



October 31, 2012

1. The Secretary
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI 400 001.

Fax No. 022 - 2272 3121 / 3719 / 2037 / 2039 / 2041 / 2061

2. The Secretary
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex
Bandra East
MUMBAI 400 051.

Fax No.022 - 26598237 / 38

Dear Sir / Madam,

Subject: Compliance of Clause 35A of the Listing Agreement.

In compliance with Clause 35A of the Listing Agreement, we wish to inform you that the shareholders have passed the special resolution under Section 16 of the Companies Act, 1956, for alteration of Objects Clause of the Memorandum of Association of the Company to include clauses covering the business pertaining to, *inter alia*, security systems such as unmanned aerial vehicles, gate automation, signal trackers, communication devices, to name a few through Postal Ballot in terms of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The result of the voting conducted through the above Postal Ballot as per the report of the scrutinizer Mr. R. Vijayakumar, Partner, M/s. VEV and Co., Company Secretaries, Bangalore, is as follows:

Particulars	No. of Members	No. of Shares
Total number of Postal Ballot received	62	2997381
Less: Total number of Postal Ballot treated as invalid due to technical reasons	2	27
Less: Votes not casted	2	866
Total number of Postal Ballot treated as valid	58	2996488
Out of the above valid ballots		
(i) Number of Postal Ballot assented in full	58	2996488
(ii) Number of Postal Ballot dissented	-	-
(iii) Percentage to the total votes received in favour of the resolution	100%	2996488





100% of the valid votes has been cast in favour of the resolution. Accordingly, Mr. Udayant Malhoutra, CEO & Managing Director of the Company declared that the Special Resolution circulated vide postal ballot notice dated September 29, 2012 (copy enclosed) was passed with requisite majority.

Thanking you,

Yours faithfully,
for **DYNAMATIC TECHNOLOGIES LIMITED**

A handwritten signature in black ink, appearing to read 'Sindhu M.', is positioned above the printed name.

SINDHU M
GM-Compliance, Legal & Company Secretary

Encl: A/a.

DYNAMATIC TECHNOLOGIES LIMITED



Dear Shareholder(s),

Notice pursuant to Section 192A(2) of the Companies Act, 1956

Notice is hereby given that the resolution set out below is proposed to be passed through postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The proposed Special Resolution along with the Explanatory Statement stating all material facts and the reasons for the proposal are appended hereto and a Postal Ballot form is enclosed for your consideration.

The Company has appointed Mr. R. Vijayakumar, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process.

The members are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before October 29, 2012.

The Scrutinizer will submit his report to the CEO & Managing Director after completion of the scrutiny and the result of the voting by Postal Ballot will be declared by the CEO & Managing Director on October 31, 2012 at 4:00 p.m. IST and also at the **General Meeting of the Company** to be held next after the declaration and will be displayed on the website of the Company besides being communicated to Bombay Stock Exchange Limited and National Stock Exchange Limited on the said date.

To consider and if thought fit, to pass with or without modification, as may be permissible and practical, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 and any other law for the time being in force, consent of the Company be and is hereby accorded for altering the Memorandum of Association of the Company, by including following clauses, after Object No. 3 of sub clause (A) of Clause III – "MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION":

4. *"To carry on the business of manufacturing, assembling, importing, exporting, buying, selling and dealing in all types of Intelligence, Surveillance and Reconnaissance Devices (ISR) like Unmanned Aerial Vehicles, Mobile Surveillance and Reconnaissance Vehicles, Static Surveillance Solutions for Infrastructure and Resource Protection, Signal Trackers, Communication devices, Training and Simulation, Improvised Explosive Device (IED) detectors and Unmanned Ground Vehicles.*
5. *To carry on the business of manufacturing, assembling, importing, exporting, buying, selling and dealing in all types of Restricted Entry, Perimeter Security and Ion Beam Mass Spectrometer (IBMS) Solutions for infrastructure and Resource security like Crash rated Boom Barriers, Bollards, Under Vehicle scanners, Tyre Killers, Road Blockers, Turnstiles, Gate Automation, Closed-circuit Television (CCTV) surveillance and such other Homeland Security Systems and Products.*
6. *To carry on the business of manufacturing, assembling, importing, exporting, buying, selling and dealing in all types of automotive products, ferrous castings, aluminium gravity castings and aluminium pressure die castings, exhaust system components including but not limited to manifolds, assemblies for transmission systems, water pump and oil pump assemblies for engines and complicated machined parts for turbo chargers."*

By Order of the Board
for **Dynamatic Technologies Limited**

SINDHU M

Place : Bangalore
Date : September 29, 2012

GM – Compliance, Legal & Company Secretary

NOTES

1. Section 192A of the Companies Act, 1956, provides for the passing of certain resolutions only by postal ballot in case of listed companies. The item referred to in the notice requires the consent of the Members through postal ballot.
2. The Board of Directors of the Company at its meeting held on August 3, 2012 has resolved to appoint Mr. R. Vijayakumar, a Practising Company Secretary as Scrutinizer to receive the completed postal ballot papers from the Members and scrutinize the same. His formal appointment letter was issued on August 11, 2012. The serially numbered postal ballot form together with self-addressed business reply envelope is enclosed.
3. A Member, who is entitled to vote, is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. Unsigned Postal Ballot Forms will be rejected. Any recipient of this Notice who has no voting rights should treat the Notice as intimation only.
4. The Assent (FOR) or Dissent (AGAINST) relating to item mentioned in the notice, should reach the address specified on the envelope not later than the close of working hours on October 29, 2012. Envelopes reached after the date referred to above will be strictly treated as if the reply from the Member has not been received.
5. The Scrutinizer upon finalization of the poll result, will forward all ballot papers, registers and other related papers for approval of the CEO & Managing Director. The results will be declared by the CEO & Managing Director on October 31, 2012 at 4:00 p.m. IST and also at the General Meeting of the Members of the Company to be held next after the said declaration.
6. Explanatory Statement as required under Section 173(2) and 192A (2) of the Companies Act, 1956, is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 173(2) AND 192A(2) OF THE COMPANIES ACT, 1956

The Company has, in the recent past, further diversified its operations into security systems and automotive industry. Through merger of JKM Daerim Automotive Limited with the Company, the Company entered the automotive business. The Company also started a division 'Homeland Security' in 2010, to carry on the business pertaining to, *inter alia*, security systems such as unmanned aerial vehicles, gate automation, signal trackers, communication devices, to name a few.

Though the existing objects clause covers the above-mentioned activities in a generic sense, it is proposed that these businesses be specifically covered in the Objects Clause of the Memorandum of Association, as provided in the resolution.

As per Rule 5(a) of The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, resolution for alteration in the Objects Clause of Memorandum of Association pursuant to Section 16 of the Companies Act, 1956 has to be passed through Postal Ballot.

The Board recommends the Special Resolution as set out in the Notice for your approval.

None of the directors are concerned or interested in the resolution.

DYNAMATIC TECHNOLOGIES LIMITED**POSTAL BALLOT FORM**

Sl. No.:

1.	Name(s) of Shareholder(s) (in BLOCK LETTERS) (including Joint Holders, if any)	
2.	Registered Address of the Sole / First Named Shareholder	
3.	Registered Folio No. / Client ID	
4.	Number of Shares held	
5.	I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.	

ITEM	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Special Resolution under Section 16 of the Companies Act, 1956 to amend Objects Clause in the Memorandum of Association of the Company			

Place :

Signature of the Shareholder

Date :

Note: Please see the instructions overleaf

INSTRUCTIONS

1. A Member desiring to exercise his vote by Postal Ballot may complete this Postal Ballot Form (No other form or photo copy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the registered shareholders will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholders. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
4. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate or President of India or the Governor of a State, a certified copy of the relevant authorization / nomination to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached.
5. A Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer. Unsigned Postal Ballot Forms will be rejected. Any recipient of this Notice who has no voting rights should treat the Notice as intimation only.
6. **Duly completed postal ballot form should reach the Company not later than the closing of working hours on Monday, October 29, 2012. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.**
7. A shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item 6 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the date of dispatch of the notice. A shareholder need not use all his votes nor he needs to cast all his votes in the same way.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

DYNAMATIC TECHNOLOGIES LIMITED

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