

SHRUTI H. SHAH
B.Com, LL.B, FCS
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]

October 1, 2019

The Chairman
Dynacons Systems & Solutions Ltd.
78, Ratnajyot Industrial Estate,
Ira 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 24th Annual General Meeting of the Company held on Monday, September 30, 2019.

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 24th Annual General Meeting of the Company to be held on Monday, September 30, 2019 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 30, 2019.

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.

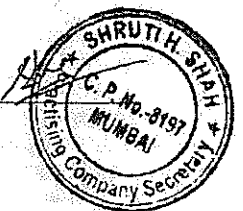
The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 23, 2019. As prescribed in the Rules, the e-Voting facility was kept open for five days i.e. from Wednesday, September 25, 2019 (09.00 a.m. IST) to Sunday, September 29, 2019 (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 10 days in advance from the date of beginning of the voting period in Financial Express newspaper dated September 11, 2019 in English language and in Mumbai Lakshadweep newspaper dated September 11, 2019 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 29, 2019, the voting portal of the NSDL was blocked forthwith.

Office Address:
601, D-Square, Opp. Gokalibai School,
Dadabhai Road, Vile-parle (W), Mumbai – 400056.
Contact No: +91-022-2624 4362
Mobile No.: +91-9867711747

C-103, Krishna Nagari,
S.V. Road, Borivali (W), Mumbai- 400092
Contact No: +91-022-28011790
Email: csshrutishah@gmail.com



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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 Ms. Priya Gupta, 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, 2019 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.

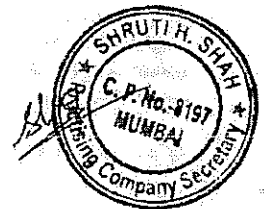
Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	
Number of members voted (in person or by proxy)	34	16	2	0	52
Number of Votes cast by Members	4236904	103087	201	0	4340192

Consolidated Result on E-voting item no.1

% of Votes in favour: 100.00%

% of votes against: 0.00%

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 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)	35	16	2	0	53
Number of Votes cast by Members	3045519	103087	201	0	3148807

Votes polled for 4,27,293 shares through poll and 11,91,733 shares through Remote E-Voting were considered as Invalid.

Consolidated Result on E-voting item no.2

% of Votes in favour: 100.00%

% of votes against: 0.00%

Passed with requisite majority

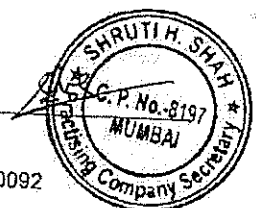
3. Special Resolution:
Re-Appointment of Mr. Shirish Anjaria (Din no.:00444104), as Chairman cum Managing Director of the Company.

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)	35	16	2	0	53
Number of Votes cast by Members	1680476	103087	201	0	1783764

Votes polled for 427293 shares through poll and 2556776 shares through Remote E-Voting were considered as Invalid.

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Consolidated Result on E-voting item no.3
% of Votes in favour: 100.00%
% of votes against: 0.00%
Passed with requisite majority

4. Special Resolution:
Re-Appointment of Mr. Parag Dalal (Din no.:00409894), as Whole-time 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	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	34	16	2	0	52
Number of Votes cast by Members	3045169	103087	201	0	3148457

Votes polled for 427293 shares through poll and 1191733 shares through Remote E-Voting were considered as Invalid.

Consolidated Result on E-voting item no.4
% of Votes in favour: 100.00%
% of votes against: 0.00%
Passed with requisite majority

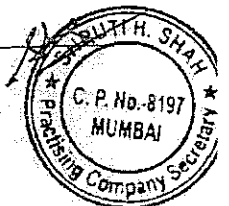
5. Special Resolution:
Re-Appointment of Mr. Dharmesh Anjaria (Din no.: 00445009), as Whole time Director and Chief Financial Officer of the Company.

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	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	35	16	2	0	53
Number of Votes cast by Members	1680476	103087	201	0	1783764

Votes polled for 427293 shares through poll and 2556776 shares through Remote E-Voting were considered as Invalid.

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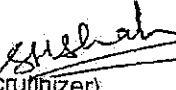
Practicing Company Secretary

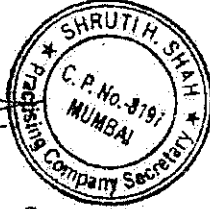
Consolidated Result on E-voting item no.5
% of Votes in favour: 100.00%
% of votes against: 0.00%
Passed with requisite majority

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,


(Scrutinizor)
Shruti H. Shah
Practicing Company Secretary
C.P. No.:8197
UDIN: F008852A000017685



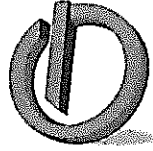
Place: Mumbai

Countersigned by
For Dynacons Systems & Solutions Limited


Shirish Anjaria
Chairman cum Managing Director
Din: 00444104

Office Address:
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DYNACONS
SOLUTIONS THAT EMPOWER

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, 2019
Total number of shareholders as on record date	11946
No. of shareholders present in the meeting either in person or through proxy	31
Promoter & Promoter Group	3
Public	28
No. of shareholders attended the meeting through Video Conferencing	NA
Promoter & Promoter Group	
Public	

Agenda wise Outcome

The mode of voting for all the resolutions was:

1. E-voting conducted between Wednesday, September 25, 2019 (09.00 a.m. IST) to Sunday, September 29, 2019 (05.00 p.m. IST).
2. Poll conducted at the Meeting.

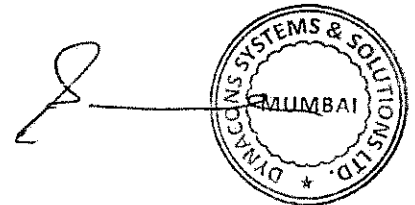
Given below is the resolution wise combined result of e-voting and Poll.

Resolution No. 1:

Details of the Agenda: Adoption of the audited (Standalone & Consolidated) accounts for the year ended on March 31, 2019.

Resolution required : Ordinary Resolution

Mode of voting: Poll/ Remote E-voting



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



Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4234984	4234984	100.00	4234984	0	100.00	0.00
	POLL	4234984	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4234984	4234984	100.00	4234984	0	100.00	0.00
Public - Institutions	E-VOTING	280	0	0.00	0	0	0.00	0.00
	POLL	280	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	280	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	4937816	2121	0.04	1920	201	90.52	9.48
	POLL	4937816	103087	2.09	103087	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4937816	105208	2.13	105007	201	99.81	0.19
TOTAL		9173080	4340192	47.31	4339991	201	100.00	0.00

Resolution No. 2:

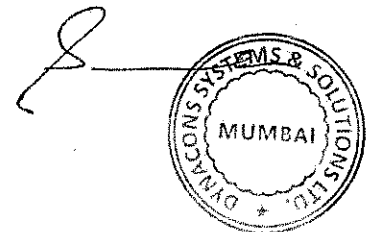
Details of the Agenda: Appointment of a Director in place of Mr. Parag Dalal (Din no.:00409894), who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution

Mode of voting: Poll/ Remote E-voting

Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4234984	3043251	71.86	3043251	0	100.00	0.00
	POLL	4234984	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4234984	3043251	71.86	3043251	0	100.00	0.00
Public - Institutions	E-VOTING	280	0	0.00	0	0	0.00	0.00
	POLL	280	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	280	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	4937816	2469	0.05	2268	201	91.86	8.14
	POLL	4937816	103087	2.09	103087	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4937816	105556	2.14	105355	201	99.81	0.19
TOTAL		9173080	3148807	34.33	3148606	201	99.99	0.01

Note: Votes polled for 4,27,293 shares through poll and 11,91,733 shares through Remote E-Voting were considered as Invalid.



Resolution No. 3:

Details of the Agenda: Re-Appointment of Mr. Shirish Anjaria (Din no.:00444104), as Chairman cum Managing Director of the Company.

Resolution required : Special Resolution

Mode of voting: Poll/ Remote E-voting

Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4234984	1678208	39.63	1678208	0	100.00	0.00
	POLL	4234984	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4234984	1678208	39.63	1678208	0	100.00	0.00
Public - Institutions	E-VOTING	280	0	0.00	0	0	0.00	0.00
	POLL	280	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	280	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	4937816	2469	0.05	2268	201	91.86	8.14
	POLL	4937816	103087	2.09	103087	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4937816	105556	2.14	105355	201	99.81	0.19
TOTAL		9173080	1783764	19.45	1783563	201	99.99	0.01

Note: Votes polled for 4,27,293 shares through poll and 25,56,776 shares through Remote E-Voting were considered as Invalid.

Resolution No. 4:

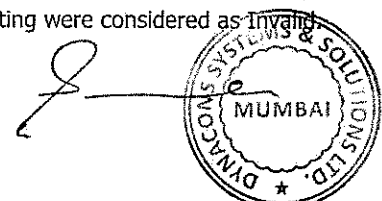
Details of the Agenda: Re-Appointment of Mr. Parag Dalal (Din no.:00409894), as Whole-time Director of the Company.

Resolution required : Special Resolution

Mode of voting: Poll/ Remote E-voting

Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4234984	3043251	71.86	3043251	0	100.00	0.00
	POLL	4234984	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4234984	3043251	71.86	3043251	0	100.00	0.00
Public - Institutions	E-VOTING	280	0	0.00	0	0	0.00	0.00
	POLL	280	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	280	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	4937816	2119	0.04	1918	201	90.51	9.49
	POLL	4937816	103087	2.09	103087	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4937816	105206	2.13	105005	201	99.81	0.19
TOTAL		9173080	3148457	34.32	3148256	201	99.99	0.01

Note: Votes polled for 4,27,293 shares through poll and 11,91,733 shares through Remote E-Voting were considered as Invalid.



Resolution No. 5:

Details of the Agenda: Re-Appointment of Mr. Dharmesh Anjaria (Din no.: 00445009), as Whole time Director and Chief Financial Officer of the Company.



Resolution required : Special Resolution

Mode of voting: Poll/ Remote E-voting

Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4234984	1678208	39.63	1678208	0	100.00	0.00
	POLL	4234984	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4234984	1678208	39.63	1678208	0	100.00	0.00
Public - Institutions	E-VOTING	280	0	0.00	0	0	0.00	0.00
	POLL	280	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	280	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	4937816	2469	0.05	2268	201	91.86	8.14
	POLL	4937816	103087	2.09	103087	0	100.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4937816	105556	2.14	105355	201	99.81	0.19
TOTAL		9173080	1783764	19.45	1783563	201	99.99	0.01

Note: Votes polled for 4,27,293 shares through poll and 25,56,776 shares through Remote E-Voting were considered as Invalid.

For Dynacons Systems & Solutions Ltd.

Shirish Anjaria
Chairman cum Managing Director
DIN: 00444104

Place: Mumbai
Date: 01/10/2019