



16<sup>th</sup> May, 2018

1. The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001.
  
2. The Secretary  
National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra-Kurla Complex  
Bandra East  
Mumbai - 400 051.

**Sub: Postal Ballot result and Scrutinizer report**  
**Ref: Scrip Code: 505242 / DYNAMATECH**

Dear Sir / Madam,

In further to our intimation dated 14<sup>th</sup> April 2018, we enclose hereto the voting results on the proposals, set out in the Postal Ballot notice dated 5<sup>th</sup> April 2018 and Scrutinizer report dated 15<sup>th</sup> May 2018.

We wish to inform that the two Special Resolutions have been passed with more than requisite majority.

This is for your information and records. Kindly acknowledge.

Thank you.

Sincerely yours,  
For **DYNAMATIC TECHNOLOGIES LIMITED**

**Naveen Chandra P**  
**Head Legal, Compliance & Company Secretary**

Enclosure: as above

## Annexure 1

Company Name	DYNAMATIC TECHNOLOGIES LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	10248
No. of shareholders present in the meeting either in person	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Special resolution to consider and approve the Sale/transfer/dispose off undertaking / properties/ located at Chennai, Tamil Nadu under section 180 (1)(a) of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000
	Poll	3183245	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3183245	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1646161	1574128	95.6242	1386434	187694	88.0763	11.9236
	Poll	1646161	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1646161	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1512037	80283	5.3096	80268	15	99.9813	0.0186
	Poll	1512037	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1512037	101354	6.7031	101354	0	100.0000	0.0000
Total		6341443	4934072	77.8068	4746363	187709	96.1957	3.8043

Resolution required: (Ordinary/ Special)	SPECIAL - Special resolution to consider and approve the Sale/transfer/dispose off undertaking / properties/ located at located at Coimbatore District, Tamil Nadu under section 180 (1)(a) of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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
Promoter and Promoter Group	E-Voting	3183245	3178307	99.8449	3178307	0	100.0000	0.0000
	Poll	3183245	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3183245	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1646161	1574128	95.6242	1386434	187694	88.0763	11.9236
	Poll	1646161	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1646161	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1512037	80283	5.3096	80268	15	99.9813	0.0186
	Poll	1512037	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1512037	101253	6.6965	101253	0	100.0000	0.0000
	Total	6341443	4933971	77.8052	4746262	187709	96.1956	3.8044

**R Vijayakumar & Co., [R. Vijayakumar]**  
**Company Secretary in Practice**  
**V M Arcade, 376/A,4th Floor**  
**5th Main, 14th Cross, 6th Sector**  
**HSR Layout, Bangalore – 560 102**  
**Mobile: 94490-02064 | Email : vijaykumaracs@gmail.com**



**REPORT OF SCRUTINIZER – POSTAL BALLOT**

15 May 2018

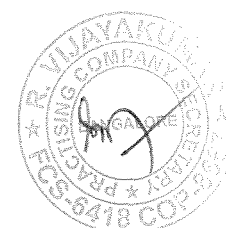
The Chairman  
Dynamatic Technologies Limited  
CIN: L72200KA1973PLC002308  
Dynamatic Park, Peenya  
Bangalore – 560 058

Dear Sir,

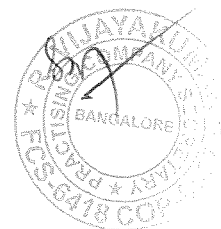
**Sub : Passing of Resolution through Postal Ballot - Reg.**

Pursuant to the Resolution passed by the Board of Directors of Dynamatic Technologies Limited on 28 Feb 2018, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers including e-Voting in respect of following resolutions:

<b>Res. No.</b>	<b>Description of the Resolutions</b>
1	<p>To Consider and if thought fit, to pass, the following resolution as special resolution under Section 180(1)(a) of the Companies Act, 2013</p> <p>“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force),the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (LODR) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent and the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the Undertakings/ properties of the Company located at JKM Auto Division- F67, F68 &amp; F69, "JKM Park", Sipcot Industrial Complex, Irrungattukottai, Sriperumbudur- 602 105, Chennai, Tamil Nadu, India,together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking, as a going concern or in any other manner as the Board may deem fit in the interest of the Company, on such terms and conditions as may be deemed fit by the Board.”</p>



Res. No.	Description of the Resolutions
Res. No.1 – Continued	<p>“RESOLVED FURTHER THAT the Board of Directors and Mr. Naveen Chandra P, Head-legal, Compliance and Company Secretary be and are hereby severally authorised and empowered (hereinafter referred to as the ‘Authorized’) to finalise and execute necessary documents including but not limited to entering into definitive Agreements such as, business transfer agreement; deeds of assignment/ conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board AND to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”</p> <p>“RESOLVED FURTHER THAT the above Authorized persons be and are hereby further authorized severally to sub-delegate all or any of the powers herein conferred, to any personnel/ Director of the Company as may be deemed appropriate so as to give effect to these resolutions.”</p>
2	<p>To Consider and if thought fit, to pass, the following resolution as special resolution under Section 180(1)(a) of the Companies Act, 2013:</p> <p>“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (LODR) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent and the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off the Undertakings/ properties of the Company located at 12 MW Wind Farm Division, Varapatti Village, KamaickenPalayam, Sultanpet, Sulur Taluk, Palladam Taluk- 641658, Coimbatore District.together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking, as a going concern or in any other manner as the Board may deem fit in the interest of the Company, on such terms and conditions as may be deemed fit by the Board.”</p>



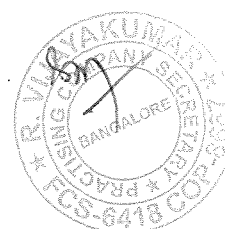
Res. No.	Description of the Resolutions
Res. No.2 – Continued	<p>“RESOLVED FURTHER THAT the Board of Directors and Mr. Naveen Chandra P, Head-legal, Compliance and Company Secretary be and are hereby severally authorised and empowered (hereinafter referred to as the ‘Authorized’) to finalise and execute necessary documents including but not limited to entering into definitive Agreements such as, business transfer agreement; deeds of assignment/ conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board AND to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”</p> <p>“RESOLVED FURTHER THAT the above Authorized persons be and are hereby further authorized severally to sub-delegate all or any of the powers herein conferred, to any personnel/ Director of the Company as may be deemed appropriate so as to give effect to these resolutions.”</p>

I report that the Postal ballot notice dated 05 Apr 2018 under Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, was sent to (i) the Members, who have registered their e-mail through electronic transmission and (ii) the Members who have not registered their e-mail IDs through Courier based on 06 Apr 2018 shareholders details. Further, all the shareholders have also been given an option of e-voting through e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) as per the aforesaid Act and Rules thereof and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I report that as stated in the notice sent to the shareholders, the Company has fixed 15 May 2018 up to 5:30 pm as the last date for receipt of Postal ballots and for casting e-Voting. As stated in Rule 22(3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Praja Vani" Kannada Daily Newspaper and "Business Standard" English Daily Newspaper on 16 Apr 2018, informing about the dispatch of postal Ballot forms and other related matters mentioned therein.

I report that I have received the Postal Ballot Forms from the Shareholders during the period starting from **16 Apr 2018 (09:00 AM) to 15 May 2018 (05:30 PM)**.

All the Postal Ballot forms received up to the closure of working hours (**05:30 PM**) on 15 May 2018, the last date fixed by the Company for receipt of the forms, were considered for my scrutiny. During the course of scrutiny of Postal Ballot Forms I have not come across any mutilated Postal Ballot Forms.

I report that all the Postal Ballot Forms were scrutinized and processed and register containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Share held, Number of Votes voted, Assented, Dissented and Rejected was maintained in electronic format.



I report that out of 10,248 Shareholders, I have received polled Ballot Forms from 37 Shareholders. 21 Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of results.

Further, the option to vote through electronic mode was also given to the Shareholders of the Company through e-voting portal of Karvy Computershare Private Limited (<https://evoting.karvy.com>). The Votes were unblocked at 05:35 PM on 15 May 2018 in the presence of Mr. Murugesh C and Mr. Ram Chandra Kumar C who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes. The votes polled through ballot received by the Scrutinizer till the closing hours of the e-voting were also opened and processed in the presence of aforesaid witnesses.

The E-voting results/list of Equity shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.

The details of polling are given below:

Total number of Shareholders	10,248 (as on 06 Apr 2018)
Total number of Shares (paid up)	63,41,443 (as on 06 Apr 2018)
Voting period	16 Apr 2018 (09:00 AM) to 15 May 2018 (05:30 PM)
No. of Folios Voted through Karvy e-voting	57
No. of Postal Ballot forms received	37
No. of undelivered envelopes containing postal ballot forms	21

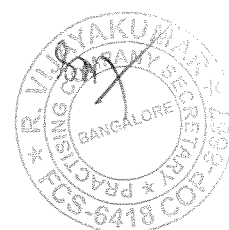
Summary of the Results are given below:

**Resolution # 1** - Approval from shareholders to sell / transfer / dispose off the Undertakings/ properties of the Company located at JKM Auto Division- F67, F68 & F69, "JKM Park", Sipcot Industrial Complex, Irrungattukottai, Sriperumbudur- 602 105, Chennai, Tamil Nadu

**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	56	4832718	100.0000%
No. of Folios voted FOR	51	4645009	96.1159%
No. of Folios voted AGAINST	5	187709	3.8841%

Abstain / Invalid votes	1	125
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**B. Ballots received through Post**

Particulars	No. of Folios	No. of Shares(Votes)	Percentage (%) (Votes)
Number of Ballots Received	32	101354	100.0000%
Number of Votes FOR	32	101354	100.0000%
Number of Votes AGAINST	0	0	0.0000%

Abstain / Invalid votes	5	371
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**C. Total votes polled and results (A + B)**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	88	4934072	100.0000%
Number of Votes FOR	83	4746363	96.1957%
Number of Votes AGAINST	5	187709	3.8043%

Abstain / Invalid votes	6	496
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**RESULT:** As the number of votes cast in favour of the above resolution was more than the three fourth of votes cast against it, I report that the resolution No. 1 set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

**Resolution # 2 - Approval from shareholders to sell / transfer / dispose off the Undertakings/ properties of the Company located at 12 MW Wind Farm Division, Varapatti Village, KamaickenPalayam, Sultanpet, Sulur Taluk, Palladam Taluk- 641658, Coimbatore District**

**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	56	4832718	100.0000%
No. of Folios voted FOR	51	4645009	96.1159%
No. of Folios voted AGAINST	5	187709	3.8841%

Abstain / Invalid votes	1	125
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**B. Ballots received through Post**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	30	101253	100.0000%
Number of Votes FOR	30	101253	100.0000%
Number of Votes AGAINST	0	0	0.0000%

Abstain / Invalid votes	7	472
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**C. Total votes polled and results (A + B)**


Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	86	4933971	100.0000%
Number of Votes FOR	81	4746262	96.1956%
Number of Votes AGAINST	5	187709	3.8044%

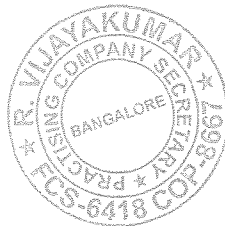
Abstain / Invalid votes	8	597
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**RESULT:** As the number of votes cast in favour of the above resolution was more than the three fourth of votes cast against it, I report that the resolution No. 2 set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

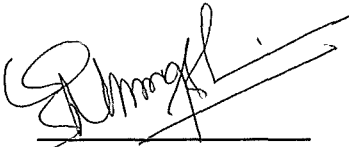
All relevant records of Electronic voting and ballot papers received from the members remain in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.


Thanking you,  
Yours faithfully,

  
R. Vijayakumar  
FCS 6418; COP 8667  
Practising Company Secretary



We the undersigned witness that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) and also votes polled through ballot were opened and processed in our presence at 05:35 PM on 15 May 2018 at the office of the Scrutinizer.

  
Murugesha C

  
Ram Chandra Kumar C