



DYNACONS
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October 1, 2020

BSE Ltd. Corporate Relations Department, 1 st Floor, New Trading Ring, PhirozeJeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Security Code: 532365	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, BandraKurla Complex, Bandra(E), Mumbai-400051 Symbol: DSSL
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Dear Sir,

Sub: Proceeding of the Twenty-Fifth Annual General Meeting of Dynacons Systems & Solutions Limited.

We wish to inform you that in terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder and in accordance with SEBI Circular dated May, 12, 2020 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 25th Annual General Meeting ("AGM") of the Company was held today i.e. Wednesday, September 30, 2020 at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue to transact the business as stated in the Notice dated September 3, 2020, convening the AGM. The proceedings of the AGM is deemed to be conducted at the Registered Office of the Company which is the deemed venue of the Meeting.

Dynacons Systems & Solutions Limited

CIN NO : L72200MH1995PLC093130

Certified ISO 9001:2008, ISO 20000-1:2011, ISO 27001:2013

Registered Office : 78, Ratnajyot Industrial Estate, Irla Lane, Vile Parle West, Mumbai - 400 056.

Corporate Office : 3rd Floor, A Wing, Sunteck Centre, Subhash Road, Near Garware Chowk, Vile Parle East, Mumbai - 400 057.

+91-22-66889900 | +91-22-26716641 | www.dynacons.com | sales@dynacons.com | 1860-123-4444



Pursuant to Regulation 30 read with Para A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith proceedings of the Twenty-Fifth Annual General Meeting of the Company.

Kindly take the same on records.

Thanking You,

Yours Faithfully,

For **Dynacons Systems & Solutions Limited**

Ravishank
ar Suresh
Singh

Ravi Singh
Company Secretary

Encl.: Copy as above



PROCEEDINGS OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING OF THE COMPANY

The 25th Annual General Meeting ('AGM') of Dynacons Systems & Solutions Limited ('the Company') was held on Wednesday, September 30, 2020 at 3.00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and other social distancing norms in view of the challenges and risk faced due to the ongoing CoronaVirus (Covid-19) pandemic.

In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Directors Present through VC:

Mr. Shirish M. Anjaria, Chairman cum Managing Director - Registered Office, Mumbai
Mr. Parag J. Dalal, Whole-time Director, Executive Director - Registered Office, Mumbai
Mr. Dharmesh S. Anjaria, Whole-time Director and CFO, Executive Director - Registered Office, Mumbai
Mr. Dilip Palicha, Independent Director - Residence, Mumbai
Mr. Jitesh Jain, Independent Director - Residence, Mumbai
Mr. Viren Shah, Independent Director - Residence, Mumbai
Mrs. Archana Phadke, Independent Director - Residence, Mumbai

By Invitation through VC:

Mr. Gautam Sanghavi- Partner, M S P & Co., Statutory Auditors
Ms. Shruti Shah- Scrutinizer

Mr. Shirish M. Anjaria, Chairman cum Managing Director, chaired the 25th Annual General Meeting.

The number of shareholders as on record date i.e. 23.09.2020 were 11352.

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The details of number of shareholders present in the meeting are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	N.A.	N.A.	-
Through Proxy/Authorized Representative	N.A.	N.A.	-
Video Conference	7	51	58
Total	7	51	58

1. Mr. Shirish M. Anjaria, Chairman cum Managing Director of the Company chaired the proceedings of the AGM Mr. Ravi Singh, Company Secretary of the Company welcomed all the members and called the meeting to order as requisite quorum was present. He then requested the Board of Directors to introduced themselves.
2. Mr. Ravi Singh, Company Secretary informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM. This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The Chairman informed that the Company had tied up with National Securities Depositories Limited (NSDL) to provide facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC / OAVM facility. He also informed that the Company has provided live webcast facility for the Members to view the live proceedings of the AGM.
3. Mr. Ravi Singh, Company Secretary then played a small video about the Company and its growth journey as it was 25th Year of the Company.
4. The Company Secretary then invited the Chairman to deliver his speech. The Chairman delivered his speech.

5. Thereafter, Mr. Dharmesha Anjaria, Executive Director declared that the Notice convening the 25th AGM, Boards' Report and the Financial Statements along with Auditors' Report for the financial year ended March 31, 2020 had been sent through electronic mode to the Members. Accordingly, the Notice was taken as read. Mr. Dharmesh Anjaria then invited Mr. Gautam Sanghavi, Statutory Auditors to read the Auditor's Report. He read part of the Auditors report and since there was no qualification, observation, adverse remark or disclaimer in the Auditors' Report on Standalone and Consolidated Financial Statements for the financial year 2019-2020, hence it was taken as read.
6. The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. (IST) on Friday, 25th September, 2020 and ended at 5.00 p.m. (IST) on Tuesday, 29th September, 2020 in proportion to their shares held as on cut-off date of September 23, 2020 on all the Ordinary and Special Resolutions as set out in the Notice of AGM. The Company Secretary informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.
7. The Company had appointed Ms. Shruti H. Shah, Practicing Company Secretary(FCS No. 8852), as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting held prior and e-voting during the AGM in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated September 3, 2020, were put to vote through remote e-voting and e-voting at the AGM:

Sr. No.	Particulars	Type of Resolution
1	Adoption of Audited Balance Sheet and Profit & Loss Account for the financial year ended as at March 31, 2020, the Audited Consolidated Financial Statements for the said financial year and the Reports of Board of Directors and Auditors thereon	Ordinary
2	Confirmation of payment of Interim dividend and Final dividend on equity shares for the FY- 2019-2020.	Ordinary
3	Re-appointment of Mr. Shirish Anjaria who is retiring by rotation and being eligible offers himself as a Chairman cum Managing Director of the Company.	Ordinary
4	Issue of warrants convertible into Equity shares to Promoter and Promoter Group/relatives of promoter, of the Company on Preferential basis.	Special
5	Alteration of Share Capital and variation of rights clause of Articles of Association of the Company for ESOPs.	Special
6	Approval of 'Dynacons-Employees Stock Option Plan 2020.	Special
7	Approval of 'Dynacons- Employees Stock Option Plan 2020' to the employees of Holding Company and its Subsidiary Company (ies).	Special
8	Approval of the Grant Options to issue securities equal to or exceeding One per cent but not exceeding Two per cent of the issued Capital of the Company during any one financial year.	Special
9	Re-appointment of Mrs. Archana Vinayak Phadke (Din no.: 07138774) as an Independent Director.	Special

Mr. Dharmesh Anjaria invited the members who had registered themselves as speakers to address the meeting through VC/OAVM. The Company waited for them at the end of the meeting also. However, none of the speakers appeared.

Thereafter, the Company Secretary announced for voting to be taken electronically (e-voting).

The Company Secretary announced that the e-voting results along with the consolidated Scrutinizer's Report shall be announced at the registered office of the Company and the same will be displayed on the website of the Company www.dynacons.com. He also informed that the voting results would also be intimated to BSE Limited and National Stock Exchange limited.

Mr. Dharmesh Anjaria thanked the Members present through VC and concluded the AGM at 3.45 p.m. after being open for 15 minutes for e-voting to be completed.

Post completion of the Annual General Meeting, after scrutiny of votes, the Scrutinizer submitted his Report. As per the report submitted by the Scrutinizer considering the consolidated results of the remote e-voting held prior and e-voting during the AGM, all resolutions (Ordinary and Special) embodied in the Notice of Annual General Meeting dated 3rd September, 2020 were passed with requisite majority.

For **Dynacons Systems & Solutions Limited**



Shirish M. Anjaria
Chairman Cum Managing Director
DIN NO.:00444104