



SHRUTI H. SHAH

B.Com, LL.B, FCS

Practicing Company Secretary

To,  
Board of Directors  
Dynacons Systems & Solutions Ltd.  
78, Ratnajyot Industrial Estate,  
Irla Lane, Vile parle (West),  
Mumbai 400056

**Secretarial compliance report of Dynacons Systems & Solutions Limited for  
the year ended 31.03.2019**

I, Ms. Shrutishah have examined:

- (a) all the documents and records made available to me and explanation provided by Dynacons Systems & Solutions Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not applicable** as the Company has not brought back/ propose to buyback any of its securities during the financial year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not applicable** during the financial year under review;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable** as the Company has not issued any debt securities during the financial year under review;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- **Not applicable** as the Company has not issued any preference shares during the financial year under review;



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**SHRUTI H. SHAH**

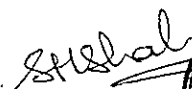
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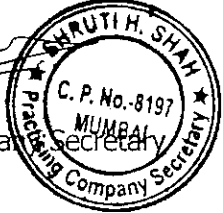
Practising Company Secretary

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not applicable** as the Company has not issued any ESOP during the financial year under review;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client- **Not applicable** as the Company is not registered as Registrar to Issue and Share Transfer Agents during the financial year under review;
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not applicable** as the Company has not delisted or propose to delist its equity shares from any stock exchange during the financial year under review;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **NIL**
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

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



**Date:** 27.05.2019

**Place:** Mumbai