



DYNACONS
SOLUTIONS THAT EMPOWER

September 29, 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 Twenty-Second Annual General Meeting (AGM) 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 AGM 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 Ordinary /Special resolutions set out in the notice of the 22nd AGM 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.

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

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SHRUTI H. SHAH

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Practicing Company Secretary

SCRUTINEERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) and other applicable provisions of the Companies (Management and Administration) Rules, 2014]

September 30, 2017

The Company Secretary
Dynacons Systems & Solutions Ltd.
78, Ratnajyot Industrial Estate,
Irla Lane, Vile Parle (W),
Mumbai – 400056

Dear Sir,

Report of the Scrutinizer on the combined result of e-voting and Poll on the Resolutions proposed at the 22nd Annual General Meeting of the Company held on Friday, September 29, 2017

I, Shruti H. Shah, Practising Company Secretary was appointed as the Scrutinizer under Sub Rule 3(ix) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) by Dynacons Systems & Solutions Ltd. (the Company) at the 22nd Annual General Meeting of the Company to be held on Friday, September 29, 2017 pursuant to Section 108 of the Companies Act, 2013 (the Act) and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of e-voting and Poll on the Resolutions contained in the Notice of the AGM held on September 29, 2017.

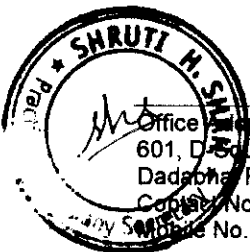
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company. NSDL had accordingly set up e-Voting facility on their website, <https://www.evoting.nsdl.com>.

The Company had uploaded all the items of the business to be transacted on the website of the Company and also of NSDL to facilitate their shareholders to cast their vote through e-Voting.

The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 22, 2017. As prescribed in the Rules, the e-Voting facility was kept open for five days i.e. from Sunday, September 24, 2017 (09.00 a.m. IST) to Thursday, September 28, 2017 (05.00 p.m. IST).

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 September 5, 2017 in English language and in Mumbai Lakshadweep newspaper dated September 5, 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.

At the end of the voting period on September 28, 2017, the voting portal of the NSDL was blocked forthwith.



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After the poll ordered by the Chairman at the AGM, One poll box kept for polling was locked in my presence with due identification marks placed by me. The keys of the poll box was handed over to the Chairman of the AGM after locking them.

The votes cast through e-Voting facility & poll was duly unblocked by me as a Scrutinizer in the presence of Ms. Pooja Patwa and Mr. Pratik Dabhi, who are not in the employment of the Company who acted as the witnesses, as prescribed in Sub Rule 3(xi) of Rule 20 of the Rules.

The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of ballot.

Poll papers which were incomplete, signature did not match and / or which were otherwise found defective have been treated as invalid and kept separately. Also Shareholders abstained from specific resolutions under e-voting were not considered.

As a Scrutinizer, the combined report of the total votes cast in favour of or against all the resolutions proposed in the Notice of AGM through the E-Voting and Poll carried out by the shareholders is as follows:-

ORDINARY BUSINESS

1. Ordinary Resolution:

Adoption of the Audited Balance Sheet of the Company for the financial year ended March 31, 2017 and the Profit & Loss Account as on that date, the Audited Consolidated Financial Statements for the said financial year together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	39	26	2	0	67
Number of Votes cast by Members	2307270	108584	564	0	2416418

Consolidated Result on E-voting item no.1

% of Votes in favour: 99.98

% of votes against: 0.02

Passed with requisite majority



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2. Ordinary Resolution:

Appointment of a Director in place of Mr. Parag Dalal (Din: 00409894), who retires from the office of Whole-time director by rotation and being eligible, offers himself for re-appointment.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	37	26	2	0	65
Number of Votes cast by Members	1869993	108584	564	0	1979141

Votes polled for 60077 shares through Remote E-Voting were considered as Invalid.

Consolidated Result on E-voting item no.2

% of Votes in favour: 99.97

% of votes against: 0.03

Passed with requisite majority

3. Ordinary Resolution:

Appointment of M/s. MSP & Co., Chartered Accountants in place of retiring auditors M/s. Palan & Co., Chartered Accountant, as Statutory Auditors of the Company.

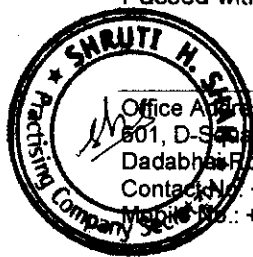
Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	38	26	3	0	67
Number of Votes cast by Members	2306870	108584	964	0	2416418

Consolidated Result on E-voting item no.3

% of Votes in favour: 99.96

% of votes against: 0.04

Passed with requisite majority



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SPECIAL BUSINESS

4. **Ordinary Resolution:**
Appointment of Mr. Viren Shah (Din no.: 02886221) as an Independent Director of the Company.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	38	26	3	0	67
Number of Votes cast by Members	2306750	108584	1084	0	2416418

Consolidated Result on E-voting item no.4

% of Votes in favour: 99.96

% of votes against: 0.04

Passed with requisite majority

5. **Ordinary Resolution:**
Appointment of Mr. Dilip Palicha (Din no.: 02879480) as an Independent Director of the Company.

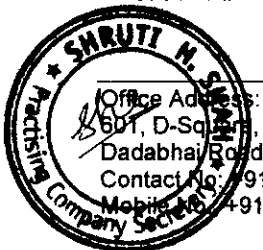
Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	38	26	3	0	67
Number of Votes cast by Members	2306750	108584	1084	0	2416418

Consolidated Result on E-voting item no.5

% of Votes in favour: 99.96

% of votes against: 0.04

Passed with requisite majority



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

6. Special Resolution:
 Borrowing Powers of the Company.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	37	26	4	0	67
Number of Votes cast by Members	2307137	108584	697	0	2416418

Consolidated Result on E-voting item no.6

% of Votes in favour: 99.97

% of votes against: 0.03

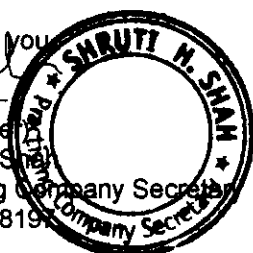
Passed with requisite majority

You may accordingly declare the result of the poll.

I hereby confirm that I am maintaining the Register both electronically and manually, in respect of the votes cast through e-Voting & poll by the shareholders of Company. I shall be arranging to hand over these records to Company's Secretary in due course as prescribed in the said Rules.

Thanking you

Shruti H. Shah
 (Scrutinizer)
 Shruti H. Shah
 Practicing Company Secretary
 C.P. No.:819



Date: September 30, 2017

Place: Mumbai

Countersigned by
 For Dynacons Systems & Solutions Limited

Ravi Singh
 Ravi Singh
 Company Secretary

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