

# DYNAMATIC TECHNOLOGIES LIMITED

Registered Office: Dynamatic Park, Peenya, Bangalore - 560 058

Corporate Identity Number: L72200KA1973PLC002308

Phone Number: +91 80 2839 4933/34/35 Fax: +91 80 2839 5823

Email ID: investor.relations@dynamatics.net; website: www.dynamatics.com



## NOTICE CALLING THE 44<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the **44<sup>th</sup> (Forty Fourth) Annual General Meeting ('AGM')** of the Members of Dynamatic Technologies Limited (the 'Company') will be held on **Friday, the 9<sup>th</sup> (Ninth) day of August 2019 (Two Thousand and Nineteen) at 10:00 (Ten) AM IST**, at Hotel "Vivanta by Taj", No. 2275, Tumkur Road, Yeshwantpur, Bangalore 560 022, to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. To Receive, Consider and Adopt:

- The Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and Auditors thereon.
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2019, together with the Report of the Auditors thereon.

#### 2. Confirmation of Interim Dividend:

To confirm the interim dividend of ₹ 2/- per equity share (20%) of face value ₹ 10/- each already paid, as the final dividend for the financial year ended 31<sup>st</sup> March 2019.

#### 3. Appointment of Mr. Dietmar Hahn (DIN: 06414463) as Director liable to retire by rotation:

To appoint a Director in place of Mr. Dietmar Hahn (DIN: 06414463), who retires by rotation and, being eligible, offers himself for re-appointment.

#### 4. Appointment of Auditors:

To appoint the auditors of the Company, and fix the remuneration.

**Explanation:** The Companies Act, 2013 ("The Act") was notified effective 1<sup>st</sup> April 2014, Section 139 of the Act lays down the criteria for appointment and mandatory rotation of Statutory Auditors. Pursuant to Section 139 of the Act and the Rules made thereafter, it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same Company. The incumbent auditors, B S R & Co. LLP, Chartered Accountants (Firm Registration number 101248W/W-100022), have served the Company for over 5 years before the Act was notified and will be completing another term of 5 consecutive years at the conclusion of the 44<sup>th</sup> Annual General Meeting.

The Audit Committee of the Company has proposed and on 29<sup>th</sup> May 2019, the Board has recommended the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered

Accountants (ICAI Firm Registration No. 117366W/W-100018) ("Auditors") as Statutory Auditors of the Company. Auditors will hold the office for the period of five consecutive years from the conclusion of the 44<sup>th</sup> Annual General Meeting until conclusion of the 49<sup>th</sup> Annual General Meeting to be held in 2024. The first year of the audit will be of the financial statements for the year ending 31<sup>st</sup> March 2020.

Therefore, Members are requested to consider and if thought fit, to pass the item number 4 as ordinary resolution.

**"RESOLVED THAT** pursuant to Section 139 and 142 and other applicable provisions of the Companies, Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposals of the Audit Committee of the Board and recommendation of the Board, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), be and is hereby appointed as the Statutory Auditors of the Company, to hold office for the period of 5 (five) consecutive years from the conclusion of this 44<sup>th</sup> Annual General Meeting till the conclusion of 49<sup>th</sup> Annual General Meeting at such remuneration as shall be recommended by the Audit Committee and fixed by the Board of Directors of the Company in consultation with the Statutory Auditors."

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. Pradyumna Vyas (DIN:02359563) as Non-Executive Independent Director:

To consider and, if thought fit, to pass, the following resolution, as **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, as amended from time to time, Mr. Pradyumna Vyas (DIN:02359563), who was appointed as an Additional Director by the Board on 11<sup>th</sup> February 2019, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Pradyumna Vyas (DIN:02359563) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 11<sup>th</sup> February 2019 to 10<sup>th</sup> February 2024 and that the term of office shall not be subject to retirement by rotation, as contemplated under the Act".

6. **Appointment of Mr. Pierre de Bausset (DIN:07178878) as Non-Executive Independent Director**

To consider and, if thought fit, to pass, the following resolutions, as **ORDINARY RESOLUTION:**


**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016, as amended from time to time, Mr. Pierre de Bausset (DIN:07178878), who was appointed as an Additional Director by the Board on 11<sup>th</sup> February 2019, and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Pierre de Bausset (DIN:07178878), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 11<sup>th</sup> February 2019 to 10<sup>th</sup> February 2024 and that the term of office shall not be subject to retirement by rotation, as contemplated under the Act".

7. **Ratification Of Cost Auditor's Remuneration:**

To consider and, if thought fit, to convey assent or dissent to the following **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of ₹4,00,000/- (Rupees Four Lakhs only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals, to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), who have been appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the accounts for the financial year ending 31<sup>st</sup> March 2020 be and is hereby ratified".

By Order of the Board



Shivaram V

Head – Legal, Compliance and Company Secretary

Place: Bangalore

Date: 29<sup>th</sup> May 2019

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts in respect of item Nos. 5 to 7 is annexed hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), of persons seeking appointment / re-appointment as Directors are provided in the Annexure to this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.** Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. A member is entitled to inspect the proxies lodged with the Company at any time during the business hours on all working days, except the date of AGM. The required statutory registers will be made available at the AGM venue for inspection by the members.
4. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
5. The Board of Directors at the meeting held on 10<sup>th</sup> August 2018, declared an Interim Dividend of ₹ 2/- per share of face value of ₹10/- each (20%) on the paid up equity capital of the Company for the Financial Year 2018-19.

The Interim Dividend on Equity Shares of the Company as declared by the Board of Directors was paid on 29<sup>th</sup> August 2018, to the Company's Equity Shareholders whose names appeared as beneficial owners in the statement(s) furnished by the Depository(ies) in respect of shares in the electronic form and all valid share transfer requests in physical forms loaded with Company/RTA, on the close of the business hours on 24<sup>th</sup> August 2018.

The Board considered and approved the Interim Dividend paid to the shareholders on 29<sup>th</sup> May 2019, as full and final dividend for the Financial Year 2018-19.

6. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124

of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

It is in Members' interest to claim any un-encashed dividends and in the future, opt for Electronic Clearing Service (ECS), so that dividends paid by the Company are credited to Members' account on time.

Members who have not yet encashed the dividend warrants from the financial year ended 31<sup>st</sup> March 2012, onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. It may also be noted that the unclaimed dividend amount which were lying with the Company up to the year ended on 31<sup>st</sup> March 2011, including the Interim Dividend - 1 and Interim Dividend - 2 pertaining to the year 2011-12 have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at [www.dynamics.com](http://www.dynamics.com) and on the website of Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

Members are requested to contact the Company's Registrar and Share Transfer Agent to claim the unclaimed/unpaid dividends thereon at the following address:

**Karvy Fintech Private Limited.**

Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032

9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
10. Members holding shares in physical form are requested to consider converting their share certificates into dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agent for any assistance in this regard.
11. **Updation of Members' Details:**  
  
The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the

Company/ Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of the Notice. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant

12. Nomination Facility: As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
13. Members, who have not yet exchanged their shares of Dynamatic Hydraulics Limited, with the Share Certificates of Dynamatic Technologies Limited, are requested to surrender their Share Certificate(s) for exchange. Such Members' are requested to contact the Company's Registrar and Share Transfer Agent – **M/s. Karvy Fintech Private Limited**, in this regard.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company on all working days, except Sundays and Bank Holidays, during business hours up to the date of the Annual General Meeting.
15. The Notice calling the 44<sup>th</sup> AGM, instructions for e-voting, attendance slip and proxy form along with ballot form and copy of the Annual Report 2018-19, is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the Annual Report are being sent by the permitted mode. Members may note that this Annual Report will also be available on the Company's website [www.dynamics.com](http://www.dynamics.com)
16. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Karvy Fintech Private Limited, on all the resolutions set forth in this Notice. The instructions for e-Voting is annexed to this notice. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if they have been passed at the AGM.

18. The facility for voting through poll shall also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Annual General Meeting.
19. The Company has appointed Mr. R. Vijaykumar, Company Secretary in Practice (Membership No. FCS 6418: COP-8667) as the Scrutinizer to scrutinize the voting at the meeting and remote e-Voting process, in a fair and transparent manner.
20. The Members who have cast their vote by remote e-Voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
21. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed from **3<sup>rd</sup> Saturday August 2019 to 9<sup>th</sup> Friday August 2019 (both days inclusive)**
22. General instructions/information for Members for voting on the Resolutions:
  - a. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: **vijaykumaracs@gmail.com with a copy marked to evoting@karvy.com.**
  - b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. For login to the e-Voting, please refer E-voting instruction annexed to this notice.
  - c. In case of any query pertaining to e-Voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at <https://evoting.karvy.com>. (Karvy's website) or send a request to **evoting@karvy.com**. Any query or grievance connected with the remote e-Voting may be addressed to Mr. Shivaram V, Head – Legal, Compliance & Company Secretary, “Dynamatic Park” Peenya, Bengaluru – 560 058. Tel: 91-80-28394933 / 34 / 35, Fax: 91-80-2839 5328, Email: - **investor.relations@dynamatics.net**
  - d. Members holding Shares in either physical or dematerialized form as on the Cut-Off Date i.e., **Saturday, 3<sup>rd</sup> August 2019**, may cast their votes electronically. The e-Voting period for the Members who hold shares as on the Cut-Off Date commences from **9.00 AM on Tuesday, 6<sup>th</sup> August 2019** and ends at **5.00 PM on Thursday, 8<sup>th</sup> August 2019**. To encourage participation of the Shareholders who are unable to use the e-voting facility, the Company has enclosed a ballot form to the Notice calling the AGM, which may be used by the Shareholders to cast their vote and have the same posted to the Company's address using the enclosed business reply envelope, so as to reach the Company on or before **Thursday, 8<sup>th</sup> August 2019, 05:00 (Five) PM (IST)**. The remote e-Voting module shall be disabled by Karvy for voting thereafter.
- e. The voting rights of the members (for voting through remote e-Voting or by Poll at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on **Saturday, 3<sup>rd</sup> August 2019 (“Cut-Off Date”)**. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.
- f. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Saturday, 03<sup>rd</sup> August 2019**, may obtain the login ID and password by sending a request at **evoting@karvy.com**. However, if you are already registered with Karvy for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on <https://evoting.karvy.com> (Karvy's website).
- g. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- h. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- i. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. **Friday, the 9<sup>th</sup> August 2019**.

**Additional information of Director seeking appointment as required under Regulation 36(3) of SEBI (LODR) Regulation, 2015:**

<b>Name of Directors</b>	<b>MR. DIETMAR HAHN</b>	<b>MR. PRADYUMNA VYAS</b>	<b>MR. PIERRE DE BAUSSET</b>
<b>Date of Birth (age)</b>	12.02.1958	07.12.1958	11.05.1961
<b>Date of Appointment</b>	08.12.2012	11.02.2019	11.02.2019
<b>Qualifications</b>	Diploma for Foundry Engineer from the University of Freiberg, Germany; Certificates in Product Liability law, Advance Product Quality Planning and Technics of failures mode and effects analyses	Masters in Industrial Design from the IIT, Bombay; Honorary Master of Arts degree from the University for the Creative Arts in Farnham, United Kingdom	MBA from I.N.S.E.A.D. and a Licence & Diplome Supérieur (Chinese language) from the Institut National des Langues et Civilisations Orientales in Paris
<b>Relationship between Directors inter-se</b>	None	None	None
<b>Expertise in specific functional area</b>	Two decades of rich experience in Operations, Sales and Development	More than 36 years of Professional and Teaching experience in different spheres of Design. (Associated with National Institute of Design)	Over 34 years of experience in Corporate Finance, Forex and Money Market, Asset Financing, Mergers and Acquisition and Investor Relations
<b>Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)</b>	None	Titan Industries Limited	None
<b>Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)</b>	None	None	None
<b>No. of shares held in the Company</b>	None	None	None

For other details such as number of meetings of the board attended during the year, sitting fees and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is part of the Annual Report 2018-19



**EXPLANATORY STATEMENT**  
**Pursuant to Section 102 (1) of the Companies**  
**Act, 2013**

**Item Number 5**

**Appointment of Mr. Pradyumna Vyas as Non-Executive Independent Director**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Pradyumna Vyas, as an Additional Director of the Company and also a Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 11<sup>th</sup> February 2019 to 10<sup>th</sup> February 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act, Mr. Pradyumna Vyas shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Pradyumna Vyas to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Pradyumna Vyas fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM.

Mr. Pradyumna Vyas acquired a Masters in Industrial Design from the IIT, Bombay. He was also conferred with an Honorary Master of Arts degree from the University for the Creative Arts in Farnham, United Kingdom in recognition of his contributions to Design Education and Design Promotion.

Mr. Vyas has more than 36 years of professional and teaching experience in different spheres of Design. He was associated with National Institute of Design (NID) and worked as a faculty in the Industrial Design discipline from 1989 till 2019. Prior to joining NID, he worked with Kilkenny Design Centre, Republic of Ireland.

Mr. Vyas was appointed as Director in National Institute of Design in 2009 and served for 10 years. He was also appointed as Member Secretary for Design Council pursuant to National Design Policy by Ministry of Commerce & Industry, Government of India from 2009 up to 2019.

He received various prestigious awards for his contribution towards Industrial Design and some of them being 'Lifetime Achievement Award - Design, 2016' at the first 'India UX Design Awards and Times Education Icons 2017, for his immense contribution towards Design Education and Design Promotion.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Vyas as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Vyas and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of this Notice.

**Item number 6**

**Appointment of Mr. Pierre de Bausset as Non-Executive Independent Director**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Pierre de Bausset, as an Additional Director of the Company and also a Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 11<sup>th</sup> February 2019 to 10<sup>th</sup> February 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act, Mr. Pierre de Bausset shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Pierre de Bausset to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Pierre de Bausset fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM.

Mr. Pierre de Bausset has over 34 years of broad international experience, in Europe, Asia and North America. His career in Corporate Finance covers Forex and Money Market, Asset Financing, Mergers and Acquisition and Investor Relations. As

a governance expert, he has taken part in major Shareholder Transitions, Management Turnover, and Governance Enhancements on boards of Publicly Traded Companies, including in times of crisis; his experience spans Appointment & Induction of Key Talents, Stakeholder Advocacy, Mediation and Strategic Transactions Management.

He joined Airbus in 1989 and held various important Management Roles, including lately President and Managing Director of Airbus Group India. Prior to joining Airbus, he worked with Banque Indosuez, in Beijing and in Paris.

Besides, Pierre de Bausset has recently joined the Haut Comité du Gouvernement d'Entreprise, which oversees the compliance of French Publicly Traded Companies with the Country's Corporate Governance Code, as its General Secretary. He is also an investor with an interest in tech companies.

He holds an MBA from I.N.S.E.A.D. and a Licence & Diplome Supérieur (Chinese language) from the Institut National des Langues et Civilisations Orientales in Paris.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pierre de Bausset as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except Mr. Pierre de Bausset and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

## **Item number 7**

### **Ratification of Cost Auditor's Remuneration**

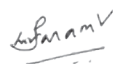
In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditors.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 29<sup>th</sup> May 2019, appointed M/s. Rao, Murthy & Associates, as Cost Auditors for conducting the Cost Audit for the Financial Year ending 31<sup>st</sup> March 2020, at a remuneration of 4,00,000/- (Rupees Four Lacs only) plus applicable service tax and reimbursement of out-of-pocket expenses at actuals.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No.7 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 7 of the accompanying Notice be ratified by the Members. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board



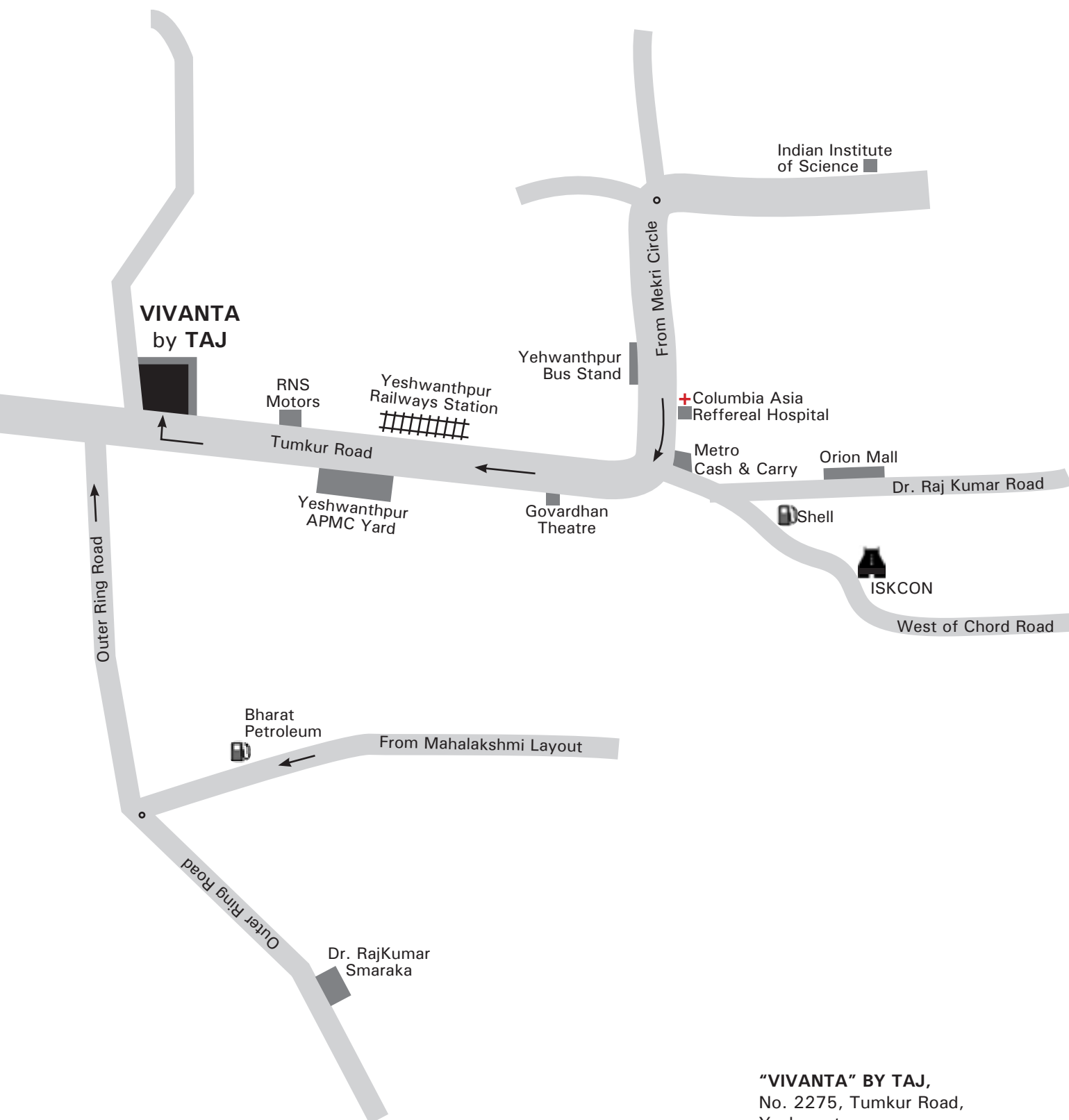
**Shivaram V**

Head – Legal, Compliance and Company Secretary

Place: Bangalore

Date : 29<sup>th</sup> May 2019

## ROUTE MAP TO THE VENUE OF DYNAMATIC AGM 2019



**"VIVANTA" BY TAJ,**  
No. 2275, Tumkur Road,  
Yeshwantpur,  
Bangalore 560 022



**DYNAMATIC TECHNOLOGIES LIMITED**

Registered Office: Dynamatic Park, Peenya, Bangalore - 560 058  
 Corporate Identity Number: L72200KA1973PLC002308  
 Phone Number: +91 80 2839 4933/34/35 Fax: +91 80 2839 5823  
 Email ID: investor.relations@dynamatics.net website: www.dynamatics.com

**ATTENDANCE SLIP**

Name : ..... Client ID\* : .....

Folio No.: ..... DP ID\*: ..... No. of shares held: .....

\*applicable for investors holding share in electronic form.

I hereby record my presence at the **44<sup>th</sup> Annual General Meeting** of the Company, scheduled at Hotel "Vivanta by Taj", Number 2275, Tumkur Road, Yeshwantpur, Bangalore 560 022 on **Friday, the 9<sup>th</sup> (Ninth) day of August 2019 (Two Thousand and Nineteen) at 10.00 (Ten) AM**

**Signature of the Member / Proxy** .....

1. Member/proxy holders wishing to attend the meeting must bring the attendance slip to the meeting and handover at the entrance duly signed.
2. Members/proxy holders desiring to attend the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.
3. Member / proxy holders are also requested to bring their identity cards along with the attendance / proxy forms.

**DYNAMATIC TECHNOLOGIES LIMITED**

Registered Office: Dynamatic Park, Peenya, Bangalore - 560 058  
 Corporate Identity Number: L72200KA1973PLC002308  
 Phone Number: +91 80 2839 4933/34/35 Fax: +91 80 2839 5823  
 Email ID: investor.relations@dynamatics.net website: www.dynamatics.com

**FORM MGT – 11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Corporate Identity Number : **L72200KA1973PLC002308**  
 Name of the Company : **Dynamatic Technologies Limited**  
 Registered Office : **Dynamatic Park, Peenya, Bangalore – 560 058**

Name the member/s : .....

Registered address : .....

E-mail ID : .....

Folio No/ Client ID : .....

DP ID : .....

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name : .....

Address : .....

E-mail ID : ..... Signature: .....

*or failing him*

2. Name : .....

Address : .....

E-mail ID : ..... Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the company, to be held at Hotel "Vivanta by Taj", Number 2275, Tumkur Road, Yeshwantpur, Bangalore 560 022 on **Friday, the 9<sup>th</sup> day of August 2019 (Two Thousand and Nineteen), at 10:00 (Ten) AM**, and at any adjournment thereof in respect of such resolutions as are indicated below.

**Signed this**..... **day of**.....**2019**

**Signature of shareholder:** .....

**Signature of Proxy holder(s):** .....

**Affix  
revenue  
Stamp**

**Note:**

This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

**DYNAMATIC TECHNOLOGIES LIMITED**

Registered Office: Dynamatic Park, Peenya, Bangalore - 560 058

Corporate Identity Number: L72200KA1973PLC002308

Phone Number: +91 80 2839 4933/34/35 Fax: +91 80 2839 5823

Email ID: investor.relations@dynamatics.net website: www.dynamatics.com

**POSTAL BALLOT****AGM Notice of Dynamatic Technologies Limited dated 29<sup>th</sup> May 2019**

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the **Forty Fourth Annual General Meeting (AGM) of the Company to be held on Friday, 9<sup>th</sup> August 2019**, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No	Resolution	Vote		
		For	Against	Abstain
1	(a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2019, together with the Reports of the Board of Directors and Auditor's thereon.			
	(b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March 2019, together with the Report of the Auditor's thereon.			
2	Confirmation of Interim Dividend of ₹ 2/- per equity share (20%) of face value ₹ 10/- each already paid, as the final dividend for the Financial Year ended 31 <sup>st</sup> March 2019.			
3	Appointment of Mr. Dietmar Hahn (DIN:06414463) as Director liable to retire by rotation			
4	Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018) ("Auditors") as Statutory Auditors of the Company to hold the office for the period of five consecutive years from the conclusion of the 44 <sup>th</sup> Annual General Meeting until the conclusion of 49 <sup>th</sup> Annual General Meeting to be held 2024.			
5	Appointment of Mr. Pradyumna Vyas (DIN:02359563) as Non-Executive Independent Director for a period of 5 years.			
6	Appointment of Mr. Pierre de Bausset (DIN:07178878) as Non-Executive Independent Director for a period of 5 years.			
7	Ratification of remuneration of Cost Auditors for the Financial Year ended 2019-20.			

Name of the Shareholder(s): .....

Folio No. ....

DP ID/ Client ID:.....

Number of shares held .....

Place :

Date :

Signature of the Member/s

**NOTE: Please carefully read the instructions given below and in the notes to the Notice dated 29th May 2019, before exercising your vote.**

**Instructions for filling Postal Ballot Form:**

1. Insert your name, the number of shares held by you, your folio number / DP ID / Client ID at the space provided in the ballot form.
2. Ensure that you sign the Ballot Form.
3. Please insert the date of signing the Ballot Form.
4. Please use the enclosed self-addressed business reply envelope for posting the Ballot Form so as to reach the Scrutiniser on or before **Thursday, 8<sup>th</sup> August 2019, at 5:00 p.m.**
5. Please enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast your vote, please select 'ABSTAIN'.