

# 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 45<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **45<sup>th</sup> (Forty Fifth) Annual General Meeting ('AGM')** of the Members of Dynamatic Technologies Limited (the 'Company') will be held on **Thursday, the 24<sup>th</sup> (Twenty Fourth) day of September 2020 (Two Thousand and Twenty) at 10.00 (Ten) AM IST through Video Conferencing("VC")/Other Audio Visual Means("OAVM")**, to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

(a) to receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Reports of the Board of Directors and Auditor's thereon.

(b) to receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Report of the Auditor's thereon.

#### 2. Appointment of Mr. P S Ramesh (DIN:05205364) as Director liable to retire by rotation

To appoint a Director in place of Mr. P S Ramesh (DIN: 05205364), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Re-appointment of Mr. Udayant Malhoutra (DIN: 00053714) as CEO and Managing Director

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

**"RESOLVED THAT** in further to the recommendation of Nomination and Remuneration Committee of the Board and the Board of Directors of the Company and in accordance with Section 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013, SEBI (LODR) 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 be and is hereby accorded to re-appoint Mr. Udayant Malhoutra (DIN: 00053714) as the CEO & Managing Director of the Company for a further period of three years i.e., with effect from 1<sup>st</sup> October 2020 to 30<sup>th</sup> September 2023, on the following terms as under:

#### SALARY:

Salary: Rs.7,00,000 per month within the scale of Rs.5,00,000 to Rs.25,00,000.

#### PERQUISITES:

In addition to the salary referred to above, the CEO & Managing Director shall be entitled to:

#### Category A:

**Housing:** The Company will provide unfurnished accommodation, subject to the condition that expenditure by the Company on hiring such accommodation will not exceed one month's Basic salary.

**Medical Reimbursement:** Medical expenses will be paid by the Company for Mr. Udayant Malhoutra and his family, viz. wife, dependent children and dependent parents, subject to a ceiling of one month's Basic Salary in a year.

**Leave Travel Concession:** Mr. Udayant Malhoutra will be paid the expenses incurred on actual basis, subject to a ceiling of one month's Basic Salary in a year, in accordance with the rules of the Company, for himself, his wife, dependent children and dependent parents.

**Club Fees:** Club Fees will be paid subject to a maximum of two clubs, which will not include admission and life membership fees.

#### Category B:

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

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

#### Category C:

Telephone: He will be provided with a telephone and internet services at his residence for the purpose of Company's business.

**RESOLVED FURTHER THAT** in accordance with Articles of Association of the company, Mr. Udayant Malhoutra, CEO & Managing Director, shall not be liable to retire by rotation during his tenure as CEO & Managing Director

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated wherein, in any financial year closing on or after 31<sup>st</sup> March 2020, during the tenure of Mr. Udayant Malhoutra as CEO & Managing Director of the Company, the Company's profits are inadequate or it incurs a loss, the Company shall pay to Mr. Udayant Malhoutra the above remuneration by the 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 the 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. Udayant Malhoutra within and in accordance with the provisions of Schedule V of the Companies Act, 2013, or any amendment or any statutory modifications thereto and conditions, if any, as may be stipulated by the Central Government.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mr. Shivaram V, Head - Legal, Compliance and Company Secretary of the Company be and are hereby severally authorised 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 writing 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".

**4. Re-appointment of Mr. P S Ramesh (DIN: 05205364) as Executive Director & Group Technical Services and Human Resources for a term of 3 years**

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

**“RESOLVED THAT** in further to the recommendation of Nomination and Remuneration Committee of the Board and the Board of Directors of the Company and in accordance with Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, SEBI (LODR) 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 be and is hereby accorded to re-appoint Mr. P S Ramesh (DIN: 05205364) as “Executive Director- Group Technical Services and Human Resources” of the Company for a further period of three years i.e., from effect 14<sup>th</sup> November 2020 to 13<sup>th</sup> November 2023, on the following terms as under:

**SALARY:**

Salary of Rs.7,66,666 per month within the scale of Rs.5,00,000 to Rs.25,00,000.

**PERQUISITES:**

**Category A**

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

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

**Category B**

**Telephone:** As per the Company’s policy.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated wherein, in any financial year closing on or after 31<sup>st</sup> March 2020, during the tenure of Mr. P S Ramesh as Group Technical Services and Human Resources of the Company, the Company’s profits are inadequate or it incurs a loss, the Company shall pay to Mr. P S Ramesh the above remuneration by the 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 the 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. P S Ramesh within and in accordance with the provisions of Schedule V of the Companies Act, 2013, or any amendment or any statutory modifications thereto and conditions, if any, as may be stipulated by the Central Government.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mr. Shivaram V, Head - Legal, Compliance and Company Secretary of the Company be and are hereby severally authorised 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 writing 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”.

**5. Re-appointment of Mr. Arvind Mishra (DIN: 07892275) as “Executive Director and Global COO - Hydraulics & Head of Homeland Security” for a term of 3 years**

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

**“RESOLVED THAT** in further to the recommendation of Nomination and remuneration Committee of the Board and the Board of Directors of the Company and in accordance with Section 196, 197, 198 read with Schedule V of the Companies Act, 2013, SEBI (LODR) 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 be and is hereby accorded to re-appoint Mr. Arvind Mishra (DIN: 07892275) as “Executive Director and Global COO – Hydraulics & Head of Homeland Security” of the Company for a further period of three years i.e., from effect from 9<sup>th</sup> August 2020 to 8<sup>th</sup> August 2023, on the following terms as under:

**SALARY:**

Salary of Rs.7,66,666 per month within the scale of Rs.5,00,000 to Rs.25,00,000.

**PERQUISITES:**

**Category A**

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

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

**Category B**

**Telephone:** As per the Company’s policy.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated wherein, in any financial year closing on or after 31<sup>st</sup> March 2020, during the tenure of Mr. Arvind Mishra as Executive Director and Global COO – Hydraulics & Head of Homeland Security of the Company, the Company’s profits are inadequate or it incurs a loss, the Company shall pay to Mr. Arvind Mishra the above remuneration by the 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 the 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. Arvind Mishra within and in accordance with the provisions of Schedule V of the Companies Act, 2013, or any amendment or any statutory modifications thereto and conditions, if any, as may be stipulated by the Central Government.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Mr. Shivaram V, Head - Legal, Compliance and Company Secretary of the Company be and are hereby severally authorised 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 writing 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”.

## 6. Ratification of Cost Auditor's Remuneration:

To consider and, if thought fit, to pass, the following resolution, as **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 Rs.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 2021, be and is hereby ratified"

## NOTES:

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movement apart from social distancing, the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No.17/2020 dated 13<sup>th</sup> April 2020, read with Circular No. 20/2020 dated 5<sup>th</sup> May 2020, permitted Companies to hold their Annual General Meeting ("AGM") through VC/OVAM for the calendar year 2020.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 45<sup>th</sup> AGM of the Company is being conducted through Video Conferencing (VC/OVAM) herein after called as "e-AGM".
3. e-AGM: Company has appointed M/s Kfin Technologies Private Limited, Registrars and Transfer Agents ("Kfin"), to provide Video Conferencing facility and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):
  - a. Members can attend the meeting through e-voting log in credentials provided to them to connect Video Conference. Physical attendance of the members at the meeting venue is not required
  - b. Appointment of Proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
  - d. Shareholders who have not registered their mail address and in consequence, the Annual Report, Notice of AGM and e-voting notice could not be serviced, may temporarily get their email address and mobile number provided with Kfintech, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.
5. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
7. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
8. The attendance of the Members (member's logins) attending the

e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. The Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts in respect of item Nos. 3 to 6 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 SEBI Listing Regulations"), of persons seeking appointment / re-appointment as Directors are provided in the Annexure to this Notice.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI Listing Regulations, the Register of Members and Share Transfer Books of the Company will be closed from Friday, 18<sup>th</sup> September 2020 to Thursday, 24<sup>th</sup> September 2020 (both days inclusive).
11. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfin for assistance in this regard.
12. 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.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to Kfin, in case the shares are held in physical form
14. 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [ratish.advice@gmail.com](mailto:ratish.advice@gmail.com) with a copy marked to [www.evoting@kfintech.com](mailto:www.evoting@kfintech.com)  
The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
15. 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.
16. 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 2013, 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. 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:

Kfin Technologies Private Limited,  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032

17. 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.
18. 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.
19. 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
20. 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.
21. Members, who have not yet exchanged their shares of Dynamic Hydraulics Limited, with the Share Certificates of Dynamic 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-Kfin, in this regard.
22. 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 e-AGM.

23. Since the e-AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
24. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.dynamics.com](http://www.dynamics.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of to <https://evoting.kfintech.com/>
25. 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, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Kfin, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
26. The Members who have cast their vote by remote e-voting prior to the e-AGM may also attend/ participate in the e-AGM through VC / OAVM but shall not be entitled to cast their vote again.
27. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.kfintech.com/> to reset the password.
28. In case of any grievances connected with facility for e-voting, please contact:  
Mrs. C Shobha Anand, Dy. Gen. Manager, Contact No. 040-67162222, at Kfin Technologies Private Limited [Unit: Dynamic Technologies Limited.], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032
29. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Friday 18<sup>th</sup> September 2020.
30. Mr. Ratish Tagde (Membership No. FCS 6162, CP No. 22018), Proprietor, Ratish Tagde & Associates, Practicing Company Secretaries and in case of his inability Ms. G Haritha (Membership No. F5521, CP No. 10749 ), Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
31. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast during the e-AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the e-AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
32. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company [www.dynamics.com](http://www.dynamics.com) and KFin website <https://evoting.kfintech.com/> and the communication will be sent to BSE Limited and the National Stock Exchange of India Limited.
33. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of e-AGM shall be deemed to be passed on Thursday, 24<sup>th</sup> September 2020.

**34. Instructions for the Members for attending the e-AGM through Video Conference:**

- (i) Attending e-AGM Video Conference : Member will be provided with a facility to attend the e-AGM through Video Conferencing platform provided by KFin. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
  - (ii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
  - (iii) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
  - (iv) Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
  - (v) Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - (vi) **Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. Please note that, members questions will be answered only if the shareholder/s continue to hold the shares as of cut-off date i.e., Friday, 18<sup>th</sup> September 2020. The time period for posting the questions shall commence from Monday, 21<sup>st</sup> September 2020 at 9.00 AM and close on Tuesday, 22<sup>nd</sup> September 2020, at 5.00 PM. The same will be replied by the Company suitably.
  - (vii) Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the e-AGM conference.
  - (viii) **Speaker Registration during e-AGM session:** Members who would like to express their views or ask questions during the AGM may log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on Monday, 21<sup>st</sup> September 2020 at 9.00 AM and close on Tuesday, 22<sup>nd</sup> September 2020, at 5.00 PM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM.
- 35 Instructions for members for e-Voting during the e-AGM session:
- a. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page
  - b. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
  - c. Only those shareholders, who are present in the e-AGM and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.

36. Remote Voting through electronic means – Instructions.

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Company is providing facility of remote e-Voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as at 5:00 PM on Friday, 18<sup>th</sup> September 2020, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Kfin or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The details of the process and manner for remote e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://www.evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. Dynamatic Technologies Limited
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xi. Members can cast their vote online from Monday, 21<sup>st</sup> September 2020 (9.00 A.M) till Wednesday, 23<sup>rd</sup> September 2020 (5.00 P.M). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 345 4001 (toll free).

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

Name of Directors	Mr. Udayant Malhoutra	Mr. P S Ramesh	Mr. Arvind Mishra
Date of Birth (age)	19-10-1965	24-04-1958	05-12-1972
Date of Appointment	01-10-1989	14-11-2014	09-08-2017
Qualifications	Doctor of Engineering & Technology (Honoris-Causa) from University of Engineering and Management, Kolkata	Mechanical Engineering from UVCE, Bangalore University and M. Tech. in Aircraft Production Engineering from IIT Madras	Mechanical Engineering Graduate from RVCE
Relationship between Directors inter-se	None	None	None
Expertise in specific functional area	Three decades of rich overall Business Management including functional expertise in Sales, Marketing and Corporate Management	More than 3 decades of rich experience in Hydraulics and Aerospace engineering including Sales, Marketing and Corporate Management	More than two decades of rich experience in diverse areas covering Strategic and tactical planning, CRM, Vendor relation, Team Building, Budgeting and forecast, Inventory management and NPD
Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)	<ul style="list-style-type: none"> <li>M/s. San Engineering &amp; Locomotive Company Limited;</li> <li>M/s. Centrust Financial Limited &amp;</li> <li>M/s. Greenerth Biotechnologies Limited</li> </ul>	<ul style="list-style-type: none"> <li>M/s. JKM Ferrotech Limited;</li> <li>M/s. JKM Erla Automotive Limited;</li> <li>M/s. JKM Research Farm Limited &amp;</li> <li>M/s. JKM Automotive Limited</li> </ul>	<ul style="list-style-type: none"> <li>M/s. JKM Research Farm Limited &amp;</li> <li>M/s. JKM Automotive Limited</li> </ul>
Membership / Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	None	None	None
No. of Shares held in the Company	6,20,179	None	None

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.

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

**Item number 3 :**

Pursuant to provisions of section 197 read with schedule V and other applicable provisions of the Companies Act, 2013, Mr. Udayant Malhoutra (DIN: 00053714), was re-appointed as the CEO & Managing Director of the Company for a period of three years with effect from 1st October, 2017, as approved by the Members at their Annual General Meeting held on 10<sup>th</sup> August, 2017.

Mr. Malhoutra has been conferred the degree of Doctor of Engineering & Technology (Honoris-Causa) from University of Engineering and Management, Kolkata, in recognition of his outstanding contribution in the field of Technology & Innovation and his dedicated service to the nation.

Mr. Udayant Malhoutra has played a pivotal role in the transformation of the Company into a multi-national Company and has been spearheading the development of the business of Dynamatic group in India and outside in developing a strong leadership team to manage the businesses in a sustainable manner.

Over the years, the Company has grown across multiple geographies and has diversified into multiple businesses with the long term vision of securing market leadership, technological competence and enhancing its brand equity as a global leader.

The multiple businesses of the Company include the Hydraulics business in India and UK, the Aerospace business in India and UK and the Automotive business in India and Germany. This growth has enabled your Company to adopt the best technologies and skill sets at its state-of-art facilities to deliver the best products and services to its customers.

Mr. Udayant Malhoutra has rich and varied experience in the industry and has been involved in the operation of the Company over long period of time. Considering his role in the Company's global business development, the Board strongly recommends the re-appointment of Mr. Udayant Malhoutra as the CEO & Managing Director of the Company and remuneration payable to him. The detailed terms of re-appointment and remuneration proposed to be paid to Mr. Udayant Malhoutra have already been provided in item number 3 of the resolution.

**Others terms and conditions of re-appointment:**

- The Managing Director & CEO shall be entitled to leave in accordance with the Rules of the Company.
- Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointee, the Company has no profits or its profits are inadequate, the Company will pay to the Appointee, remuneration by way of Salary, Benefits, Perquisites and Allowances as in the resolution.
- The terms and conditions of the appointment of the Appointee as stated above can be altered or varied from time to time by the Board of Directors at its discretion, so as not to exceed the limits specified in Schedule V to the Act or any amendments made thereto.
- The appointment is subject to the provisions of Sections 167 (1) of the Companies Act, 2013.

Except Mr. Udayant Malhoutra and his relatives who are shareholders in the Company, none of the Directors/KMP/their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends this resolution for the approval of the members.

**Item number 4 & 5:****Re-appointment of Mr. P S Ramesh:**

Pursuant to provisions of section 197 read with schedule V and other applicable provisions of the Companies Act, 2013, Mr. P S Ramesh (DIN: 05205364), was last re-appointed by the Shareholders as "Executive Director and Chief Operating Officer - Aerospace, India" of the Company for a period of two years with effect from 14<sup>th</sup> November 2018, consequently the Board re-designated him as Executive Director- Group Technical Services and Human Resources at its Meeting held on 14<sup>th</sup> November 2018, based on the business requirements and the said term was due to come to an end on 13<sup>th</sup> November 2020, and it is proposed to re-appoint him for further term of 3 years with effect from 14<sup>th</sup> November 2020.

Mr. P S Ramesh, a graduate in Mechanical Engineering from UVCE, Bangalore University and M. Tech. in Aircraft Production Engineering from IIT Madras, started his career in Hindustan Aeronautics Limited as a Management Trainee in 1982 and in 1994 moved on to SME Aerospace- a leading aerospace company in Kuala Lumpur, Malaysia. He was heading Quality Assurance & Planning group and was instrumental in achieving Supplier Excellence Programme (SEP) from B.Ae. & achieving 'bronze status' for that company.

Mr. P S Ramesh joined the Company in the year 1999 as Head of Quality and spearheaded the campaign for documenting procedures/control plans and implementing ISO 9001 certification. Mr. P S Ramesh has been serving the Company for the past 22 years and has progressively grown to be the Executive Director- Group Technical Services and Human Resources.

Mr. P S Ramesh has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time. Considering his role in the Company's global business development, the Board strongly recommends the re-appointment of Mr. P S Ramesh as the Executive Director – Group Technical Services and Human Resources of the Company and remuneration payable to him. The detailed terms of re-appointment and remuneration proposed to be paid to Mr. P S Ramesh have already been provided in item number 4 of the resolution.

**Re-appointment of Mr. Arvind Mishra:**

Pursuant to provisions of section 197 read with schedule V and other applicable provisions of the Companies Act, 2013, Mr. Arvind Mishra (DIN: 07892275), was last appointed by the Shareholders as "Executive Director and Global Chief Operating Officer – Hydraulics and Head of Homeland Security" of the Company for a period of three

years with effect from 9<sup>th</sup> August 2017, and the said term has come to an end on 9<sup>th</sup> August 2020, and it is proposed to re-appoint him for further term of 3 years with effect from 9<sup>th</sup> August 2020.

He is a Mechanical Engineering Graduate from RVCE and has been working with Dynamatic Technologies since 1995 and has overall experience of more than 20 years in Strategic and Tactical Planning, Account Development & Acquisition, Competitive Sales Analysis, Contracts Negotiations, P&L Financial Reporting, CRM, Vendor Relation, Team Building, Budgeting and Forecast, Inventory Management and NPD.

Mr. Arvind Mishra joined the Company as Management Trainee in the year 1995 post which he held various key positions in the Company and currently is serving as Executive Director – Global COO, Hydraulics and Head – Homeland Security.

He is experienced Senior Executive, both at the Strategic and Operational level with two decades of strong track record in delivering and sustaining revenue and profit growth in highly competitive market and in driving and managing business improvement, change management & growth.

Mr. Arvind Mishra has rich and varied experience in the industry and has been involved in the operation of the Company over long period of time. Considering his role in the Company's global business development, the Board strongly recommends the re-appointment of Mr. Arvind Mishra as the Executive Director – Global COO, Hydraulics and Head – Homeland Security of the Company and remuneration payable to him. The detailed terms of re-appointment and remuneration proposed to be paid to Mr. Arvind Mishra have already been provided in item number 5 of the resolution.

Others terms and conditions of re-appointment for Mr. P S Ramesh and Mr. Arvind Mishra

- The Executive Directors shall be entitled to leave in accordance with the Rules of the Company.
- Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Appointees, the Company has no profits or its profits are inadequate, the Company will pay to the Appointees, remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above.
- The terms and conditions of the Appointees, as stated above can be altered or varied from time to time by the Board of Directors at its discretion, so as not to exceed the limits specified in Schedule V to the Act or any amendments made thereto.
- The appointment is subject to the provisions of Sections 167 (1) of the Companies Act, 2013.
- If at any time, the Appointees cease to be in the employment of the Company for any reason whatsoever, they shall cease to be the Executive Directors of the Company.
- The Appointees 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 Appointees 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.

Except Mr. P S Ramesh and Mr. Arvind Mishra, being Appointee's, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolutions set out in Item No. 4 & 5. The Board recommends these resolutions for the approval of the members.

Appended below, is the information as required to be furnished under sub-clause (iv) of clause B of part II of Schedule V to the Companies Act, 2013 for Mr. Udayant Malhoutra, Mr. P S Ramesh and Mr. Arvind Mishra:

I. General Information:						
1	<b>Nature of industry</b>	<p>Incorporated in 1973, Dynamatic Technologies Limited ('DTL', 'Dynamatic Technologies' or the 'Company') is a manufacturer of highly engineered, mission critical products for the Aerospace, Automotive and Hydraulic industries. With futuristic design, engineering and manufacturing facilities in Europe and India, Dynamatic Technologies serves customers across six continents.</p> <p>The Company is one of the world's largest manufacturers of hydraulic gear pumps and automotive turbochargers and has held the leadership position in hydraulic gear pumps market for over 45 years. DTL has 75% share of the Indian organized tractor market with supplies to almost all OEMs in India. Dynamatic Technologies is a pioneer and leader, both in the Indian private sector and the UK for the manufacture of precision flight critical, and complex airframe structures and aerospace components. It is a Tier-I supplier to the global aerospace OEMs such as Airbus, Boeing, Bell Helicopters and Hindustan Aeronautics Limited. The Company also manufactures high precision, complex metallurgical ferrous and aluminium castings for performance critical components such as turbochargers and exhaust manifolds and has capabilities to develop automotive components on single-source basis.</p> <p>The Company's facilities located in India (Bengaluru, Chennai, Coimbatore, Nasik), United Kingdom (Swindon, Bristol) and Germany (Schwarzenberg), are lean, green and clean, and designed to support neighbouring communities as well as the environment. The Company is vertically integrated, with its own alloy-making and casting capabilities as well as its own captive green energy sources.</p> <p>The Company operates in three business segments: Hydraulics, Aerospace &amp; Defence and Automotive &amp; Metallurgy.</p>				
2	<b>Date or expected date of commencement of commercial Production</b>	The Company commenced its commercial production in the year 1973.				
3	<b>Standalone Financial performance based on given indicators (From continued business)</b>	(₹ in lakhs)				
		<b>Financial Year</b>	<b>Net Revenue</b>	<b>Profits before tax &amp; exceptional item</b>	<b>Net Profits after tax</b>	<b>EBITDA</b>
		2017-18	48,832	2,205	1,511	9,823
		2018-19	59,215	5,536	3,599	13,341
		2019-20	56,963	5,477	(19,174)	14,256
4	<b>Foreign investments or collaborations, if any.</b>	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years. Foreign Investors, mainly comprising NRIs, FII and / or Foreign Nationals are investors in the Company on account of past issuance of Securities/Secondary market purchase.				

II Information about the appointee:				
1	<b>Name and Designation of the Director</b>	Mr. Udayant Malhoutra, CEO & Managing Director	Mr. P S Ramesh, Executive Director – Group Technical Services and Human Resources	Mr. Arvind Mishra – Executive Director & Global COO – Hydraulics and Head – Homeland Security
2	<b>Background details</b>	Mr. Udayant Malhoutra has been associated with the Company since 1989 as the Chief Executive. During this period, he has globalised and scaled the company's Original Hydraulic business, and founded the Company's Aerospace and Metallurgical businesses. He is credited with building and nurturing a world class management team, and transforming the Company into a knowledge based organisation with global operations.	Mr. P S Ramesh is the ED –Group Technical Services & HR. Prior to this, he served as COO of Dynamatic Oldland Aerospace and Dynamatic Hydraulics, India. He has been with Dynamatic Technologies since 1999 and has served in various positions of Seniority.  He holds a Master's Degree in Aircraft Production Engineering from IIT Madras. He is a Six Sigma Black Belt and an ISO 9000 lead Auditor. He has been trained by FAA on Aircraft System Certification Evaluation Program.	Mr. Arvind Mishra has over 20 years of experience in Marketing, Business Development and Change Management. His key skills are Design Thinking, Strategic and Tactical Planning, Competitive Sales Analysis, Budgeting and Forecast and Operational Excellence. He joined Dynamatic Technologies in the year 1995 and has since held various leadership roles.



		<p>He is the Chairman of the National Sector Skills Council for Strategic Manufacturing, and Chairman of the new National Institute of Design, Amravathi. He is a member of CII National Council, and has chaired the CII National Committees on Design and Technology. He has also served on the Board of Governors, IIT Kanpur. He is an active member of the Young Presidents' Organization (YPO), having served as Chairman, India &amp; South Asian Area and as a member of the International Board of Directors.</p>	<p>His career spans over three and a half decades, including 12 years service with Hindustan Aeronautics Limited (HAL), where he was associated with the manufacture of Jaguar and the TEJAS. He also served for 5 years as Head of Quality and Technical Services in SMEA, the State Owned Malaysian Aircraft Industry, where his Customers included British Aerospace, Pilatus and the Royal Malaysian Air Force.</p> <p>Mr. P S Ramesh holds the position of Chairman, Institute Management Committee, under a Public Private Partnership with the State Government of Karnataka. He leads skill initiatives at the Aerospace Skill Development Centre (ASDC).</p>	<p>Currently, he is the Global Chief Operating Officer of Hydraulics Business and runs its Operations in India, UK and US. He also heads the Homeland Security Business for Dynamatic.</p> <p>Mr. Arvind Mishra is Co-chair FICCI Homeland Security Committee for 2020-21 &amp; is a Member of the Governing Council of Fluid Power Society of India and is on the corporate advisory board of Chandigarh University.</p>
3	<b>Past remuneration</b>	During the year 2019-2020, Mr. Udayant Malhoutra was paid Rs 79,44,012	During the Year 2019-2020, Mr. P S Ramesh was paid Rs 90,40,428	During the Year 2019-2020, Mr. Arvind Mishra was paid Rs.90,40,428
4	<b>Recognition or awards</b>	The Company has received various awards and recognition during his tenure as a CEO & Managing Director of the Company.	The Company has received various awards and recognition during his tenure as a Whole time Director of the Company	The Company has received various awards and recognition during his tenure as a Whole time Director of the Company
5	<b>Job profile and his suitability</b>	Mr. Udayant Malhoutra is an industrialist with over 35 years of experience in the field of Engineering, contribution in the field of Technology and Innovation and his dedicated service to the nation. His vast experience and expert knowledge in the field of Engineering, Technology and Innovation coupled with his strong resources management capability, makes him fully suitable for the position. He is the Promoter of the Company, CEO and Managing Director of the Company and has successfully transformed the company into a Rs.1,500 crore revenue generating business with focus on diverse sectors including automotive, aerospace, metallurgy, alongside Securing market leadership, technological Competence and Brand Equity	Mr. P S Ramesh is associated with the organization for over 22 years and has grown to the position of Executive Director of the Company. He shouldered the responsibility of the overall operations of Aerospace business in India before his elevation to Group Technical Services and Human Resources.	He is a Mechanical Engineering Graduate and has been working for over 25 years in Strategic and Tactical Planning, Account Development & Acquisition, Competitive Sales Analysis, Contracts Negotiations, P&L Financial Reporting, CRM, Vendor Relation, Team Building, Budgeting and Forecast, Inventory Management and NPd.
6	<b>Remuneration proposed</b>	Details of proposed remuneration is presented above in the resolution.	Details of proposed remuneration is presented above in the resolution.	Details of proposed remuneration is presented above in the resolution.
7	<b>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</b>	Given the size complexity, uniqueness, nature of business of the Company and also the profile of the position of Mr. Udayant Malhoutra as given above, the proposed remuneration is in line with the remuneration prevalent in the industry.	The remuneration to be paid to Mr. P S Ramesh is commensurate to the experience and responsibilities in his capacity as Group Technical Services and Human Resources.	The remuneration to be paid to Mr. Arvind Mishra is commensurate to the experience and responsibilities in his capacity as Executive Director and Global Chief Operating Officer-Hydraulics, Head of Homeland Security.

		His profile also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Considering the fact that precise and manufacturing of mission critical products for the Aerospace, Automotive and Hydraulics industries is a highly specialized branch, it is difficult to establish or obtain comparative details of similar professional in other companies. However, keeping in mind his specialization and expertise in the field of engineering, technology & innovation and the onerous responsibilities of Mr. Udayant Malhoutra, the Board of Directors considers that the remuneration proposed to be paid to him is justified and commensurate with other organisations of the similar type, size and nature in Aerospace and Hydraulics industry.		
8	<b>P e c u n i a r y relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Mr. Udayant Maloutra is the promoter, CEO & Managing Director and a major shareholder of the Company. Apart from the remuneration he has ongoing transactions with other entities where he and/or his relatives are interested. These are disclosed under Related Party Transactions forming part of the Financial Statements. Except for this, he has no other pecuniary relationship directly with the Company or relationship with the any other managerial personnel.	Apart from the remuneration which he may receive in his capacity as Group Technical Services and Human Resources, Mr. P S Ramesh has no other pecuniary relationship either directly or indirectly with the Company. He does not hold any shares in the Company. He does not have any relationship with any of the Key Managerial Personnel of the Company.	Apart from the remuneration which he may receive in his capacity as Executive Director and Global Chief Operating Officer-Hydraulics, Head of Homeland Security, Mr. Arvind Mishra has no other pecuniary relationship either directly or indirectly with the Company. He does not hold any shares in the Company. He does not have any relationship with any of the Key Managerial Personnel of the Company.

<b>III Other Information:</b>	
1	<p><b>Reasons of loss or inadequate profits</b></p> <p>During the year, the Company reported Loss (after Tax) of Rs. 208.44 Crore. This was primarily due to exceptional items occurred during the year. Pursuant to the application for Capital Reduction, filed by our Wholly Owned Subsidiary JKM Ferrotech Limited (JFTL), before National Law Company Tribunal (NCLT) Bengaluru Branch, the Company undertook an impairment assessment of Direct &amp; Indirect investments in JFTL and accordingly recognized an impairment loss of Rs.126.21 Crore and written off trade advance extended to JFTL of Rs.65.67 Crore. The Company also undertook an impairment assessment of Direct &amp; Indirect investments in subsidiaries and has recognized an impairment loss of Rs. 19.00 Crore &amp; Rs. 60.20 Crore in JKM Global Pte Ltd, Singapore and JKM Erla Automotive Ltd, India respectively.</p> <p>Further, there was an overall slowdown in the Indian economy which was impacted by the outbreak of COVID-19 pandemic. The restrictions imposed by various governments across the globe to contain the outbreak are expected to slow down the business operations of the Company in the immediate future. The challenging business environment may continue to adversely affect the profitability and cash flows of the Company in the near to mid-term. The Company proposes to obtain approval of members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.</p>

2	<b>Steps taken or proposed to be taken for improvement</b>	<p>The business of the company is heavily export dependent. Some of the key markets for the Company that are affected by COVID crisis include France, Germany and United Kingdom. The impact on the business of the Company due to the situation created by COVID-19 hold some uncertainties for the immediate future. Consumption demand and normalcy of ports and other operations in different markets could impact the level of customer orders. However, the Company is optimistic of the demand gradually coming back to normal levels with the countries which are under lockdown gradually lifting restrictions.</p> <p>The Company is focused in cost optimization measures and is increasing focus on improving efficiencies and product mix to sustain profitability and cash flows. Going forward, with futuristic design, engineering and manufacturing facilities coupled with a strong client base, we are confident about creating long term value for all of our stakeholders through commitment to business excellence.</p>
3	<b>Expected increase in productivity and profits in measurable terms</b>	<p>The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.</p>

<b>IV</b>	<b>Disclosure:</b>
1	The information, as required, is provided under Corporate Governance Section of the Annual Report 2019-2020
2	The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

**Item number 6:**

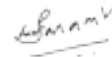
In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 3<sup>rd</sup> July 2020, appointed M/s. Rao, Murthy & Associates, as Cost Auditor for conducting the Cost Audit for the Financial Year ending 31<sup>st</sup> March 2021, at a remuneration of Rs.4,00,000 (Rupees Four Lakhs only) plus applicable goods and service tax & 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.6 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 6 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: Bengaluru

Date: 3<sup>rd</sup> July 2020

**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

**UPDATION OF  
SHAREHOLDER INFORMATION****To,**

Kfin Technologies Private Limited.  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032

I/ We request you to record the following information against our Folio No.:

**GENERAL INFORMATION:**

<b>Folio No.:</b>	
<b>Name of the first named Shareholder:</b>	
<b>PAN: *</b>	
<b>CIN/ Registration No.: * (applicable to Corporate Shareholders)</b>	
<b>Tel No with STD Code:</b>	
<b>Mobile No.:</b>	
<b>Email Id:</b>	

\*Self attested copy of the document(s) enclosed

**BANK DETAILS:**

<b>IFSC: (11 digit)</b>	
<b>MICR: (9 digit)</b>	
<b>Bank A/c Type:</b>	
<b>Bank A/c No.:</b>	
<b>* Name of the Bank:</b>	
<b>Bank Branch Address:</b>	

\* A blank cancelled cheque is enclosed to enable verification of bank details.

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/ We hold the securities under the above mentioned Folio No./ beneficiary account.

**Place :****Date :****Signature of the Member/s**