DYNACONS

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L72200MH1995PLC093130

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of **Dynacons Systems & Solutions Limited** (CIN : L72200MH1995PLC093130) will be held on Wednesday, 30th Day of September, 2015 at 2.30 P.M., at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

2. To appoint 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.

3. Ratification of Appointment of Statutory Auditors of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Palan & Co., Chartered Accountants (Firm's Registration No. 133811W), as Statutory Auditors of the Company for a term of three years i.e. till the conclusion of the 22nd Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 22nd AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. Adoption of new set of Articles of Association of the Company:

To consider and if thought fit to pass, the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of Ms. Archana Phadke (Din no.:07138774) as an Independent Director:**

To consider and if thought fit to pass, the following resolution **as Ordinary Resolution:**

"RESOLVED THAT Ms. Archana Phadke (holding Din:07138774), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 125 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2020."

By Order of the Board of Directors
For **Dynacons Systems & Solutions Ltd**

Shirish M. Anjaria
Chairman cum
Managing Director
DIN No: 00444104

Parag J. Dalal
Executive Director
DIN No: 00409894

Date: August 31, 2015
Place: Mumbai

Registered Office
78, Ratnajyot Industrial Estate,
Irla Lane, Vile Parle (W),
Mumbai – 400 056
CIN No: **L72200MH1995PLC093130**

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NOTES:

1. The Explanatory Statement ppursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the **Item No.4 & 5** of the accompanying Notice is annexed hereto.

2. A statement giving the relevant details of the Directors seeking re-appointment under **Item No. 2 & 5** of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.

3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.

4. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

5. Members / Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.

6. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote in their behalf at the Meeting.

7. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, the 24th day of September, 2015 to Wednesday, the 30th day of September, 2015. (both days inclusive).

8. The Members holding the shares in physical form may obtain the nomination form from the Company's Registrar & Share transfer agent.

9. Members desirous of getting any information in respect of the content of the annual report are requested to forward the queries to the Company at least 10 days prior to the annual general meeting so that the required information can be made available at the Company.

10. In compliance with the provisions of Section 108 of the act and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited(NSDL), on all the resolutions set forth in the notice

11. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd. Shareholders holding shares in electronic form must advise their respective depository participants about change in address and not to the Company.

12. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.

13. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE417B01040.

14. Annual Listing fees for the year 2015-16 has been paid to all stock exchange wherein shares of the Company are listed.

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to excersize their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transected through e-voting Services provided by National Securities Depository Limited (NSDL):

(i) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.

(ii) The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

ii. Open the internet browser and type the following URL: https://www.evoting.nsdl.com.

iii. Click on Shareholder – Login.

iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

viii. Select "EVEN" (E-Voting Event Number) of Dyancons Systems & Services Limited. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshrutishah@gmail.com, with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial username and password is provided.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

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C. Other Instructions:

i. The e-voting period commences on September 27, 2015 (9:30 am IST) and ends on September 29, 2015 (6:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

ii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at www.evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting@nsdl.co.in.

iii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 28th August, 2015.

iv. Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. 22923) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

v. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. 22923), at the Registered Office of the Company not later than September 25, 2015 (6:00 pm IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@dynacons.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 29, 2015 (6:00 pm IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dynacons.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Twentieth AGM of the Company on September 30, 2015 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board
For Dynacons Systems & Solutions Ltd.

Shirish M. Anjaria
Chairman cum Managing Director
DIN: 0044410

Parag Dalal
Executive Director
DIN: 00409894

Date: August 31, 2015
Place: Mumbai

Registered Office
78, Ratnajyot Industrial Estate,
Irla Lane, Vile Parle (W),
Mumbai – 400 056
CIN No: **L72200MH1995PLC09313**

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EXPLANATORY STATEMENTS

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 4 & 5 of the accompanying Notice dated August 31, 2015.

ITEM NO. 4

The Articles of Association ("the Articles") of the Company as currently in force was originally adopted when the Company was incorporated under Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

The Board recommends the resolution at item No. 4 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 4 of the Notice.

ITEM NO. 5

Pursuant to the provisions of Section 149 of Companies Act, 2013(The Act), which came into effect from April 1, 2014, the Independent Directors are not liable to retire by rotation.

The Non-executive Director of the Company, have given a declaration to the board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the board, the directors fulfill the conditions specified in the act and rules framed thereunder for appointment as an Independent Director. The b
oard has recommended the appointment of Mrs. Archana Phadke, as an Independent Directors of the Company till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2020.

In compliance with the provision of Section 149 of the act, the appointment of Mrs. Archana Phadke, as an independent director is now being placed before the members for their approval.

The brief profile of Independent Director is as under:

Mrs. Archana Phadke

Mrs. Archana Phadke has over 35 years of experience in the areas of Business Administration, Operations and Corporate Affairs. By profession she is Commerce Graduate.

The Board recommends the resolution at item No. 5 for approval by member.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 5 of the Notice except Mrs. Archana Phadke.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(In Pursuance of Clause 49 of the Listing Agreement)

Particulars	Mr. Parag Dalal	Mrs. Archana Phadke
Director Identification Number (DIN)	00409894	07138774
Date of Birth	May 23, 1968	August 17,1948
Date of Appointment	September 26, 1995	March 27,2015
Experience in functional Area	Wide experience in Information Technology Service and Solutions	Over 35 years of experience in the areas of Business Administation, Operations and Corporate Affairs
Qualification	Intel certified solution Consultant Digital Electronics post Graduate In Computer Applications.	Commerce Graduate
Directorship in other Companies(Public Limited Companies)	1	1
Membership of Committees of other public limited companies (Audit Committee and Shareholder's/Investor's Grievance Committee only)	—	—
No. of Shares held in the Company	347200	80

By Order of the Board

For **Dynacons Systems & Solutions Ltd.**

Shirish M. Anjaria
Chairman cum Managing Director
DIN: 00444104

Parag Dalal
Executive Director
DIN: 00409894

Date: August 31, 2015
Place: Mumbai

Registered Office
78, Ratnajyot Industrial Estate,
Irla Lane, Vile Parle (W),
Mumbai – 400 056
CIN No: **L72200MH1995PLC093130**