



DYNAMIC SERVICES & SECURITY LIMITED

(ISO 9001:2015 & ISO 45001:2018 certified organisation)

CIN: L74999WB2016PLC218387

DYNAMIC SERVICES & SECURITY LIMITED

CIN: L74999WB2016PLC218387

Registered Office: 375, Dakshindari Road, Parganas North, Kolkata 700048, West Bengal, India

Corporate Office: Unit No. 708, 7th Floor, ECO Centre, Block-EM-4 Sector-V, Salt Lake, Kolkata 700091, West Bengal, India,

Tel No: 033-40087463; E-mail – cs@dssl.ind.in; Web – www.dssl.ind.in

POSTAL BALLOT AND E-VOTING NOTICE TO THE MEMBERS OF THE COMPANY

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the “Rules”), General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023 (collectively “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities and Exchange Board of India (“SEBI”) vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively “SEBI Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following resolutions:

| Sl. No. | Particulars | Type of Resolution(s) |
|---------|---|-----------------------|
| 1 | Approval for Increase in Authorised Share Capital and subsequent alteration in the Memorandum of Association of the Company | Ordinary Resolution |
| 2 | Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE. | Special Resolution |
| 3 | Issuance of Warrants on a Preferential Basis and matters related therewith | Special Resolution |

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“the Notice” or “the Postal Ballot Notice”).

Address: 375, Dakshindari Road, Parganas North, Kolkata, West Bengal -700 048

Phone No: 033 – 4008 7463, **Email:** cs@dssl.ind.in,

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The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Abbas Vithorawala, Practicing Company Secretary (Membership No. ACS 23671, CP No. 8827) as the Scrutinizer for conducting the postal ballot and E-voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (“NSDL”) to provide E-Voting facility to the Members of the Company.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

If e-mail addresses of any Member is not registered with the Company/Depositories, please follow the process provided in the Notes hereto to receive this Postal Ballot Notice and login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company’s website at www.dssl.ind.in as well as on website of NSDL at www.evoting.nsdl.com, and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA). The last date for E-voting shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.

Items of Special Business requiring approval of Members through E-Voting.

1. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND SUBSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION 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 Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of Association of the Company and subject to the approval of the members and such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crore) Number of equity shares of Rs. 10/- (Rupees Ten) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing shares in all respects.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to subsequently alter the Memorandum of Association of the Company by substituting the existing Clause V thereof by the following new Clause V as under:

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“V The Authorised share capital of the Company is Rs. Rs. 75,00,00,000/- (Rupees Seventy Five Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares with face value of Rs. 10/- (Rupees Ten Only) each, with powers of the Board from time to time to increase or reduce its capital and to divide/consolidate the share in the capital for the time being in to other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

2. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM NSE EMERGE (SME PLATFORM OF NSE) TO THE MAIN BOARD OF NSE AND BSE.

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

“**RESOLVED THAT** pursuant to provisions laid down in Regulation 277 of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for migration of the Company’s present listing from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary & Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to deal with any Government or Semi- Government authorities or any other concerned intermediaries, including but not limited to NSE, BSE Ltd. Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

RESOLVED FURTHER THAT any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by NSE and BSE and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

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2. ISSUANCE OF WARRANTS ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH

To consider and, if thought fit, to pass (s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“**FEMA**”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited (the “**Stock Exchange**”) EMERGE Platform of which the equity shares of the Company having face value of Rs. 10/- (Indian Rupee Ten) each (“**Equity Shares**”) are listed (hereinafter collectively referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, upto **14,78,000 (Fourteen Lakhs Seventy Eight Thousand)** warrants, each exercisable into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each (“**Warrants**”) at a price of Rs. **346/- (Rupees Three Hundred Forty Six only)** each payable in cash (“**Warrants Issue Price**”), aggregating up to Rs. **51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Thousand only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to identified persons, as specified below (hereinafter referred to as “**Proposed Allottees**”), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “**Preferential Issue**”).

| Sl. No. | Name of the Allottee | Category | No. of warrants |
|---------|-----------------------|----------|-----------------|
| 1 | Hema Lakshman | Public | 4,00,000 |
| 2 | Ritesh Sahu HUF | Public | 1,00,000 |
| 3 | Vincent Alex D'emello | Public | 1,00,000 |
| 4 | Nitesh Niranjana Jha | Public | 1,00,000 |
| 5 | Ashok Dilipkumar Jain | Public | 2,58,000 |
| 6 | Viha Ashok Jain | Public | 1,05,000 |

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| | | | |
|--------------|--------------------------|--------|------------------|
| 7 | Sonali Abhaykumar Parmar | Public | 60,000 |
| 8 | Namita Hemant Jain | Public | 51,000 |
| 9 | Neerita Sanjay Jain | Public | 51,000 |
| 10 | Yojana Sunil Tambe | Public | 50,000 |
| 11 | V P Javare Gowda | Public | 50,000 |
| 12 | Ajit Kumar Tulsian | Public | 51,000 |
| 13 | Vasudha Bidasaria | Public | 51,000 |
| 14 | Sameer Kumar Bidasaria | Public | 51,000 |
| TOTAL | | | 14,78,000 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the floor price for the issue and allotment of Warrants is **Monday, November 18, 2024**, being the date 30 (thirty) days prior to the last date for remote E-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. Wednesday, November 18, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- the minimum amount of Rs. 12,78,47,000/- (Rupees Twelve Crore Seventy Eight Lakh and Forty Seven Thousand only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (“**Warrant Subscription Amount**”). The Warrant holders will be required to make further payments of Rs. 38,35,41,000/- (Rupees Thirty Eight Crore Thirty Five Lakh and Forty One Thousand only), which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to subscribe to equity share(s) of the Company (“**Warrant Exercise Amount**”).
- the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of respective allotment thereof, in accordance with the applicable law;
- the equity shares allotted upon exercise of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

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- f) the Warrants shall not carry any voting rights until they are exercised and equity shares are allotted and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form, subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and Warrant Subscription Amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any

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- regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
 - v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
 - vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
 - vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors
Dynamic Services & Security Limited**

**Sd/-
Sushma Kumari Agarwal
Company Secretary & Compliance Officer
Date: November 18, 2024
Place: Kolkata**



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NOTES:

1. Voting period for E-voting will commence from Tuesday, 19th November, 2024 at 9.00 A.M. (IST) and will end on Wednesday, 18th December, 2024 at 5.00 P.M.(IST).
2. The Statement pursuant to Section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.
3. In compliance with General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023 (collectively “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities and Exchange Board of India (“SEBI”) vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively “SEBI Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
4. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners on Thursday, 14th November, 2024 (‘Cut-off Date’) as received from the Depositories. For Shareholders who have not registered their email addresses, please follow the instructions given herein below to register the email addresses. Further, the Shareholders whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date, i.e. Thursday, 14th November, 2024 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. Members whose email addresses are not registered as above can register the same in the following manner:
 - a. Members holding share(s) in physical mode can send email to register their e-mail addresses to Dynamic Services & Security Limited at cs@dssl.ind.in
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
7. The Board of Directors has appointed Mr. Abbas Vithorawala, Practicing Company Secretary (Membership No. ACS 23671, CP 8827), as the “Scrutinizer” to conduct the e-voting process in a fair and transparent manner.

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8. Dispatch of the Postal Ballot Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language, i.e. Bengali) and one English newspaper circulated throughout India (in the English language) and shall be hosted at the Company's website at www.dssl.ind.in. The said public notice shall also mention the process for registration of e-mail ids by those shareholders who have not yet registered their e-mail ids with the Company.
9. Members may contact Ms. Sushma Kumari Agarwal, Company Secretary, for any grievances connected with voting by electronic means at the Corporate Office of the Company at Unit No. 708, 7th Floor, ECO Centre, Block- EM-4 Sector- V, Salt Lake, Kolkata-700091, West Bengal, Tel: 033-40087463, e-mail: cs@dssl.ind.in.
10. Pursuant to Sections 108 and 110 of the Companies Act, 2013 as amended (the "Companies Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations"), the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
11. The Company has appointed National Securities Depository Limited (NSDL) to provide the e-voting facility to the Members of the Company to vote electronically. Please read carefully the e-Voting Instructions for casting your vote electronically.
12. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.dssl.ind.in, websites of the Stock Exchange where the equity shares of the Company are listed i.e. National Stock Exchange of India Limited, www.nseindia.com, and on the website of National Securities Depository Limited ("NSDL"), www.evoting.nsdl.com
13. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Thursday, November 14, 2024 being the Cut-off Date.
14. The last date for E-voting i.e. Wednesday, December 18, 2024 shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.
15. The instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are

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advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

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Phone No: 033 – 4008 7463, **Email:** cs@dssl.ind.in,





Website: www.dssl.ind.in



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| | |
|---|---|
| | <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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| | |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
|--|---|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to abbas.vithorawala@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager, NSDL or Ms. Sushma Kumari Agarwal, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@dssl.ind.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@dssl.ind.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Presently the Authorised Share Capital of the Company stands at Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Number of Equity Shares of face value of Rs. 10/- each.

For the purpose of issuing Convertible Equity Share Warrants on a preferential basis, it has become necessary to increase the authorised capital of the company in order to issue and allot the Equity shares after conversion of the warrants to the proposed allottees of the preferential issue.

The Board of Directors of the Company at its meeting held on November 18, 2024, decided to increase the Authorized Capital of the Company from the existing Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Number of Equity Shares Issuable of Rs. 10/- each to Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Number of Equity Shares Issuable of Rs. 10/- each.

Pursuant to Section 13, 61, 64 of the Companies Act, 2013, the increase in authorised share capital requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 for increase in Authorized Share Capital of the Company.

ITEM NO: 2

Your Company is listed on the NSE Emerge Platform since October 13, 2021 and has a market capitalization of more than Rs. 25 crores. The Paid-up Equity Share Capital of the Company is Rs. 22,99,31,920/- (Rupees Twenty Two crore Ninety Nine Lakh Thirty one Thousand Nine Hundred and Twenty) comprising of 2,29,93,192 (Two Crore Twenty Nine Lakh Ninety Three Thousand One Hundred and Ninety Two) equity shares of face value of Rs. 10/- each. Thus, the Company is eligible to migrate to the Main Board of NSE and BSE, subject to fulfilment of other criteria as stipulated by NSE & BSE.

The Board of Directors are of the view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on November 18, 2024 decided to migrate from NSE Emerge to Main Board of NSE and BSE.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

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Pursuant to proviso to Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of NSE and BSE, hence management recommends the passing of said resolution and seeks your approval.

ITEM NO: 3

The Board of Directors of the Company (“Board”) at their Meeting held on November 18, 2024, approved raising of funds aggregating upto Rs. 51,13,88,000 /- (Rupees Fifty One Crore Thirteen Lakh Eighty Eight only) by way of issuance of upto 14,78,000 (Fourteen Lakh Seventy Eight Thousand) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (“Warrants”) at a price of Rs. 346/- each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of Warrants, to identified persons (referred to as the “Proposed Allottees”), by way of a preferential issue, as specified in the table below, through private placement offer (the “Preferential Issue”).

| Sl. No. | Name of the Allottee | Category | No. of warrants |
|---------|---|----------|-----------------|
| 1 | Hema Lakshman PAN: ABKPL2427P | Public | 4,00,000 |
| 2 | Ritesh Sahu HUF PAN: AAZHR5944M | Public | 1,00,000 |
| 3 | Vincent Alex D'emello PAN: AEMPD0441C | Public | 1,00,000 |
| 4 | Nitesh Niranjana Jha PAN: AWVPJ6253D | Public | 1,00,000 |
| 5 | Ashok Dilipkumar Jain PAN: AFKPJ3803R | Public | 2,58,000 |
| 6 | Viha Ashok Jain PAN: ATTPJ3248F | Public | 1,05,000 |
| 7 | Sonali Abhaykumar Parmar PAN: BNEPP3038F | Public | 60,000 |
| 8 | Namita Hemant Jain PAN: BJOPS1122D | Public | 51,000 |
| 9 | Neerita Sanjay Jain PAN: AFQPC1008R | Public | 51,000 |
| 10 | Yojana Sunil Tambe PAN: AERPT2022G | Public | 50,000 |
| 11 | V P Javare Gowda PAN: AQHPJ8308D | Public | 50,000 |
| 12 | Ajit Kumar Tulsian PAN: ABSPT8012G | Public | 51,000 |
| 13 | Vasudha Bidasaria PAN: ACRPD3242N | Public | 51,000 |
| 14 | Sameer Kumar Bidasaria | Public | 51,000 |

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| | | |
|-----------------|--|------------------|
| PAN: ADVPB8576E | | |
| TOTAL | | 14,78,000 |

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue warrants by way of private placement on a preferential basis. Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating upto Rs. 51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Only) by way of issuance of upto 14,78,000 (Fourteen Lakh Seventy Eight Thousand) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 346/- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is November 18, 2024 i.e. being the date 30 (thirty) days prior to the last date for remote E-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed).

2. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board, at its Meeting held on November 18, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 14,78,000 (Fourteen Lakh Seventy Eight Thousand) Warrants to the Proposed Allottees, each at a price of Rs. 346/- per Warrant (including a premium of Rs. 336/- per Warrant), aggregating up to Rs. 51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Only), for a cash consideration, by way of a preferential issue on a private placement basis.

3. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Upto 14,78,000 (Fourteen Lakh Seventy Eight Thousand) Warrants, at a price of Rs. 346/- per Warrant (including a premium of Rs. 336/- per Warrant) aggregating up to Rs. 51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Only), such price being not less than the floor price as on the relevant date determined in accordance with the valuation report and the provisions of Chapter V of the SEBI ICDR Regulations.

4. Objects of the Preferential Allotment

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The proposed preferential issue aims to secure funds for expanding the specialized service portfolio, which includes mechanized cleaning, housekeeping services, facility management, security, and manpower supply and also catering to the demands of various esteemed organizations. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise upto 51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Only) through issue of Convertible Equity Share Warrants on preferential basis to Public Investors. With the capital raised, the Company intends to meet the increased needs for working capital requirements and establish a robust presence on a pan India level.

5. Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any)

The value of preferential issue of Equity Share Warrants of Dynamic Services & Security Limited has been determined as per the Valuation Report prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 345.55/- (Rupees Three hundred Forty Five and Fifty Five Paise only) as per the above-mentioned valuation report. The price at which the Equity Share Warrants are being issued is Rs. 346/- (Rupees Three Hundred Forty Six) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this postal ballot notice upto the closure of remote e-voting and will also be made available on the Company's website and can be accessed at www.dssl.ind.in

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of such securities

Aggregating up to Rs. 51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Only)

7. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are promoter/promoter group of the Company and others in the category of public.

8. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

The Company has not made any preferential allotment during the current financial year FY 2024-25.

9. Maximum number of securities to be issued

The Resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 51,13,88,000 (Rupees Fifty One Crore Thirteen Lakh Eighty Eight Only) by way of issuance

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of upto 14,78,000 (Fourteen Lakh Seventy Eight Thousand) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 346/- each payable in cash.

Minimum amount of Rs. 12,78,47,000/- (Rupees Twelve Crore Seventy Eight Lakh Forty Seven Thousand only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price (“**Warrant Subscription Amount**”) shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 38,35,41,000/- (Rupees Four Thirty Eight Crore Thirty Five Lakh and Forty One Thousand only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s) (“**Warrant Exercise Amount**”).

10. Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the offer

Apart from the Proposed Allottees, none of the promoters, members of the promoter group, Directors or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer.

11. Shareholding pattern of the Company before and after the Preferential Allotment: -

| Sr No | Category | Pre-issue | | Post-issue | |
|-------|---------------------------------------|--------------------|-------------------|--------------------|-------------------|
| | | No of shares held | % of shareholding | No of shares held | % of shareholding |
| A | Promoters and Promoter Group | | | | |
| 1 | Indian | | | | |
| | Individual | 98,78,725 | 42.96% | 98,78,725 | 40.37% |
| | Bodies corporate | 37,82,063 | 16.45% | 37,82,063 | 15.46% |
| 2 | Foreign Promoters | - | | - | |
| | Sub-total (A) | 1,36,60,788 | 59.41% | 1,36,60,788 | 55.82% |
| B | Public/ Non-promoters' holding | | | | |
| 1 | Institutional investors | - | - | - | - |
| 2 | Non-institutions | | | | |
| | Resident Individuals | 87,88,404 | 38.22% | 1,02,66,404 | 41.95% |
| | Non Resident Indians | 1,76,000 | 0.77% | 1,76,000 | 0.72% |
| | Bodies Corporate | 2,30,000 | 1.00% | 2,30,000 | 0.94% |
| | HUF | 1,32,000 | 0.57% | 1,32,000 | 0.54% |

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| | | | | | |
|--|----------------------|--------------------|----------------|--------------------|----------------|
| | Others | 6,000 | 0.03% | 6,000 | 0.02% |
| | Sub-total (B) | 93,32,404 | 40.59% | 1,08,10,404 | 44.18% |
| | GRAND TOTAL | 2,29,93,192 | 100.00% | 2,44,71,192 | 100.00% |

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

12. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13. Principal terms of assets charged as securities

Not applicable.

14. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

Tenure: The Warrants shall be exercisable into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

Lock-in: The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

Rights: The Warrants shall not carry any voting rights until they are exercised into equity shares.

Exercise of Warrants and other related matters:

- The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupee Ten only) each, in one or more tranches.
- The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- The Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to exercise, and the Company shall, upon receipt of such payment in the designated bank account, in accordance with applicable law, to issue and allot equity shares (to the Warrant holder in lieu of the relevant Warrants).
- The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant holder pursuant to exercise of the Warrants. All equity shares (upon exercise of the Warrants) shall be credited into the Warrant holder's demat account.

15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Not Applicable

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16. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

| Sr. No. | Name of the Allottee | Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015 | PAN of the Allottee | Pre-Preferential Holding | | No. of Warrants to be allotted | Post-Preferential Holding | |
|---------|--------------------------|---|---------------------|--------------------------|--------------|--------------------------------|---------------------------|--------------|
| | | | | No. of Shares | % of Holding | | No. of Shares | % of Holding |
| 1 | Hema Lakshman | Public | ABKPL2427P | - | 0.00% | 4,00,000 | 4,00,000 | 1.63% |
| 2 | Ritesh Sahu HUF | Public | AAZHR5944M | - | 0.00% | 1,00,000 | 1,00,000 | 0.41% |
| 3 | Vincent Alex D'emello | Public | AEMPD0441C | - | 0.00% | 1,00,000 | 1,00,000 | 0.41% |
| 4 | Nitesh Niranjana Jha | Public | AWVPJ6253D | - | 0.00% | 1,00,000 | 1,00,000 | 0.41% |
| 5 | Ashok Dilipkumar Jain | Public | AFKPJ3803R | - | 0.00% | 2,58,000 | 2,58,000 | 1.05% |
| 6 | Viha Ashok Jain | Public | ATTPJ3248F | - | 0.00% | 1,05,000 | 1,05,000 | 0.43% |
| 7 | Sonali Abhaykumar Parmar | Public | BNEPP3038F | - | 0.00% | 60,000 | 60,000 | 0.25% |
| 8 | Namita Hemant Jain | Public | BJOPS1122D | 21,000 | 0.09% | 51,000 | 72,000 | 0.29% |
| 9 | Neerita Sanjay Jain | Public | AFQPC1008R | 20,000 | 0.09% | 51,000 | 71,000 | 0.29% |
| 10 | Yojana Sunil Tambe | Public | | - | 0.00% | 50,000 | 50,000 | 0.20% |
| 11 | V P Javare Gowda | Public | AQHPJ8308D | - | 0.00% | 50,000 | 50,000 | 0.20% |
| 12 | Ajit Kumar Tulsian | Public | ABSPT8012G | - | 0.00% | 51,000 | 51,000 | 0.21% |
| 13 | Vasudha Bidasaria | Public | ACRPD3242N | 51,000 | 0.22% | 51,000 | 1,02,000 | 0.42% |
| 14 | Sameer Kumar Bidasaria | Public | ADVPB8576E | - | 0.00% | 51,000 | 51,000 | 0.21% |

Note:

The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be exercised into equity shares of the Company.

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There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

17. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects

None of the promoters, members of the promoter group, or directors of the Company are participating in the current preferential issue, either as part of the issue itself or through any separate contribution toward the furtherance of its objects.

18. Undertakings: -

- a. The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.
- b. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- c. None of the Directors or Promoters or the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
- d. Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- f. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- g. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- h. As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds.

19. Report of a registered valuer

The price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Mr. A.N. Gawade, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/05/2019/10746) having its office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune – 411004.

20. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

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| Sr. No. | Name of the Allottee | Current status | Proposed status |
|---------|--------------------------|----------------|-----------------|
| 1 | Hema Lakshman | - | Public |
| 2 | Ritesh Sahu HUF | - | Public |
| 3 | Vincent Alex D'emello | - | Public |
| 4 | Nitesh Niranjana Jha | - | Public |
| 5 | Ashok Dilipkumar Jain | - | Public |
| 6 | Viha Ashok Jain | - | Public |
| 7 | Sonali Abhaykumar Parmar | - | Public |
| 8 | Namita Hemant Jain | Public | Public |
| 9 | Neerita Sanjay Jain | Public | Public |
| 10 | Yojana Sunil Tambe | - | Public |
| 11 | V P Javare Gowda | - | Public |
| 12 | Ajit Kumar Tulsian | - | Public |
| 13 | Vasudha Bidasaria | Public | Public |
| 14 | Sameer Kumar Bidasaria | - | Public |

21. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

22. Lock-in period

The Warrants allotted pursuant to this Resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23. Certificate of Practicing Company Secretary

The Certificate from Mr. Abbas Vithorawala, Company Secretary in Practice (Membership No. ACS 23671, CP 8827) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company's website and can be accessed at www.dssl.ind.in to facilitate online inspection by the Members.

24. Disclosure of shareholding interest of every Promoter, Director, Manager and of every other Key Managerial Personnel in proposed allottee Companies if exceeds two per cent of the paid-up Capital:

Not Applicable

25. Other disclosures

- During the period from April 01, 2024 until the date of Notice, the Company has not made any Preferential Issue of equity shares.

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- b. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- d. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

All material terms of the Preferential Allotment have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI ICDR Regulations, the issue of Warrants by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends Special Resolution as set out at Item No. 3 of the Notice for approval of the members.

Other than Namita Hemant Jain, Neerita Sanjay Jain and Vasuda Bidasaria who are the proposed allottees, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution.

**By Order of the Board of Directors
Dynamic Services & Security Limited**

**Sd/-
Sushma Kumari Agarwal
Company Secretary & Compliance Officer
Date: November 18, 2024
Place: Kolkata**