

DYNAMATIC TECHNOLOGIES LIMITED

Registered Office: JKM Plaza, Dynamatic Aerotropolis, 55 KIADB Aerospace Park, Bangalore 562149

Corporate Identity Number: L72200KA1973PLC002308

Phone Number: +91 80 2111 1223 / +91 80 2204 0535

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



POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE of Postal Ballot is hereby given to the Members of Dynamatic Technologies Limited ("the Company"), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014, as amended (Rules), and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as 'MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force, the Ordinary Resolution(s) as set out in this Notice are proposed for consideration by the members of the Company for passing by means Postal Ballot by voting through electronic means (remote e-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

The Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically. The details of the e-voting facility are provided in the notes of this postal ballot notice. Members may note that the e-voting commences from **9.00 a.m. (IST) on Wednesday, 25th December 2024 and ends at 5.00 p.m. (IST) on Thursday, 23rd January 2025**. Members are therefore requested to cast their vote not later than 5:00 p.m. IST on Thursday, 23rd January 2025 to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the notes to the postal ballot notice.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot shall be declared at the Registered office of the Company on or before Saturday, 25th January 2025.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.dynamatics.com and on the website of KFin Technologies Limited at www.kfintech.com

Consent of the Members is hereby sought for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto for Member's consideration.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. CHALAPATHI P (DIN:08087615) AS EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following as a **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and in accordance with Section 196, 197, 198, 203 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and any other applicable provisions, including any statutory modifications or re-enactments thereof, for the time being in force and subject to such other consents, approvals and permission if any, as may be required, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Chalapathi P (DIN: 08087615) as "Executive Director" of the Company for a period of 3 (Three) years i.e., with effect from 13th November 2024 to 12th November 2027, who shall also be liable to retire by rotation and herewith be designated as "Executive Director & CFO" on the following terms as under:

SALARY

Salary per month Rs. 10,00,000/- on the scale of Rs. 5,00,000/- to Rs. 25,00,000/-.

PERQUISITES

Category A

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

Gratuity: He shall be paid as per the provisions of The Payment of Gratuity Act.

Company's Car: Mr. Chalapathi P shall be entitled to use the Company's Car, and all the expenses for maintenance and running of the same including insurance to be borne by the Company.

Category B

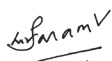
Telephone: As per the Company's policy.

"RESOLVED FURTHER THAT notwithstanding anything herein above stated wherein, in any financial year during the tenure of Mr. Chalapathi P as Executive Director & CFO of the Company, if the Company's profit are inadequate or it incurs a loss, the Company shall pay to Mr. Chalapathi P the above remuneration by way of salary, bonus and other allowances as minimum remuneration as specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT any further alteration, variation and modification of the terms of the said appointment / remuneration including salary, allowances and perquisites, without further reference to the members, shall be in such a manner as may be agreed to between the Board of Directors (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) and Mr. Chalapathi P, in accordance with and subject to the limits prescribed in under Section 197, 198 read with Schedule V of the Companies Act, 2013, or any amendment or any statutory modifications thereto and conditions."

"RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Shivaram V, Chief Legal Officer & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals – whether statutory or otherwise, in relation to the above and to settle all or any matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required to be executed on behalf of the Company and generally to do all or any acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

By Order of the Board of Directors of Dynamatic Technologies Limited



Shivaram V

Chief Legal Officer and Company
Secretary

Membership No. ACS 19173

Place: Bangalore

Date: 13th November 2024

Registered Office:

Dynamatic Technologies Limited
JKM Plaza, Dynamatic Aerotropolis, 55
KIADB, Aerospace Park, Bangalore 562149
Tel: +91 80 2111 1223/ +91 80 2204 0535
Email ID: investor.relations@dynamatics.net
Website: www.dynamatics.com

Notes:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2 is part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (Depositories) as on **Friday, 13th December 2024 ("Cut-off Date")**, and whose E-mail IDs are registered with the Company/ Depositories.
3. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
4. The Members, whose name appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on 13th December 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and the MCA Circulars, the Company is pleased to offer e-voting facility for this postal ballot to all the Members of the Company. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. Corporate/ Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote, to the Scrutinizer at pramod@bmpandco.com with a copy marked to evoting@kfinetech.com
7. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.dynamatics.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and National Stock Exchange of India Limited at www.nseindia.com and on KFin Technologies Limited at www.evoting.kfintech.com.
8. All the material documents referred to in the Notice and Explanatory Statements shall be available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to investor.relations@dynamatics.net mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

9. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 13th December 2024, being the cut-off date fixed for the purpose.
 10. The Scrutinizer will submit his report to the Chairman, or any person authorized by him after completion of the scrutiny and the result of e-voting by Postal Ballot will be declared within 48 hours from the end of voting on or before **Saturday, 25th January 2025**. The Resolutions, if passed by requisite majority shall be deemed to have been passed on **Thursday, 23rd January 2025**, being the last date specified by the Company for e-voting.
 11. The said results will be uploaded on the Company's website www.dynamics.com and on the website of KFin Technologies Limited at www.kfintech.com and shall also be communicated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, within 48 hours from the end of the e-voting period, and shall be displayed at the Registered Office of the Company.
 12. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.dynamics.com. The Shareholders who have not updated any of the aforesaid details are requested to update the same at the earliest.
 13. Pursuant to SEBI SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 and August 4, 2023, SEBI has specified that an investor shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate grievance through the SCORES Portal (<https://scores.sebi.gov.in>) in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. Members are requested to take note of the same.
- members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process.
 - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - iv. The remote e-Voting period commences from 9.00 a.m. (IST) on Wednesday, 25th December 2024 and ends at 5.00 p.m. (IST) on Thursday, 23rd January 2025.
 - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., 13th December 2024.
 - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/ she is already registered with KFinTech for remote e-Voting then he/she can use his / her existing User ID and password for casting the vote.
 - vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
 - viii. The details of the process and manner for remote e-Voting explained herein below:
 - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the

Details on Step 1 are mentioned below:

l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nSDL.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nSDL.com II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively, by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e., KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at www.cdslindia.com II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com or https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '8576' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. As indicated earlier, the results will be published on the website of the Company www.dynamics.com besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. Scrutinizer's Report along with voting results will also be posted on the website of KFintech at <https://evoting.kfintech.com>
 - I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website), at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
 - II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 13th December 2024, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
 - III. In case a person has become a Member of the Company after dispatch of Postal Ballot Notice but on or before the cut-off date for E-voting, he/ she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password

Procedure for Registration of email and Mobile securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS AND REASONS FOR THE PROPOSED RESOLUTION

Appointment of Mr. Chalapathi P (DIN:08087615) as Executive Director of the Company

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th November 2024, appointed Mr. Chalapathi P (DIN:08087615), as an Executive Director of the Company to hold office for a term up to 3 (three) years w.e.f. 13th November 2024 up to 12th November 2027, subject to approval of the members of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Chalapathi P shall hold office until the date of the next Annual General Meeting or for a period of three months from the date

of appointment, whichever is earlier. Mr. Chalapathi P is not disqualified from being appointed as the Executive Director in terms of Section 164 and other applicable provisions of the Act.

For appointment of Mr. Chalapathi P on the Board, the Nomination and Remuneration Committee took into consideration his experience in mergers & acquisitions, financial strategy & investment decisions, treasury management and banking relationships, driving change in the organisation, driving digitisation & adaption to technology, overseeing direct & indirect tax including transfer pricing enquiries, project costing, corporate governance, investor relations, audit committee matters, SEBI, FEMA and RBI matters. Further, the Nomination and Remuneration Committee also noted that skills, expertise, and competencies possessed by Mr. Chalapathi P were in alignment with the skills and expertise, identified by the Committee and the Board, for the directors of the Company.

Brief Profile including skills and expertise of Mr. Chalapathi P is as follows:

- Mr. Chalapathi P is a Chartered Accountant and a Postgraduate in Commerce. He has been with Dynamatic since 2009 in various roles. Prior to joining Dynamatic, he was with Interplex Electronics India Private Limited, Bangalore (a US based manufacturing MNC).
- Mr. Chalapathi P has experience of 17 years spans over mergers & acquisitions, financial strategy & investment decisions, treasury management and banking relationships, driving change in the organisation, driving digitisation & adaption to technology, overseeing direct & indirect tax including transfer pricing enquiries, project costing, corporate governance, investor relations, audit committee matters, SEBI, FEMA and RBI matters.
- Prior to this role, he held significant positions and was responsible for Finance & Accounts, Controlling, Taxation, Audits, Project costing. With extensive experience in financial leadership, he brings a wealth of expertise in financial reporting, risk management and strategic growth initiatives.
- Mr. Chalapathi P is a strong team player and is known for his approachability. He is a winner of CFONXT100 award for three consecutive years in 2015, 2016 & 2017 and winner of CFO100 for 2020.

Other terms and conditions of appointment

- The letter of appointment setting out terms of employment with Mr. Chalapathi P is available at the Registered Office of the Company for inspection as provided under Section 190 of the Companies Act 2013 during normal business hours (9.00 am to 5.00 pm) on any working day, upto and including the date of the last date of e-voting.
- The Executive Director shall be entitled to leave in accordance with the Rules of the Company.
- The appointment is subject to the provisions of Sections 167 (1) of the Companies Act, 2013.
- If and when the term relating to appointment/ re-appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Executive Director of the Company.
- The appointment/ re-appointment may be terminated by either party by giving to the other party three months' notice of such termination or the Company paying three months remuneration in lieu thereof.

- The employment of the Appointee may be terminated by the Company without notice or payment in lieu of notice if the appointee is found guilty of any gross negligence, default or misconduct or in the event the Board expresses its loss of confidence in the appointee.
- In the event the Appointee is not able to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- The Appointee shall not be entitled to supplement their earnings with any buying or selling commission. They shall not be interested or otherwise concerned directly or through their relatives in any selling agency of the Company without statutory approvals as required to be obtained under the Companies Act, 2013.
- The Appointee shall devote their whole time and attention to the business of the Company and perform such duties, carry out such responsibilities and exercise such powers as may be entrusted to them by the Board, from time to time.
- The remuneration payable to the Appointee is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by him.

Mr. Chalapathi P, being the appointee, is interested in the resolution set out in the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Chalapathi P as an Executive Director in the interest of the Company and recommends the Ordinary Resolution as set out in Notice for the approval of Members.

Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting

Name of Director	Mr. Chalapathi P
DIN	08087615
Date of Birth/ Age	6 th June 1978 (46 years)
Date of appointment on the Board	13 th November 2024
Qualification	Chartered Accountant and Post graduate in Commerce
Brief Resume	Refer to Explanatory Statement above
Nature of expertise in specific functional areas	Mergers & acquisitions, financial strategy & investment decisions, treasury management and banking relationships, driving change in the organisation, driving digitisation & adaption to technology, overseeing direct & indirect tax including transfer pricing enquiries, project costing, Corporate governance, investor relations, audit committee matters, SEBI, FEMA and RBI matters
Names of other listed Companies in which appointee holds Directorships	NIL
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	NIL
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Mr. Chalapathi P is a member in 2 Committees w.e.f 13 th November 2024 in the Company i.e., 1. Corporate Social Responsibility Committee 2. Technology & Strategy Development Committee
Chairman / Member of the Committee(s) of the Board of Directors of other Companies in which the appointee is a Director	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Mr. Chalapathi P is not related to any of the Directors/ Key Managerial Personnel
Number of shares held in the Company either by the appointee or as a beneficial owner	NIL
No. of Board Meetings attended during the Year (i.e., 2024-25)	1
Name of the listed entities from which the appointee has resigned in the past three years	NIL
Key Terms and conditions of appointment or re-appointment	As per the resolution mentioned in this Notice read with the explanatory statement thereto

Remuneration proposed to be Paid	As per the resolution mentioned in this Notice
Date of first appointment on Board	13 th November 2024
Last drawn remuneration	Rs. 1,20,00,000/- p.a in the capacity of Chief Financial Officer

By Order of the Board of Directors of Dynamatic Technologies Limited



Shivaram V

Chief Legal Officer and Company
Secretary

Membership No. ACS 19173

Place: Bangalore

Date: 13th November 2024

Registered Office:

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