



09th August, 2017

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 the 42nd Annual General Meeting (AGM)

Scrip Code: NSE: DYNAMATECH, BSE: 505242

Dear Sir,

In terms of the provisions of SEBI (LODR) Regulations, 2015, we enclose herewith proceedings of the 42nd Annual General Meeting of the Company held today, at Hotel "Vivanta by Taj", No. 2275, Tumkur Road, Yeshwantpur, Bangalore 560 022 at 10:00 A.M.

Shareholders today, at the AGM, expressed their sincere appreciation and gracious thanks to two senior Board members, Mr. Vijai Kapur-Chairman of the Board (DIN: 00056415) and Air Chief Marshal S Krishnaswamy (Retd.) (DIN: 00056250) consequent to their term coming to an end from the close of Business hours of 13th August, 2017. Mementos were presented by Shareholders to these gentlemen.

We request the exchanges to take the above on record. Thank you.

Yours sincerely,
for DYNAMATIC TECHNOLOGIES LIMITED


Naveen Chandra P
Head-Legal, Compliance and Company Secretary
Enclosure: as above



PROCEEDINGS OF THE 42nd ANNUAL GENERAL MEETING OF DYNAMATIC TECHNOLOGIES LIMITED HELD ON WEDNESDAY, 9th AUGUST, 2017, AT 10.00 AM (IST) AT "VIVANTA" BY TAJ, NO. 2275, TUMKUR ROAD, YESHWANTPUR, BANGALORE 560022

PRESENT:

Mr. Vijai Kapur	: Chairman (Independent)
Air Chief Marshal S. Krishnaswamy (Retd.)	: Independent Director
Mr. Govind Mirchandani	: Independent Director
Mr. Nalini Ranjan Mohanty	: Independent Director
Mr. Dietmar Hahn	: Non-Executive Director
Mr. P S Ramesh	: Executive Director & COO - Aerospace, India
Mr. Hanuman Kumar Sharma	: Executive Director & Group CFO
Mr. Udayant Malhoutra	: CEO & Managing Director
Mr. Supreet Sachdev	: Representing Statutory Auditors, M/s. B S R & Co. LLP, Chartered Accountants
Mr. Arjun N A	: Representing Mr. R Vijay kumar Secretarial Auditor

Number of members
Present in person : 94

Number of members
Present by Proxies : Nil

QUORUM

The Chairman ascertained the presence of quorum and declared the meeting open and welcomed the shareholders. The Company Secretary than 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. Thereafter the Company Secretary read the Auditors' Report to the Members."



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 FINANCIALS OF THE COMPANY, INCLUDING CONSOLIDATED FINANCIALS STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017, 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, 2017, Profit & Loss Account for the year ended 31st March, 2017 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. HANUMAN KUMAR SHARMA (DIN: 07012725), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT

AS AN ORDINARY RESOLUTION

Resolution No. 2

“RESOLVED THAT Mr. Hanuman Kumar Sharma (DIN: 07012725), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”

3. TO APPOINT A DIRECTOR IN PLACE OF MR. P S RAMESH (DIN: 05205364), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT

AS AN ORDINARY RESOLUTION

Resolution No. 3

“RESOLVED THAT Mr. P S Ramesh (DIN: 05205364), who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as Director of the Company.”



4. 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. 4

“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, 2018 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

5. APPOINTMENT OF MR. SHIRISH SARAF (DIN: 01918219) AS INDEPENDENT DIRECTOR OF THE COMPANY

AS AN ORDINARY RESOLUTION

Resolution No 5

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Shirish Saraf (DIN: 01918219), who was appointed as an Additional Director of the Company with effect from 11th November, 2016 by the Board of Directors and who holds office upto the date of the Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the ‘Act’) but who is eligible for appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000 (Indian rupees one lakh) only under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.



“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) and Mr. Naveen Chandra, Head Legal, Compliance & Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. RE-APPOINTMENT OF MR. P S RAMESH (DIN: 05205364) AS EXECUTIVE DIRECTOR AND COO-AEROSPACE, INDIA OF THE COMPANY

AS A SPECIAL RESOLUTION

“RESOLVED THAT in further to the recommendation of the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded to re-appoint Mr. P.S. Ramesh (DIN: 05205364) as “Executive Director and Chief Operating Officer-Aerospace, India” of the Company under Section 197(4), 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and rules thereunder for a further term of 1 (one) year with effect from 14th November, 2017 subject to such other approvals as may be required, on the following terms:

SALARY

Salary per month Rs. 5,51, 024 in the scale of Rs. 5,00,00 to Rs. 25,00,000.

PERQUISITES

Category A

Provident Fund: He shall be entitled to Company’s contributions to PF as per prevailing rules.

Gratuity: He shall be entitled to gratuity as per provisions of ‘The Payment of Gratuity Act’.

Category B

Telephone: As per Company’s telephone policy from time to time.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the aforesaid period, the above terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. P.S. Ramesh, subject to compliance with the provisions of schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any further alteration, variation and modification of the terms of the said appointment / remuneration including the salary, allowances and perquisites shall be in such a manner as may be agreed to between the Board of



Directors and Mr. P. S. Ramesh within and in accordance with the provisions of Schedule V of the Companies Act, 2013, or any amendment or any statutory modifications thereto and conditions, if any, as may be stipulated by the Central Government.”

“RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Naveen Chandra, Head Legal, Compliance & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals - whether statutory or otherwise, in relation to the above and to settle all or any matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required to be executed on behalf of the Company and generally to do all or any acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

7. RE-APPOINTMENT OF MR. HANUMAN KUMAR SHARMA (DIN: 07012725) AS GROUP CFO & EXECUTIVE DIRECTOR OF THE COMPANY

AS A SPECIAL RESOLUTION

“RESOLVED THAT in further to the recommendation of the Nomination & Remuneration Committee of the Board and the Board of Directors of the Company, the approval of the Shareholders be and is hereby accorded to re-appoint Mr. Hanuman Kumar Sharma (DIN: 07012725) as “Executive Director and Group Chief Financial Officer” of the Company under Section 197(4), 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and rules thereunder for a further term of 1 (one) year with effect from 14th November, 2017 subject to such other approvals as may be required, on the following terms:

SALARY

Salary per month Rs. 10,00, 249 in the scale of Rs. 5,00,00 to Rs. 25,00,000.

PERQUISITES

Category A

Provident Fund: He shall be entitled to Company’s contributions to PF as per prevailing rules.

Gratuity: He shall be entitled to gratuity as per provisions of ‘The Payment of Gratuity Act’.

Category B

Telephone: As per Company’s telephone policy from time to time.



“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the aforesaid period, the above terms of remuneration and perquisites will be admissible as the minimum remuneration payable to Mr. Hanuman Kumar Sharma, subject to compliance with the provisions of schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any further alteration, variation and modification of the terms of the said appointment / remuneration including the salary, allowances and perquisites shall be in such a manner as may be agreed to between the Board of Directors and Mr. Hanuman Kumar Sharma within and in accordance with the provisions of Schedule V of the Companies Act, 2013, or any amendment or any statutory modifications thereto and conditions, if any, as may be stipulated by the Central Government.”

“RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Naveen Chandra, Head Legal, Compliance & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals - whether statutory or otherwise, in relation to the above and to settle all or any matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required to be executed on behalf of the Company and generally to do all or any acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

8. RE-APPOINTMENT OF MR. UDAYANT MALHOUTRA (DIN: 00053714) AS CEO & MANAGING DIRECTOR OF THE COMPANY

AS A SPECIAL RESOLUTION

“RESOLVED THAT in further to the recommendation of the Nomination & Remuneration Committee of the Board and Board of Directors of the Company and pursuant to the provisions of Article of Association of the Company and Section 197 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to such other consents, approvals and permissions, if any, as may be required, the consent of the Shareholders be and is hereby accorded for the reappointment of Mr. Udayant Malhoutra (DIN: 00053714) as the CEO & Managing Director of the Company for a further term of 3 (three) years with effect from 1st October, 2017 on the terms and conditions hereinafter mentioned.”

SALARY

Salary per month Rs. 7,00,000 in the scale of Rs. 5,00,00 to Rs. 25,00,000.

PERQUISITES



Category A

Housing: The Company will provide unfurnished accommodation, subject to the condition that expenditure by the Company on hiring such accommodation will not exceed one month's basic salary.

Medical reimbursement: Medical expenses will be paid by the Company for Mr. Udayant Malhoutra and his family, viz. wife dependent children and dependent parents, subject to a ceiling of one month's basic salary in a year

Leave Travel Concession: Mr. Udayant Malhoutra will be paid the expenses incurred in actual basis, subject to ceiling of one month's basic salary in a year, in accordance with rules of the Company, for himself, his wife, dependent children and dependent parents.

Club Fees: Club Fees be paid subject to a maximum of two clubs, which will not include admission and life membership fees.

Category B

Provident Fund: He shall be entitled to Company's contributions to PF as per prevailing rules.

Gratuity: He shall be entitled to gratuity as per provisions of 'The Payment of Gratuity Act'.

Category C

Telephone: As per Company's telephone policy from time to time.

"RESOLVED FURTHER THAT in accordance with the Articles of Association of the Company, Mr. Udayant Malhoutra, CEO & Managing Director, shall not be liable to retire by rotation during his tenure as CEO & Managing Director of the Company."

"RESOLVED FURTHER THAT notwithstanding anything herein above stated wherein any financial year closing on or after 31st March, 2018, during the tenure of Mr. Udayant Malhoutra as the CEO & Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Udayant Malhoutra the above remuneration by way of salary, bonus and other allowances as a minimum remuneration as specified under schedule V of the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under section 197, read with schedule V of the Companies Act, 2013."



“RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Naveen Chandra, Head Legal, Compliance & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals - whether statutory or otherwise, in relation to the above and to settle all or any matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required to be executed on behalf of the Company and generally to do all or any acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.”

9. RESOLUTION UNDER SECTION 62(3) OF THE COMPANIES ACT, 2013:

AS A SPECIAL RESOLUTIONS

“RESOLVED THAT in accordance with provisions of Section 62(3) of the Companies Act, 2013 as amended from time to time and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and the rules issued thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and any other applicable regulations, subject to approval, permission or consent, if required, of the concerned authorities whether statutory or not, as per the terms and conditions contained in the financing documents executed with ICICI Bank Ltd, Axis Bank Limited, IndusInd Bank and Export Import Bank of India (collectively referred as ‘Lenders/Bankers’) inter alia, for a loan of `369 Crores (“Loan”), with an option to the Bankers and/or the ICICI Bank Limited (“Facility Agent”) (acting on behalf of the Lenders) to convert the whole or part of the outstanding amount of the Loan into equity shares of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly authorized committee thereof for the time being exercising the powers conferred on the Board by this resolution) to issue and allot in one or more instalments, such number of equity shares of Rs. 10/- (Rs. 10/- per share being the face value) each to each of the Bankers by converting the whole or any outstanding amount of the Loan into fully paid up equity shares of the Company at the value determined in accordance with applicable law and in the manner and on the terms and conditions specified in a notice in writing to be given by ICICI Bank Ltd (“Facility Agent”) to the Company (hereinafter referred to as the “Notice of Conversion”), including the following conditions:

- i. the conversion right reserved as aforesaid may be exercised by the Lenders and/or Facility Agent, or any assigns of the Lenders on one or more occasions during the currency of the Loan;
- ii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the



Lenders as from the date of conversion and the Lenders may, at their sole discretion, accept the same in satisfaction of the part of the loans so converted;

- iii. the part of the Loan so converted shall cease to carry interest as from the date of conversion and the Loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the Loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the Loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.
- v. The loans shall be converted into equity shares at a price to be determined in accordance with the applicable law at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the whole or outstanding portion of the Loan as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders and/or Facility Agent arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and listing of the shares on conversion with the stock exchanges, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise



to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the members do hereby ratify the acceptance by the Company of the right of the Lenders to convert the debt to equity in case of an event of default as stipulated under clause 18.3 of the facility agreement dated 29th June, 2016 executed, inter alia, between the Company and the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

10. TO RATIFY THE REMUNERATION AGREED TO BE PAID TO M/S. RAO, MURTHY AND ASSOCIATES, COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2017-18

AS AN ORDINARY RESOLUTION

Resolution No. 10

“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 Rs. 4,00,000 (Four Lakhs 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 2017-18, 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 may cast their vote at the polling booths stationed outside the Meeting room. It was also stated that once the voting results would be declared, it would be placed 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 42nd Annual General Meeting of the Company.