



09<sup>th</sup> 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: 42<sup>nd</sup> Annual General Meeting (AGM) - Voting Results and Scrutinizer's Report

Scrip Code: NSE: DYNAMATECH, BSE: 505242

Dear Sir,

The 42<sup>nd</sup> Annual General Meeting of the Company was held today, at Hotel "Vivanta by Taj", No. 2275, Tumkur Road, Yeshwantpur, Bangalore 560 022 at 10:00 am.

In respect of the above, we hereby submit the following documents:

1. Voting results in terms of regulation 44 of SEBI (LODR) Regulations, 2015.
2. Scrutinizer's Report in terms of section 108 of the Companies Act, 2013 read with rules made thereunder.

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



	DYNAMATIC TECHNOLOGIES LIMITED
Date of the AGM/EGM	09-08-2017
Total number of shareholders on record date	9537
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	84
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary business - Ordinary Resolution - Adoption of standalone & consolidated financial statements along with Auditors' Report and Directors' Report.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>1026759</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	78	0	100.0000	0.0000	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	<b>Total</b>		<b>2280</b>	<b>0.162</b>	<b>2279</b>	<b>1</b>	<b>99.9561</b>	<b>0.0439</b>	<b>132</b>
<b>Total</b>		<b>6341443</b>	<b>4207346</b>	<b>66.3468</b>	<b>4207345</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>	<b>132</b>





Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary business - Ordinary Resolution - Re-appointment of Mr. Hanuman Kumar Sharma (DIN: 07012725), who retires by rotation and, being eligible, offers himself for re-appointment.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		3178307	99.8449	3178307	0	100	0	0
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1026759	58.65	1026759	0	100	0	0
Public- Non Institutions	E-Voting	1407544	78	0.0055	43	35	55.1282	44.8717	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	Total		2280	0.162	2244	36	98.4211	1.5789	132
Total		6341443	4207346	66.3468	4207310	36	99.9991	0.0009	132





Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary business - Ordinary Resolution - Re-appointment of Mr. P S Ramesh (DIN: 05205364), who retires by rotation and, being eligible, offers himself for reappointment								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>1026759</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	43	35	55.1282	44.8717	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		383	0.0272	382	1	99.7389	0.2610	25
	<b>Total</b>		<b>2296</b>	<b>0.1631</b>	<b>2260</b>	<b>36</b>	<b>98.4321</b>	<b>1.5679</b>	<b>116</b>
<b>Total</b>		<b>6341443</b>	<b>4207362</b>	<b>66.3471</b>	<b>4207326</b>	<b>36</b>	<b>99.9991</b>	<b>0.0009</b>	<b>116</b>





Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Ordinary business - Ordinary Resolution - Ratification of appointment of Statutory Auditors of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	804618	222141	78.3648	21.6351	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>804618</b>	<b>222141</b>	<b>78.3648</b>	<b>21.6352</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	78	0	100.0000	0.0000	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	<b>Total</b>		<b>2280</b>	<b>0.162</b>	<b>2279</b>	<b>1</b>	<b>99.9561</b>	<b>0.0439</b>	<b>132</b>
<b>Total</b>	<b>6341443</b>	<b>4207346</b>	<b>66.3468</b>	<b>3985204</b>	<b>222142</b>	<b>94.7201</b>	<b>5.2799</b>	<b>132</b>	





Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - Special business – Ordinary Resolution - Appointment of Mr. Shirish Saraf (DIN: 01918219) as Independent Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	457109	569650	44.5196	55.4803	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>457109</b>	<b>569650</b>	<b>44.5196</b>	<b>55.4804</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	43	35	55.1282	44.8717	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	<b>Total</b>		<b>2280</b>	<b>0.162</b>	<b>2244</b>	<b>36</b>	<b>98.4211</b>	<b>1.5789</b>	<b>132</b>
<b>Total</b>		<b>6341443</b>	<b>4207346</b>	<b>66.3468</b>	<b>3637660</b>	<b>569686</b>	<b>86.4597</b>	<b>13.5403</b>	<b>132</b>





Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Special business - Special Resolution - Re-appointment of Mr. P S Ramesh (DIN: 05205364) as Executive Director and COO-Aerospace, India of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>1026759</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	78	0	100.0000	0.0000	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		383	0.0272	382	1	99.7389	0.2610	25
	<b>Total</b>		<b>2296</b>	<b>0.1631</b>	<b>2295</b>	<b>1</b>	<b>99.9564</b>	<b>0.0436</b>	<b>116</b>
<b>Total</b>	<b>6341443</b>	<b>4207362</b>	<b>66.3471</b>	<b>4207361</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>	<b>116</b>	





Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Special business - Special Resolution - Re-appointment of Mr. Hanuman Kumar Sharma (DIN: 07012725) as group CFO & Executive Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>1026759</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	78	0	100.0000	0.0000	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	<b>Total</b>		<b>2280</b>	<b>0.162</b>	<b>2279</b>	<b>1</b>	<b>99.9561</b>	<b>0.0439</b>	<b>132</b>
<b>Total</b>	<b>6341443</b>	<b>4207346</b>	<b>66.3468</b>	<b>4207345</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>	<b>132</b>	





Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Special business - Special Resolution - Re-appointment of Mr. Udayant Malhoutra (DIN: 00053714) as CEO & Managing Director of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>1026759</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non pInstitutions	E-Voting	1407544	78	0.0055	78	0	100.0000	0.0000	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	<b>Total</b>		<b>2280</b>	<b>0.162</b>	<b>2279</b>	<b>1</b>	<b>99.9561</b>	<b>0.0439</b>	<b>132</b>
<b>Total</b>	<b>6341443</b>	<b>4207346</b>	<b>66.3468</b>	<b>4207345</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>	<b>132</b>	





Resolution No.	9								
Resolution required: (Ordinary/ Special)	SPECIAL - Special business - Special Resolution - Resolution under section 62(3) of the Companies Act, 2013								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		3178307	99.8449	3178307	0	100	0	0
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		1026759	58.65	1026759	0	100	0	0
Public- Non Institutions	E-Voting	1407544	78	0.0055	78	0	100.0000	0.0000	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	Total		2280	0.162	2279	1	99.9561	0.0439	132
Total		6341443	4207346	66.3468	4207345	1	100.0000	0.0000	132





Resolution No.	10								
Resolution required: (Ordinary/ Special)	SPECIAL - Special business – Ordinary Resolution - Ratification of remuneration to Cost Auditors of the Company for the year 2017-18.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>3178307</b>	<b>99.8449</b>	<b>3178307</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	1750654	1026759	58.6500	1026759	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>Total</b>		<b>1026759</b>	<b>58.65</b>	<b>1026759</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	1407544	78	0.0055	43	35	55.1282	44.8717	0
	Poll		1835	0.1304	1835	0	100.0000	0.0000	91
	Postal Ballot (if applicable)		367	0.0261	366	1	99.7275	0.2724	41
	<b>Total</b>		<b>2280</b>	<b>0.162</b>	<b>2244</b>	<b>36</b>	<b>98.4211</b>	<b>1.5789</b>	<b>132</b>
<b>Total</b>		<b>6341443</b>	<b>4207346</b>	<b>66.3468</b>	<b>4207310</b>	<b>36</b>	<b>99.9991</b>	<b>0.0009</b>	<b>132</b>





**R Vijayakumar**  
Company Secretary in Practice  
V.M. Arcade, No.376 / A, 4th Floor, 5th Main  
14th Cross, 6th Sector, HSR Layout  
Bangalore - 560 102 (Mob: 94490-02064)  
Email: vijaykumaracs@gmail.com

**V.S. Varun**  
Company Secretary in Practice  
Flat No.205, Balaji Elite  
24<sup>th</sup> Main, Sector II HSR Layout  
Bangalore – 560 102 (Mob:9886052118)  
Email: vsvarun@yahoo.com

### **Report of Scrutinizer**

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]*

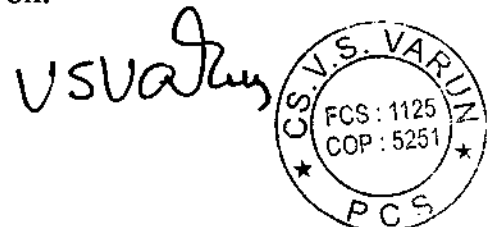
To

The Chairman,  
42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited held on Wednesday, 9<sup>th</sup> August 2017 at 10:00 am (IST) at “Vivanta” by Taj, No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022.

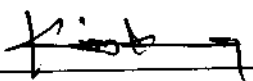
Dear Sir,

We, R. Vijayakumar, Practising Company Secretary and V S Varun, Practising Company Secretary, appointed as Scrutinizer for the purpose of the scrutinizing the remote e-voting, physical ballot forms and poll taken on the below mentioned resolution(s), at the 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Dynamatic Technologies Limited held on Wednesday, 9<sup>th</sup> August 2017 at 10:00 am (IST) at “Vivanta” by Taj, No.2275, Tumkur Road, Yeshwantpur, Bangalore – 560 022, submit our report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting), physical ballot forms and poll on the resolutions proposed in the Notice of the 42<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process through electronic mean, physical ballot forms and use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer report of the votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited (“Karvy”), physical ballot forms and Voting at the AGM by Poll.

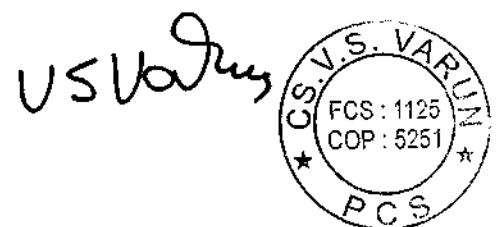


2. The Shareholders holding shares as on the cut-off date (i.e.,) 02<sup>nd</sup> August 2017 were entitled to vote on the proposed resolutions (Item Nos., 1 to 10) as set out in the Notice of the 42<sup>nd</sup> AGM of the Company;
3. The remote e-voting period remained open from 05<sup>th</sup> August 2017 (09:00 hrs) to 8<sup>th</sup> August 2017 (17:00 hrs). The Physical Ballots were open for receipt till 17:00 hrs of 08<sup>th</sup> August 2017. As per the details provided by the Company, 11 (Eleven) Physical Ballot forms have been received till the cut-off time (i.e.,) 08<sup>th</sup> August 2017 (17:00 hrs).
4. At the meeting, after the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes were kept for polling was locked in my presence with due identification marks placed by me.
5. Immediately after conclusion of voting at the AGM, the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The votes cast at the meeting and thereafter, the remote e-voting was unblocked on 9<sup>th</sup> August, 2017 in the presence of two witnesses viz., Mr Kiran Kumar and Mr. Y. Rupesh Kumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Kiran Kumar

  
Y. Rupesh Kumar

7. The details containing, inter alia, list of equity shareholders, who voted, were downloaded from the e-voting website of Karvy - <https://evoting.karvy.com/>
8. The consolidated results (viz., Remote e-voting, Physical Ballot form and Poll at AGM) are as under:





**ORDINARY BUSINESS**

**Resolution No.1:** Adoption of standalone & consolidated financial statements along with Auditors' Report and Directors' Report – Ordinary Resolution

**(i) Voted in favour of the resolution**

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	29	4205144	100.00000%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>78</b>	<b>4207345</b>	<b>99.99998%</b>

**(ii) Voted against the resolution**

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	-
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00002%</b>

**(iii) Invalid Votes**

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>



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**Resolution No.2:** Re-appointment of Mr. Hanuman Kumar Sharma (DIN: 07012725), who retires by rotation and, being eligible, offers himself for re-appointment – Ordinary Resolution

## (i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	4205109	99.99917%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>77</b>	<b>4207310</b>	<b>99.99914%</b>

## (ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	35	0.00083%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>2</b>	<b>36</b>	<b>0.00086%</b>

## (iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>



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**Resolution No.3:** Re-appointment of Mr. P S Ramesh (DIN: 05205364), who retires by rotation and, being eligible, offers himself for reappointment – Ordinary Resolution

(i) Voted in favour of the resolution

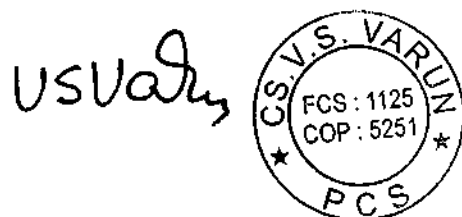
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	4205109	99.99917%
Physical Ballot Form	9	382	99.73890%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>78</b>	<b>4207326</b>	<b>99.99914%</b>

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	35	0.00083%
Physical Ballot Form	1	1	0.26110%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>2</b>	<b>36</b>	<b>0.00086%</b>

(i) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	1	25
Poll at AGM	2	91
<b>Total</b>	<b>3</b>	<b>116</b>



**Resolution No. 4 :** Ratification of appointment of Statutory Auditors of the Company viz., Messrs. B S R & Co. LLP, Chartered Accountants, Bangalore and to fix their remuneration – Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	21	3983003	94.71740%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>70</b>	<b>3985204</b>	<b>94.72014%</b>

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	8	222141	5.28260%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>9</b>	<b>222142</b>	<b>5.27986%</b>

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>



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**SPECIAL BUSINESS**

**Resolution No. 5 :** Appointment of Mr. Shirish Saraf (DIN: 01918219) as Independent Director of the Company – Ordinary Resolution

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	24	3635459	86.45266%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>73</b>	<b>3637660</b>	<b>86.45973%</b>

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	5	569685	13.54734%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>6</b>	<b>569686</b>	<b>13.54027%</b>

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>



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**Resolution No. 6 : Re-appointment Mr. P.S. Ramesh (DIN: 05205364) as Executive Director and Chief Operating Officer - Aerospace, India – Special Resolution**

## (i) Voted in favour of the resolution

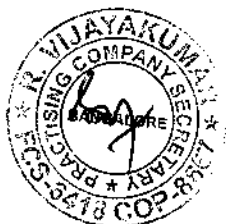
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	29	4205144	100.00000%
Physical Ballot Form	9	382	99.73890%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>79</b>	<b>4207361</b>	<b>99.99998%</b>

## (ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0.00000%
Physical Ballot Form	1	1	0.26110%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00002%</b>

## (iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	1	25
Poll at AGM	2	91
<b>Total</b>	<b>3</b>	<b>116</b>



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**Resolution No. 7 : Re-appointment Mr. Hanuman Kumar Sharma (DIN: 07012725) as Executive Director and Group Chief Financial Officer – Special Resolution**

## (i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	29	4205144	100.00000%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>78</b>	<b>4207345</b>	<b>99.99998%</b>

## (ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0.00000%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00002%</b>

## (iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>



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**Resolution No. 8 : Re-appointment Mr. Udayant Malhoutra (DIN: 00053714)  
as the CEO & Managing Director – Special Resolution**

## (i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	29	4205144	100.00000%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>78</b>	<b>4207345</b>	<b>99.99998%</b>

## (ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0.00000%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00002%</b>

## (iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>





**Resolution No. 9 : Resolution under section 62(3) of the Companies Act,  
2013 – Special Resolution**

**(i) Voted in favour of the resolution**

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	29	4205144	100.00000%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>78</b>	<b>4207345</b>	<b>99.99998%</b>

**(ii) Voted against the resolution**

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0.00000%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00002%</b>

**(iii) Invalid Votes**

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>



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**Resolution No.10: Ratification of remuneration to Cost Auditors of the Company for the year 2017-18 – Ordinary Resolution**

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	28	4205109	99.99917%
Physical Ballot Form	8	366	99.72752%
Poll at AGM	41	1835	100.00000%
<b>Total</b>	<b>77</b>	<b>4207310</b>	<b>99.99914%</b>

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	35	0.00083%
Physical Ballot Form	1	1	0.27248%
Poll at AGM	0	0	0.00000%
<b>Total</b>	<b>2</b>	<b>36</b>	<b>0.00086%</b>

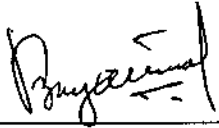
(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Physical Ballot Form	2	41
Poll at AGM	2	91
<b>Total</b>	<b>4</b>	<b>132</b>

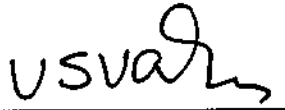


9. All relevant records of remote e-Voting will remain in our custody until the Chairman considers, approves and signs the minutes of the 42<sup>nd</sup> AGM, upon which the records will be handed over to the Chairman / Company Secretary for safe keeping.
10. Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,



R. Vijayakumar  
Practising Company Secretary  
FCS – 6418; COP – 8667  
Place : Bangalore  
Date : 09<sup>th</sup> August, 2017



VS Varun  
Practising Company Secretary  
FCS – 1125; COP - 5251  
Place : Bangalore  
Date : 09<sup>th</sup> August 2017



V. S. VARUN  
COMPANY SECRETARY  
FCS : 1125, COP : 5251

