



DYNACONS
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March 30, 2017

BSE Ltd. Corporate Relations Department, 1 st Floor, New Trading Ring, Phiroze Jeejeebhoy 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, Bandra Kurla Complex, Bandra(E), Mumbai-400051 Symbol: DSSL
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Sub: Scrutinizer's Report and Voting Results of the Extra-Ordinary General Meeting (EGM) of Dynacons Systems & Solutions Limited

Dear Sir/Madam,

We are attaching herewith Scrutinizer's Report and voting results of remote e-voting and poll conducted at the EGM pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Based on the consolidated report of the Scrutinizer, all Special resolutions set out in the notice of the EGM have been duly approved by the Members with requisite majority.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For **Dynacons Systems & Solutions Limited**

Ravi Singh
Company Secretary

Encl.: Copy as above

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.

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SHRUTI H. SHAH

B.Com, LL.B, FCS
Practicing Company Secretary

FORM NO. MGT-13

Consolidated Report of Scrutinizer

[Pursuant to Section 108 read with 109 of the Companies Act, 2013 and Rule 20 read with 21 of the Companies (Management & Administration) Rules, 2014, as amended]

To,

Mr. Shirish M. Anjaria

The Chairman of

Extra Ordinary General Meeting of Equity Shareholders of

Dynacons Systems & Solutions Limited

held on Wednesday, March 29, 2016 at 4.00 p.m. at

Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058

Dear Sir,

I, Shruti H. Shah, Practising Company Secretary, was appointed as the Scrutinizer by the Board of Directors of Dynacons Systems & Solutions Limited ('the Company') pursuant to provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process and to scrutinize the voting process at the Extra Ordinary General Meeting of Equity shareholders held on Wednesday, March 29, 2016 at 4.00 p.m. at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058 and to submit consolidated report on result of the remote e-voting and voting through poll i.e. polling papers at the said Extraordinary General Meeting. We hereby submit our report as under:

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through remote e-voting and through poll by using polling papers on the resolutions contained in the notice for the Extraordinary General Meeting of the members of the Company. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronics means and by use of polling papers at the meeting are conducted in fair and transparent manner and submit consolidated Scrutinizer's report of the total votes cast "In Favour" or "Against", if any, to the Chairman on the resolutions, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL) and the report generated for voting by use of polling papers at the meeting.

The Notice dated 2nd March, 2017 convening the Extraordinary General Meeting of the Company to be held on Wednesday, 29th March, 2017 at 4.00 p.m. at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058 along with statement setting out material facts under Section 102 of the Act were sent to the members of the Company.

As prescribed in Sub Rule 3(v) of the Rule 20 of the Rules, the Company had also released an advertisement, which was published more than 15 days in advance from the date of beginning of the voting period in Financial Express newspaper dated March 8, 2017 in English language and in Mumbai Lakshadweep newspaper dated March 8, 2017 in Marathi language. The notice published in the newspapers carried the required information as specified in Sub Rule 3(v) (a) to (g) of Rule 20 of the Rules.

The Company had availed the e-voting facility offered by NSDL, the authorized agency to provide remote e-voting facility on their website, <https://www.evoting.nsdl.com>, engaged by the Company for conducting remote e-voting by the shareholders of the Company. The Company had also provided voting through poll i.e. polling papers for members present at the Extraordinary General Meeting and who had not cast their vote earlier through remote e-voting facility.

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SHRUTI H. SHAH

B.Com, LL.B, FCS

Practicing Company Secretary

The shareholders of the Company holding shares as on the "cut-off" date of 22nd March, 2017, were entitled to vote on resolutions proposed as set out in the Notice of the Extraordinary General Meeting of the members of the Company.

The voting period for remote e-voting commenced on Sunday, 26th March, 2017 at 9.00 a.m. (IST) and ended on Tuesday, 28th March, 2017 at 5.00 p.m. (IST) and the NSDL remote e-voting platform was blocked thereafter.

After the time fixed for taking the poll by the Chairman, facility of casting vote through polling papers was provided by the Company. One (1) ballot box kept for polling was locked in my presence with due identification marks placed on the same.

On conclusion of the voting at the Extraordinary General Meeting through polling papers, the votes cast under remote e-voting facility and through polling papers at the meeting were unblocked in the presence of two witness Ms. Pooja Patwa and Ms. Khyati Shah, both are not in employment of the Company.

The poll which were found defective/ signature did not match have been treated as invalid.

We have scrutinized and reviewed the votes tendered through remote e-voting based on the data downloaded from the NSDL remote e-voting system and voting done through the polling papers at the meeting respectively for the purpose of this report and the summary of voting were reconciled with the records maintained by the Company/ M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agent (RTA) of the Company and the authorizations/ Proxies lodged with the Company/ RTA. The Signature of Members, No. of Shares held by respective members, members entitled to vote through remote e-voting and polling papers were scrutinized and confirmed by the RTA.

The result of the voting i.e. remote e-voting and voting through poll is as per annexure attached herewith.

The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

The relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

Recommendation:

All then resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,


Shruti H. Shah
Practicing Company Secretary
FCS No.: 8852
C.P. No.: 8197



Date: March 30, 2017
Place: Mumbai

Annexure to the Consolidated Scrutinizer's Report

Extraordinary General Meeting: Wednesday, 29th March, 2017 at 4.00 p.m. at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058

Result of Voting (through remote e-voting and through polling papers) at the Extraordinary General Meeting

Sr No	Reso No/ Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes				Invalid Votes/ Abstain		
					Voting in Favour (Assent)		Voting Against (Dissent)		Number of Members Voting	No. of Votes Casted	
					No of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting			No. of Votes Casted
1	1	Alteration of Articles of Association of the Company by insertion of new Clause IV(i) and IV(ii) after the existing Clause No. IV	Special	Remote E-Voting Voting at Extraordinary General Meeting through poll Total	82	2,097,920	99.996%	0	0	0	0
2	2	Preferential issue upto 4,55,000 Equity Shares to promoters and promoter group as mentioned in the resolution	Special	Remote E-Voting Voting at Extraordinary General Meeting through poll Total	14	94	0.004%	0	0	2	51
3	3	Preferential issue upto 27,95,000 Warrants convertible to Equity Shares to promoters and person acting in concert and other investors as mentioned in the resolution	Special	Remote E-Voting Voting at Extraordinary General Meeting through poll Total	96	2,098,014	100.000%	0	0	2	51
				Remote E-Voting Voting at Extraordinary General Meeting through poll Total	69	276,552	99.966%	0	0	1	14188
				Remote E-Voting Voting at Extraordinary General Meeting through poll Total	14	94	0.034%	0	0	2	51
				Remote E-Voting Voting at Extraordinary General Meeting through poll Total	83	276,646	100.000%	0	0	3	14239
				Remote E-Voting Voting at Extraordinary General Meeting through poll Total	68	251,552	99.963%	0	0	2	39188
				Remote E-Voting Voting at Extraordinary General Meeting through poll Total	14	94	0.037%	0	0	2	51
				Remote E-Voting Voting at Extraordinary General Meeting through poll Total	82	251,646	100.000%	0	0	4	39239

