

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the **Thirty-Eighth Annual General Meeting** of the Members of the Company will be held on **Friday, the 27th (twenty seventh) day of September 2013 (two thousand and thirteen) at 10:00 (ten) AM IST** at the Registered Office of the Company at Dynamatic Park, Peenya, Bangalore – 560 058, to transact, with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Balance Sheet of the Company, as at March 31, 2013, Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Directors thereon.
2. To take on record, cessation of Mr. S. Govindarajan from the Directorship of the Company, who retires by rotation and not being re-appointed as Director of the Company as per Company's policy on age criteria for election to the Board.
3. To take on record, cessation of Dr. K. Aprameyan from the Directorship of the Company, who retires by rotation and not being re-appointed as Director of the Company as per Company's policy on age criteria for election to the Board.
4. To appoint a Director in place of Ms. Malavika Jayaram, who retires by rotation as Director and, being eligible, offers herself for re-appointment.
5. To re-appoint Messrs. B S R & Associates, Chartered Accountants, Bangalore (Firm Registration No.116231W), as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification, the following resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Dietmar Hahn, in respect of whom the Company has received a notice from a member under the provisions of Section 257 of the Companies Act, 1956, be and is hereby elected and appointed as a Director of the Company, liable to retire by rotation."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE PROXIES SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Members / Proxies should bring duly filled attendance slips sent herewith to attend the meeting.
3. An Explanatory Statement in respect of Item No. 6 of the aforesaid Notice is annexed hereto in pursuance of Section 173(2) of the Companies Act, 1956. Further, as required under clause 49[IV(G)(i)] of the Listing Agreements with the Stock Exchanges, brief particulars of all the Directors, including those who are proposed to be re-appointed form part of the Corporate Governance Report.

4. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of Meeting.
5. Pursuant to the provisions of Section 154 of the Companies Act, 1956 and Clause 16 of the Listing Agreements with Stock Exchanges, the Register of Members and Share Transfer Books of the Company will be closed from **Friday, September 20, 2013 to Friday, September 27, 2013** (both days inclusive).
6. Members are requested to quote their Folio Number / Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent / Depository Participant promptly.

By Order of the Board

Sindhu M

GM – Compliance, Legal & Company Secretary

Place : Bangalore

Date : August 8, 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 6**

Mr. Dietmar Hahn, aged 55 years, a Foundry Engineer from the University of Freiberg, has over two decades of rich experience in sales, operations and engineering and has held various positions ranging from Team leader to the present Managing Director of Eisenwerk Erla GmbH, Germany. Subsequent to Dynamatic's acquisition of Eisenwerk Erla GmbH, he has been part of the Dynamatic Leadership Team since 2011. Apart from being the Managing Director in Eisenwerk Erla GmbH, Mr. Dietmar Hahn is also a Director on the Board of the Company since November 8, 2012.

He does not hold any shares in the Company.

The Company has received a notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956, proposing Mr. Dietmar Hahn as a candidate for the office of Director. The Board accordingly recommends the resolution as set out in item no. 6 of the Notice for approval of the members. Except Mr. Dietmar Hahn, no other Director is concerned or interested in the resolution.

By Order of the Board

Sindhu M

GM – Compliance, Legal & Company Secretary

Place : Bangalore

Date : August 8, 2013