspection.

PROCEEDINGS OF THE MEETING

The Chairman requested Mr. Udayant Malhoutra, CEO & Managing Director to make a presentation on the Company's Performance.

The CEO & Managing Director thereafter, made a brief presentation to the Members.



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www.dynamatics.com

Corporate Identity Number: L72200KA1973PLC002308



Thereafter, the Chairman informed the members that the Company has provided for remote e-voting facility and also voting through post to the shareholders and added that for those shareholders attending the meeting, who could not participate in the remote e-voting and wish to cast their vote in respect of these resolutions, may cast their vote at the polling booths stationed for the purpose at the venue.

Thereafter, the Chairman invited queries from the Members. Members raised the queries and the queries were suitably answered by the CEO & Managing Director and CFO.

The Chairman than took up the resolutions one by one.

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

AS AN ORDINARY RESOLUTION

Resolution No. 1

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2016, Profit & Loss Account for the year ended 31st March, 2016 including consolidated financials, together with the reports of the Auditors and Directors thereon be and are hereby considered and adopted.”

2. TO APPOINT A DIRECTOR IN PLACE OF MR. DIETMAR HAHN (DIN: 06414463), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT

AS AN ORDINARY RESOLUTION

Resolution No. 2

“RESOLVED THAT Mr. Dietmar Hahn (DIN: 06414463), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

3. TO RATIFY THE APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY VIZ., M/S B S R & CO., LLP, CHARTERED ACCOUNTANTS, BANGALORE (FRN 101248W/W-100022) AND TO FIX THEIR REMUNERATION

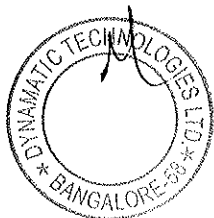
AS AN ORDINARY RESOLUTION

Resolution No. 3

“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

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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

AS AN ORDINARY RESOLUTION

Resolution No. 4

“**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 INR 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.”

Addressing the Members, the Chairman stated that the members who have not voted through e-Voting or through post to cast their vote at the polling booths stationed outside the Meeting room. It was also stated voting results would be declared, would place the same on the website of the company and Share Transfer Agent of the company.

Chairman thanked all the members for their participation and announced formal closure of the 41st Annual General Meeting of the Company.

