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REPORT OF SCRUTINIZER – POSTAL BALLOT

The Chairman
 Dynamatic Technologies Limited
 Dynamatic Park
 Peenya
 Bangalore – 560 058

Dear Sir,

Sub : Passing of Resolutions through Postal Ballot - Reg.

Pursuant to the Resolution passed by the Board of Directors of Dynamatic Technologies Limited on 21 April 2015, I have been appointed as Scrutinizer to receive process and scrutinize the postal ballot papers including e-Voting; in respect of following resolutions:

Res. No.	Relevant Provisions	Description of the Resolution	
1	Foreign Exchange Management Act, 1999, the FEMA (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 as amended read with Schedule 2 thereof.	Special Resolution Approval for allocating the ceiling of 26% of the Paid-up Equity Share capital of the Company in the following manner:	
		Registered Foreign Portfolio Investors (including QFI & FII)	25%
		Foreign Venture Capital Investor	0%
		Non-Resident Indian	1%
		Total Foreign Portfolio Investment	26%
2	Sec. 161 of the Companies Act, 2013	Ordinary Resolution Appointment of Mr. James Tucker (DIN-07093258) as Director of the Company.	
3	Sec. 161 of the Companies Act, 2013	Ordinary Resolution Appointment of Mr. Ramesh P.S. (DIN-05205364) as Director of the Company.	
4	Sec. 197 and 203 – of the Companies Act, 2013	Special Resolution Appointment of Mr. Ramesh P.S. (DIN-05205364) as “Executive Director and Chief Operating Officer” on the terms and conditions as set out in the Notice.	

Res. No.	Relevant Provisions	Description of the Resolution
5	Sec. 161 of the Companies Act, 2013	Ordinary Resolution Appointment of Mr. Hanuman Kumar Sharma (DIN-07012725) as Director.
6	Sec. 197 and 203 – of the Companies Act, 2013	Special Resolution Appointment of Mr. Hanuman Kumar Sharma (DIN-07012725) as “Executive Director and Chief Financial Officer” on the terms and conditions as set out in the Notice.
7	Sec. 13 of the Companies Act, 2013	Special Resolution Alteration of the Memorandum of Association of the Company as set out in the Notice.
8	Sec. 14 of the Companies Act, 2013	Special Resolution Alteration of the Articles of Association of the Company as set out in the Notice.

I report that the Postal ballot notice dated 21 April 2015 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 on 24 April 2015 and (ii) the Members who have not registered their e-mail IDs through Speed post on 25 April 2015. 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 and Clause 35B of the Listing Agreement. I report that as stated in the notice sent to the shareholders, the Company has fixed 25 May 2015 up to 17:00 hrs 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 “Sanje-Vani” Kannada Daily Newspaper on 27 April 2015 and “Business Standard” English Daily Newspaper on 27 Apr 2015, 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 25 April 2015 to 25 May 2015.

All the Postal Ballot forms received up to the closure of working hours (17:00 hrs) on 25 May 2015, the last date fixed by the Company for receipt of the forms, were considered for our 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 8,035 Shareholders, I have received polled Ballot Forms from 59 Shareholders. 520 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 17:36hrs on 25 May 2015 in the presence of Mr. Arjun N A and Ms. Richa Nyati 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	8,035 (as on 17 April 2015)
Total number of Shares (paid up)	63,41,443 (as on 17 April 2015)
Voting period	25 April 2015 to 25 May 2015
No. of Folios Voted through e-voting – Resolution # 1	34
No. of Folios Voted through e-voting – Resolution # 2	34
No. of Folios Voted through e-voting – Resolution # 3	34
No. of Folios Voted through e-voting – Resolution # 4	34
No. of Folios Voted through e-voting – Resolution # 5	34
No. of Folios Voted through e-voting – Resolution # 6	34
No. of Folios Voted through e-voting – Resolution # 7	33
No. of Folios Voted through e-voting – Resolution # 8	33
No. of Postal Ballot Forms Received	59
No. of undelivered envelopes containing postal ballot forms	520

Summary of the Results are given below:

Resolution No.1 – Allocating Ceiling of 26% of the Paid-up capital of the Company**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	34	3813559	100.000%
No. of Folios voted FOR	34	3813559	100.000%
No. of Folios voted AGAINST	0	0	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares(Votes)	Percentage (%) (Votes)
Number of Ballots Received	49	48561	100.000%
Number of Votes FOR	46	48555	99.988%
Number of Votes AGAINST	3	6	0.012%

C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	83	3862120	100.000%
Number of Votes FOR	80	3862114	100.000%
Number of Votes AGAINST	3	6	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	--	--
Invalid Ballots - Physical	10	772
Total	10	772

RESULT: As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than the three fourth of votes cast against it, I report that the Special Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

Resolution No.2 – Appointment of Mr. James Tucker as Director of the Company**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	34	3813559	100.000%
No. of Folios voted FOR	34	3813559	100.000%
No. of Folios voted AGAINST	0	0	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	51	48851	100.000%
Number of Votes FOR	49	48848	99.994%
Number of Votes AGAINST	2	3	0.006%

C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	85	3862410	100.000%
Number of Votes FOR	83	3862407	100.000%
Number of Votes AGAINST	2	3	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	--	--
Invalid Ballots - Physical	8	482
Total	8	482

RESULT: As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of Postal Ballot was more than half of the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Ordinary Resolution.

Resolution No.3 – Appointment of Mr. P.S. Ramesh as Director of the Company**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	34	3813559	100.000%
No. of Folios voted FOR	34	3813559	100.000%
No. of Folios voted AGAINST	0	0	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	54	48927	100.000%
Number of Votes FOR	52	48924	99.994%
Number of Votes AGAINST	2	3	0.006%

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	3862486	100.000%
Number of Votes FOR	86	3862483	100.000%
Number of Votes AGAINST	2	3	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	--	--
Invalid Ballots - Physical	5	406
Total	5	406

RESULT: As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of Postal Ballot was more than half of the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Ordinary Resolution.

Resolution No.4 – Appointment of Mr.P.S. Ramesh as “Executive Director and Chief Operating Officer” and payment of remuneration thereon

A. Polled through e-voting

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	34	3813559	100.000%
No. of Folios voted FOR	34	3813559	100.000%
No. of Folios voted AGAINST	0	0	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	54	48927	100.000%
Number of Votes FOR	52	48924	99.994%
Number of Votes AGAINST	2	3	0.006%

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	3862486	100.000%
Number of Votes FOR	86	3862483	100.000%
Number of Votes AGAINST	2	3	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	--	--
Invalid Ballots - Physical	5	406
Total	5	406

RESULT: As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than three – fourth of the votes cast against it, I report that the Special Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

Resolution No.5 – Appointment of Mr. Hanuman Kumar Sharma as Director of the Company**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	34	3813559	100.000%
No. of Folios voted FOR	33	3813555	100.000%
No. of Folios voted AGAINST	1	4	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	54	48927	100.000%
Number of Votes FOR	52	48924	99.994%
Number of Votes AGAINST	2	3	0.006%

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	3862486	100.000%
Number of Votes FOR	85	3862479	100.000%
Number of Votes AGAINST	3	7	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	--	--
Invalid Ballots - Physical	5	406
Total	5	406

RESULT: As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of Postal Ballot was more than half of the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Ordinary Resolution.

Resolution No.6 – Appointment of Mr. Hanuman Kumar Sharma as “Executive Director and Chief Financial Officer” and payment of remuneration thereon

A. Polled through e-voting

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	34	3813559	100.000%
No. of Folios voted FOR	33	3813555	100.000%
No. of Folios voted AGAINST	1	4	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	54	48927	100.000%
Number of Votes FOR	52	48924	99.994%
Number of Votes AGAINST	2	3	0.006%

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	3862486	100.000%
Number of Votes FOR	85	3862479	100.000%
Number of Votes AGAINST	3	7	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	--	--
Invalid Ballots - Physical	5	406
Total	5	406

RESULT: As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than three fourth of the votes cast against it, I report that the Special Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

Resolution No.7– Alteration of Memorandum of Association**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	33	3776259	100.000%
No. of Folios voted FOR	33	3776259	100.000%
No. of Folios voted AGAINST	0	0	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	54	48927	100.000%
Number of Votes FOR	51	48921	99.988%
Number of Votes AGAINST	3	6	0.012%

C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	87	3825186	100.000%
Number of Votes FOR	84	3825180	100.000%
Number of Votes AGAINST	3	6	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	1	37,300
Invalid Ballots - Physical	5	406
Total	6	37,706

RESULT: As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than three fourth of the votes cast against it, I report that the Special Resolution as set out in the Notice of Postal Ballot has been passed by the shareholders as Special Resolution.

Resolution No.8 – Alteration of Articles of Association**A. Polled through e-voting**

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Total Folios voted through e-voting	33	3776259	100.000%
No. of Folios voted FOR	33	3776259	100.000%
No. of Folios voted AGAINST	0	0	0.000%

B. Ballots received through Post

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
Number of Ballots Received	54	48927	100.000%
Number of Votes FOR	51	48921	99.988%
Number of Votes AGAINST	3	6	0.012%

C. Total votes polled and results (A + B)

Particulars	No. of Folios	No. of Shares (Votes)	Percentage (%) (Votes)
No. of Ballots and E-Voting	87	3825186	100.000%
Number of Votes FOR	84	3825180	100.000%
Number of Votes AGAINST	3	6	0.000%

D. Invalid Ballots / Votes

Particulars	No. of Folios	No. of Shares (Votes)
Invalid Ballots - E-Votes	1	37,300
Invalid Ballots - Physical	5	406
Total	6	37,706

RESULT: As the number of votes cast in respect of Special Resolution mentioned in the Notice of Postal Ballot was more than three fourth of the votes cast against it, I report that the Special Resolution as 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

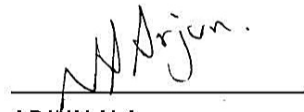
FCS 6418; COP 8667

Practising Company Secretary

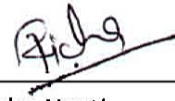
Place : Bangalore

Date & Time : 25 May 2015 @ 18:00hrs

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 17:36 hrs on 25 May 2015 at the office of the Scrutinizer.



ARJUN N A



Richa Nyati