



October 01, 2023

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

**Sub: Submission of Scrutinizer's Report and Outcome of Voting of the Twenty-Eighth Annual General Meeting of Dynacons Systems & Solutions Limited**

Pursuant to provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014, please find attached herewith detailed Scrutinizer Report and Voting results of the votes casted at the 28<sup>th</sup> Annual General Meeting of the Company held on September 30, 2023 at 03:00 pm through Video Conference ("VC")/ Other Audio Visual Means ("OAVM").

You are requested to kindly take above information on your records.

Thanking You,

Yours Faithfully,

For **Dynacons Systems & Solutions Limited**

**Shirish Anjaria**  
**Chairman cum Managing Director**  
**Din:00444104**

Encl.: Copy as above

**Dynacons Systems & Solutions Limited**

CIN NO : L72200MH1995PLC093130

Certified ISO 9001:2008, ISO 14001:2015, ISO 20000-1:2011, ISO 27001:2013, CMMI Maturity Level 3

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



# HSPN & ASSOCIATES, LLP

## COMPANY SECRETARIES

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400  
(Formerly known as HS ASSOCIATES  
Unique Code: P2007MH004300)

HEMANT S. SHETYE (Designated Partner)  
B.COM., LLB(Gen.), FCS  
Insolvency Professional

206, 2nd Floor, Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Opp. Lodha Excelus,  
Lower Parel (E), Mumbai - 400 011.  
Tel: 022 23088998/23008998/40026600/40061100  
Email: hs@hspnassociates.in  
Web.: www.hspnassociates.in

### SCRUTINIZER'S REPORT

**Date: 30.09.2023**

**To,**  
The Chairman,  
DYNACONS SYSTEMS & SOLUTIONS LIMITED  
78 Ratnajyot Industrial Estate,  
Irla Lane Vile Parle (West),  
Mumbai - 400056

**Re: Consolidated Scrutinizer's Report on voting through remote E-voting of 28<sup>th</sup> Annual General Meeting held on Saturday, 30<sup>th</sup> September, 2023 at 3.00 pm [IST] through video conferencing ["VC"]/Other Audio Visual means ["OAVM"] in terms of provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies [Management & Administration] Rules, 2014 as amended by Companies [Management & Administration] Rules, 2015 and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.**

Dear Sir,

- A. I, Mr. Hemant Shetye, Partner of M/s HS Associates, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **04<sup>th</sup> September, 2023** to conduct the following:-

To Scrutinize Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 28<sup>th</sup> Annual General Meeting (hereinafter referred as AGM) held on 30<sup>th</sup> September, 2023, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 28<sup>th</sup> Annual General Meeting dated **04<sup>th</sup> September, 2023**.

The voting rights were reckoned as on **Saturday, 23<sup>rd</sup> September, 2023** being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

- B. In The AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (Collectively referred to as MCA Circulars) and SEBI Circular dated May 12, 2020 January 15, 2021, May 13, 2022 and January 05, 2023.



# HSPN & ASSOCIATES LLP

- C. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by the Company.
- D. The Company had availed remote E-voting facility offered by National Securities Depository Limited (NSDL) for the purpose of E-voting by the members of the Company from **Monday 25<sup>th</sup> September, 2023 (from 9.00 a.m. IST) and ended on Friday, 29<sup>th</sup> September, 2023 (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote E-voting facility, the NSDL E-voting platform was blocked thereafter.
- E. The votes cast under the remote E-voting facility and E-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.
- F. After the closure of the voting at the Annual General Meeting, the report on voting done for the meeting was generated in my presence and the voting was diligently scrutinized.
- G. I have scrutinized and reviewed the remote E-voting and E-voting during the AGM tendered therein based on the data downloaded from the NSDL E-voting system.
- H. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to AGM by Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and the E-voting on the resolutions contained in the notice of the AGM, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the E-voting system provided by National Securities Depository Limited (NSDL).
- I. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the National Securities Depository Limited (NSDL) e-voting system, and on the basis of the votes received on the same, I hereby report the following:



A handwritten signature in blue ink, consisting of a stylized, teardrop-shaped mark with a vertical line extending upwards from the top.

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Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against)  (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against)  (v =iv/ (ii+iv)* 100)	
<b>Item No. 1- Ordinary Resolution:</b> To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the financial year ended as at March 31, 2023, the Audited Consolidated Financial Statements for the said financial year and the Reports of Board of Directors and Auditors thereon.	77,42,698	99.99	59	0.00	NIL

Note: Decimals up to 2 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

# Invalid Votes are not included in calculation of Votes "for" and "against."

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite Majority.



Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v=iv / (ii+iv) * 100)$	
<b>Item No. 2- Ordinary Resolution:</b> To confirm the payment of Interim Dividend as the final dividend on Equity shares for Financial Year 2022-2023.	77,42,695	99.99	62	0.00	NIL

Note: Decimals up to 2 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

# Invalid Votes are not included in calculation of Votes "for" and "against."

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite Majority.



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Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v=iv / (ii+iv) * 100)$	
<b>Item No. 3- Ordinary Resolution:</b> To appoint a Director in place of Mr. Shirish Anjaria (Din: 00444104), who retires from the office of Chairman cum Managing Director by rotation and being eligible, offers himself for re-appointment.	77,42,646	99.99	111	0.00	NIL

Note: Decimals up to 2 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable.

# Invalid Votes are not included in calculation of Votes "for" and "against."

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 3 is passed with requisite Majority.



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Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against)  (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against)  (v =iv/ (ii+iv) * 100)	
<u>Item No. 4- Special Business</u>  <u>Ordinary Resolution:</u>  Remuneration of Cost Auditors	77,42,648	99.99	109	0.00	NIL

Note: Decimals up to 2 digits have been considered.

# Since Resolutions are put to Vote through only E-voting process Postal Ballot and voting by poll is not applicable

# Invalid Votes are not included in calculation of Votes "for" and "against."

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 4 is passed with requisite Majority.



- J. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

## K. Restriction on Use

This report has been issued at the request of the Company for (i) submission to National and Bombay Stock Exchanges, (ii) placing on website of the Company and (iii) website of National Securities Depository Limited (NSDL). This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

Date: 30.09.2023


Place: Mumbai

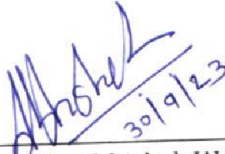
ICSI UDIN: F002827E001146706



For HS Associates,  
Company Secretaries,

Mr. Hemant Shetye  
Designated Partner  
FCS. -2827  
CP No. - 1483

  
Name: Ms. Trupti Rane  
Witness 1  
Address: 206, 2<sup>nd</sup> Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

  
Name: Mr. Abhishek Wagh  
Witness 2  
Address: 206, 2<sup>nd</sup> Floor,  
Tantia & Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel (E),  
Mumbai- 400 011.

To be Counter signed by Chairman

Mr. Shirish M. Anjaria  
Chairman cum Managing Director  
DIN: 00444104  
Date: 30.09.2023  
Place: Mumbai





Outcome of Voting of Annual General meeting  
(Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015)

Date of Annual General meeting	September 30, 2023
Total number of shareholders as on record date (As on Cut-off date i.e. 23 <sup>rd</sup> September, 2023)	22,152
<b>No. of shareholders present in the meeting either in person or through proxy</b>  Promoter & Promoter Group  Public	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing</b>  Promoter & Promoter Group  Public	12  39

Agenda wise Outcome

The mode of voting for all the resolutions was:

1. Remote E-voting conducted between Monday, September 25, 2023 (09.00 a.m. IST) to Friday, September 29, 2023 (05.00 p.m. IST).
2. E-voting conducted at the Annual General Meeting.

Given below is the resolution wise combined result of Remote E-voting/E-voting at AGM.



**Resolution No. 1:**

Details of the Agenda: Adoption of Audited Balance Sheet and Profit & Loss Account for the financial year ended as at March 31, 2023, the Audited Consolidated Financial Statements for the said financial year and the Reports of Board of Directors and Auditors thereon:

Resolution required : Ordinary Resolution

Mode of voting: Remote E-voting/E-voting at AGM

Whether promoter/promoter group are interested in the agenda/resolution? – No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	7755654	7623454	98.2954	7623454	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		7755654	7623454	98.2954	7623454	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000	
	Poll		0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4937426	119303	2.4163	119244	59	99.9505	0.0495	
	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		4937426	119303	2.4163	119244	59	99.9505	0.0495
<b>Total</b>		12693080	7742757	60.9998	7742698	59	99.9992	0.0008	
<b>Whether resolution is Pass or Not.</b>							Yes		



**Resolution No. 2:**

Details of the Agenda: Confirmation of payment of Interim Dividend as the final dividend on Equity shares for Financial Year 2022-2023:

Resolution required: Ordinary Resolution

Mode of voting: Remote E-voting/E-voting at AGM

Whether promoter/promoter group are interested in the agenda/resolution? – No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes –in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7623454	98.2954	7623454	0	100.0000	0.0000
	Poll	7755654	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7755654	7623454	98.2954	7623454	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		119303	2.4163	119241	62	99.9480	0.0520
	Poll	4937426	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4937426	119303	2.4163	119241	62	99.9480	0.0520
<b>Total</b>		12693080	7742757	60.9998	7742695	62	99.9992	0.0008
<b>Whether resolution is Pass or Not.</b>							Yes	

**Resolution No. 3:**

Details of the Agenda: Appointment of a Director in place of Mr. Shirish Anjaria (DIN: 00444104), who retires from the office of the Chairman cum Managing Director by rotation and being eligible, offers himself for re-appointment:

Resolution required : Ordinary Resolution

Mode of voting: Remote E-voting/E-voting at AGM

Whether promoter/promoter group are interested in the agenda/resolution? - No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7755654	7623454	98.2954	7623454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		7755654	7623454	98.2954	7623454	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4937426	119303	2.4163	119192	111	99.9070	0.0930
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4937426	119303	2.4163	119192	111	99.9070
<b>Total</b>		12693080	7742757	60.9998	7742646	111	99.9986	0.0014
<b>Whether resolution is Pass or Not.</b>							Yes	



**Resolution No. 4:**

Details of the Agenda: Remuneration of Cost Auditors of the Company for the FY-2023-24.

Resolution required : Ordinary Resolution

Mode of voting: Remote E-voting/E-voting at AGM

Whether promoter/promoter group are interested in the agenda/resolution? - No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7623454	98.2954	7623454	0	100.0000	0.0000
	Poll	7755654	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7755654	7623454	98.2954	7623454	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		119303	2.4163	119194	109	99.9086	0.0914
	Poll	4937426	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4937426	119303	2.4163	119194	109	99.9086	0.0914
<b>Total</b>		12693080	7742757	60.9998	7742648	109	99.9986	0.0014
<b>Whether resolution is Pass or Not.</b>							Yes	

\*Shareholding is as on 23<sup>rd</sup> September, 2023 (i.e. Record Date)

For **Dynacons Systems & Solutions Limited**

**Shirish Anjaria**  
**Chairman cum Managing Director**  
**Din:00444104**  
**Place: Mumbai**  
**Date: 01.10.2023**