

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, 2020

The Chairman of 25<sup>th</sup> Annual General Meeting of

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

Dear Sir,

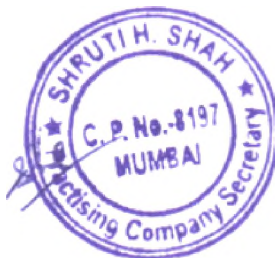
Report of the Scrutinizer on the combined result of Remote E-voting and E-Voting at the Annual General Meeting (E-voting at AGM) on the Resolutions proposed at the 25<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 30, 2020 at 3.00 p.m. through Video Conference ("VC")/Other Audio Visual Means ("OAVM").

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 25<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 30, 2020 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 Remote E-voting and E-voting at AGM on the Resolutions contained in the Notice of the AGM dated September 3, 2020.

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 Remote E-voting and E-voting at AGM 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>.

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C-103, Krishna Nagari,  
Opp. Sony-mony stores,  
S.V. Road, Borivali (West),  
Mumbai - 400092.



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**SHRUTI H. SHAH**  
B.Com, LL.B, FCS  
Practicing Company Secretary

The Company had uploaded all the items of the business to be transacted on the website of the Company and also with 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, 2020. As prescribed in the Rules, the E-Voting facility was kept open from Thursday, September 24, 2020 (09.00 a.m. IST) to Tuesday, September 29, 2020 (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 in Financial Express newspaper dated September 12, 2020 in English language and in Mumbai Lakshadweep newspaper dated September 12, 2020 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, 2020, the voting portal of the NSDL was blocked forthwith.

The facility for E-voting at the AGM was provided at the 25<sup>th</sup> AGM on Wednesday, the 30<sup>th</sup> September, 2020 for those Members who attended the AGM through Video Conference facility but had not voted through remote e-voting facility. Thereafter, the electronic votes cast through remote e-voting were unblocked at 4.15 p.m. i.e. after counting the votes cast through e-voting at the AGM in presence of 2 witnesses Ms. Priya Gupta and Ms. Reema Shah who are not in the employment of the Company.

Then, the details containing, inter alia, list of equity shareholders who voted through Remote E-voting and by E-voting at the AGM, "for" and "against" each of the resolutions that were put to vote, were generated from the E-voting website of NSDL.

The register to record the assent or dissent received has been maintained electronically. There were no shares with differential voting rights in the Company. Hence, there is no requirement of maintaining the list of shares with differential voting rights.

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 Remote E-Voting and E-voting at AGM is as follows:-

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Resolution No. 1:

Details of Agenda: 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 Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	93	4355397	2	485	95	4355882	99.93
<b>Dissent</b>	4	445	1	2500	5	2945	0.07
<b>Total</b>	97	4355842	3	2985	100	4358827	100.00

**Result: Resolution passed with majority.**

Resolution No. 2:

Details of Agenda: Confirmation of payment as interim dividend as final dividend words will come on equity shares for the FY-2019-2020 (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	93	4355397	2	485	95	4355882	99.93
<b>Dissent</b>	4	445	1	2500	5	2945	0.07
<b>Total</b>	97	4355842	3	2985	100	4358827	100.00

**Result: Resolution passed with majority.**



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Resolution No. 3:

Details of the Agenda: Re-appointment of Mr. Shirish Anjaria (DIN- 00444104), who retires from the office of Chairman cum Managing Director by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	82	1798616	2	485	84	1799101	99.84
<b>Dissent</b>	4	445	1	2500	5	2945	0.16
<b>Total</b>	86	1799061	3	2985	89	1802046	100.00

Note: 2556776 shares were not considered since promoters/promoter group were interested in the resolution.

**Result: Resolution passed with majority.**

Resolution No. 4:

Details of the Agenda: Issue of warrants convertible into Equity shares to Promoter and Promoter Group/relatives of promoter, of the Company on Preferential basis.(Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	75	120413	2	485	77	120898	97.62
<b>Dissent</b>	4	445	1	2500	5	2945	2.38
<b>Total</b>	79	120858	3	2985	82	123843	100.00

Note: 4234984 shares not considered since promoters/promoter group were interested in the resolution.

**Result: Resolution passed with requisite majority.**

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Resolution No. 5:

Details of the Agenda: Alteration of Share Capital and variation of rights clause of Articles of Association of the Company for ESOPs. (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	4355177	2	485	94	4355662	99.93
<b>Dissent</b>	4	445	1	2500	5	2945	0.07
<b>Total</b>	6	4355622	3	2985	99	4358607	100.00

**Result: Resolution passed with requisite majority.**

Resolution No. 6:

Details of the Agenda: Approval of 'Dynacons-Employees Stock Option Plan 2020. (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	93	4355397	2	485	95	4355882	99.93
<b>Dissent</b>	4	445	1	2500	5	2945	0.07
<b>Total</b>	97	4355842	3	2985	100	4358827	100.00

**Result: Resolution passed with requisite majority.**



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Resolution No. 7:

Details of the Agenda: Approval of 'Dynacons- Employees Stock Option Plan 2020' to the employees of Holding Company and its Subsidiary Company (ies). (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	4355392	2	485	94	4355877	99.93
<b>Dissent</b>	4	445	1	2500	5	2945	0.07
<b>Total</b>	96	4355837	3	2985	99	4358822	100.00

**Result: Resolution passed with requisite majority.**

Resolution No. 8:

Details of the Agenda: 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 to identified employees under Dynacons Employee Stock Option Plan 2020. (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
<b>Assent</b>	92	4354877	2	485	94	4355362	99.92
<b>Dissent</b>	5	965	1	2500	6	3465	0.08
<b>Total</b>	97	4355842	3	2985	100	4358827	100.00

**Result: Resolution passed with requisite majority.**



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Resolution No. 9:

Details of the Agenda: Appointment of Mrs. Archana Vinayak Phadke (Din no.: 07138774) as an Independent Director. (Special Resolution)

Particulars	Remote E-voting		E-voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	93	4355397	2	485	95	4355882	99.93
Dissent	4	445	1	2500	5	2945	0.07
Total	97	4355842	3	2985	100	4358827	100.00

**Result: Resolution passed with requisite majority.**

You may accordingly declare the result of the evoting.

I hereby confirm that I am maintaining register electronically in respect of votes cast through e-voting by the shareholders of the Company. I shall be arranging to handover the records to Company Secretary in due course of time as prescribed in the said rule.

Thanking you,

SHRUTI  
HARESH  
SHAH

(Scrutinizer)

Shruti H. Shah  
Practicing Company Secretary  
C.P. No.:8197  
UDIN – F008852B000813777  
Place: Mumbai

**Countersigned by:**  
**For Dynacons Systems & Solutions Ltd**

  
**Shirish Anjaria**  
**Chairman cum Managing Director**  
**Din no.: 00444104**

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