



DYNAMIC SERVICES & SECURITY LIMITED

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

CIN: L74999WB2016PLC218387

Date: August 29, 2023

To,
The Manager,
Listing Department,
National Stock of Exchange Limited (NSE),
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
Maharashtra, India

SYMBOL – DYNAMIC

Dear Sir / Madam,

Sub: Notice of “07th Annual General Meeting” of the members of the Company scheduled on Thursday, September 21, 2023

1. This is to inform that the Seventh Annual General Meeting (“AGM”) of the members of the Company will be held on Thursday, September 21, 2023 at 12:00 PM through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time.
2. The Notice of the AGM is also available on the website of the Company at www.dssl.ind.in
3. The details such as manner of (i) registering / updating email addresses, (ii) casting vote through e-voting and (iii) attending the AGM through VC / OAVM has been set out in the Notice of the AGM.
4. The Board has fixed Thursday, September 14, 2023 as the “Cut-off Date” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.
5. The Register and Share Transfer Books of the Company will remain closed from Friday, September 15, 2023 to Thursday, September 21, 2023 (both days inclusive).
6. The Board of Directors has appointed Mr. Abbas Vithorawala, Practising Company Secretary having Membership no. of Institute of Company Secretaries of India A23671 to act as the Scrutinizer of the ensuing Annual General Meeting pursuant to the provisions of Section 108 and other applicable provisions if any of the Companies Act, 2013.

We request you to please take the above on record.

Thanking you,

For Dynamic Services & Security Limited

JUGAL
KISHORE
BHAGAT

Digitally signed by JUGAL KISHORE BHAGAT
DN: cn=JUGAL KISHORE BHAGAT, o=DYNAMIC
SERVICES & SECURITY LIMITED, email=jugal.kishore.bhagat@dssl.com, c=IN

Jugal Kishore Bhagat
Managing Director
DIN: 02218545

Encl.: as above

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

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

Website: www.dssl.ind.in

NOTICE OF AGM

Notice is hereby given that the 7th Annual General Meeting of the members of **Dynamic Services & Security Limited** will be held on 12:00 P.M. Indian Standard Time ('IST') on Thursday, 21st September, 2023 through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below through remote electronic voting ("E-voting"). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

- 1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the board of directors and auditors' thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.**

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company comprising of the balance sheet as at March 31, 2023, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on that date, together with the notes thereto, report of the board of directors ("Board") and auditors' report thereon, as circulated to the members and laid before the meeting, be and are hereby considered and adopted.”

- 2. To re-appoint Mrs. Rekha Devi Bhagat (DIN: 08521001), Executive Director, who retires by rotation and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), Mrs. Rekha Devi Bhagat (DIN: 08521001), Executive Director, who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as Executive Director, liable to retire by rotation.”

SPECIAL BUSINESS:

3. Issuance of Equity Share Warrants on Preferential Basis

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the National Stock Exchange of India Limited, stock exchange where the shares of the Company are listed (“NSE”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on preferential basis in one or more tranches, upto 1,00,00,000 (One Crore only) Convertible Equity share Warrants (“Warrants”) at a price of Rs. 60/- per Warrant with a right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs. 50/- per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) for cash determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board.

RESOLVED FURTHER THAT the Board has identified 19 (Nineteen) number of proposed allottees as identified persons which are as follows:

SL. NO.	NAME OF THE IDENTIFIED PERSON	NUMBER OF WARRANTS PROPOSED TO BE ISSUED
1	Jugal Kishore Bhagat	17,50,000
2	Rekha Bhagat	12,50,000
3	Rekha Devi Bhagat	5,00,000
4	Destiny logistics & Infra Limited	15,00,000
5	Ankush Ashok Sharma	2,50,000
6	Moin Ahamad Siddiqui	2,50,000

7	Arif Hussain	2,50,000
8	Anup Jaiswal	2,50,000
9	Dipesh Jain	2,50,000
10	Ravi Sharma	2,50,000
11	Suresh Dey	2,50,000
12	Sandip Bal	2,50,000
13	Minati Saha	2,50,000
14	Sudhakar Sinha	2,50,000
15	Sodha Pannaben Kantibhai	5,00,000
16	Tuver Milan Chandubhai	5,00,000
17	Sodha Kantibhai Jethabhai	5,00,000
18	Tuver Chandulal Chhaganlal	5,00,000
19	Dipsinh Ranjitsinh Solanki	5,00,000

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is August 22, 2023 i.e., 30 days prior to the date of Annual General Meeting (AGM).”

“RESOLVED FURTHER THAT the aforesaid issue of Share Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company against one Warrant held by him/her.
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- c) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The equity Share Warrants will be issued at Rs.60/- per share Warrant which is more than the minimum price arrived as per the valuation report of Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 dated August 24, 2023.
- e) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.

- g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the NSE in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- i) The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

“RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and are hereby severally authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the jurisdictional Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

4. To consider and approve the grant of further Borrowing Power of upto 150 Crores to the Board of Directors of the Company

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), including the rules framed there under, the Memorandum and Articles of Association of the Company, consent of the Shareholders in general meeting be and is hereby accorded to the Board, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as the Board of Directors of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the

Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the money may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs.150,00,00,000 (Rupees One Hundred and Fifty Crores Only)."

5. To consider and approve further increase in the power of Board to make Investments, give Loans, Guarantees and provide Securities for an aggregate amount not exceeding Rs. 150 Crores

"RESOLVED THAT pursuant to the provisions of section 186(3) and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors for making investment in excess of limits specified under Section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to anybody corporate or other person/ entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores only) notwithstanding that such investment and acquisition together with existing investments of the company in all other bodies corporate , loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(2) of the Companies Act, 2013, i.e., the limits available to the company is sixty per cent of its paid –up share capital , free reserves and securities premium or one hundred per cent of its free reserves and securities premium, whichever is more."

"RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to make application, file forms, etc. with the Registrar of Companies office and is hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

6. In-Principal Approval for change in Object Clause of Memorandum of Association

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Kolkata and subject to the approval of Shareholders in Annual General Meeting, to insert the following sub clause 4 and 5 in Clause III (a) and sub clause 33 in Clause III (b) of the Memorandum of Association of the Company:

4. To carry on the business of process, produce, Mix, pack, preserve, freeze, bottling, extract, refine, import, export, buy, sell, trade, improve, cultivate, grow, prepare, distribute, stockist, export house, job worker or provide Catering Services of all kinds and types of foods, processed foods, food products, food supplements, agro foods, health foods, protein foods, fast foods, packed foods, poultry products, farm products, dairy products, sea foods, milk foods, packed water, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items, extruded foods, cereals products and any other food and related products and other consumable provision of every description for human consumption in and outside India and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith and to do all incidental acts and things necessary for the attainment of the foregoing objects.

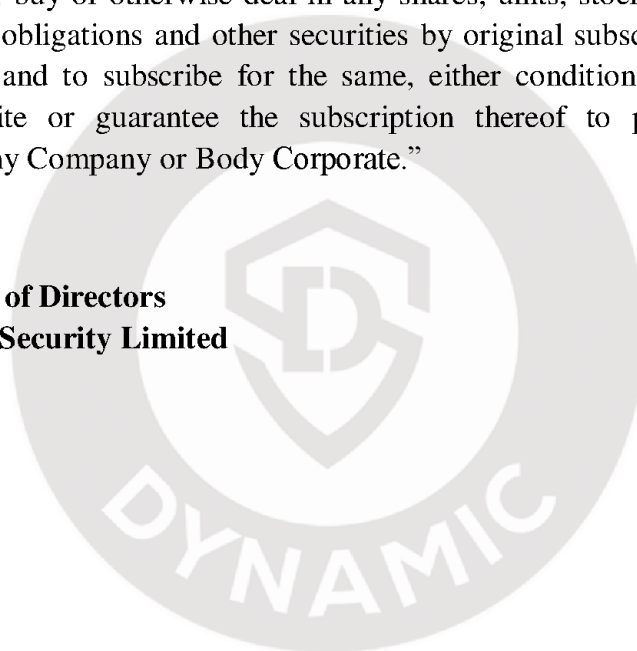
5. To provide services relating to Cash Carrying, comprising of cash carrying vans with armed guard and radio communication, with the backup support of special security guard / force.

33. To acquire, hold, sell, buy or otherwise deal in any shares, units, stocks, debentures, debenture-stock, bonds, mortgages, obligations and other securities by original subscription, tender, purchase, charge gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchase and sell above mentioned securities of any Company or Body Corporate.”

**By the order of the Board of Directors
For, Dynamic Services & Security Limited**

Sd/-

**Sushma Kumari Agaiwal
Company Secretary
Date: 24.08.2023
Place: Kolkata**



NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and Circular No. 21/2021 dated December 14, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for this AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.dssl.ind.in. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at cs@dssl.ind.in.
10. The Company is sending this Notice to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ('RTA') as on Friday, 25th August, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Thursday, 14th September, 2023.
11. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Annual General Meeting in electronic form.
12. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
13. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and since this AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing AGM through VC / OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through e-voting.
14. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC / OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to Email at cs@dssl.ind.in, a certified copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting.
15. The attendance of the Members attending the Annual General Meeting through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

16. The Board of Directors has appointed Mr. Abbas Vithorawala (Membership No. 23671 ACS, CP No. 8827), Kolkata, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
17. The Scrutinizer will submit the consolidated report to the Chairperson, or any other person authorised by her, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by her, on or before Saturday, 23rd September, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.dssl.ind.in and on the website of CDSL viz. www.cdslindia.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. National Stock Exchange of India Limited and be made available on their website viz. www.nseindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, 18th September, 2023 at 9:00 A.M. and ends on Wednesday, 20th September, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 14th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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 cdsi 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@dssl.ind.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 working days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at cs@dssl.ind.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 working days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@dssl.ind.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like 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@dsslind.in/cameo@cameoindia.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

Item No.3

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the ICDR Regulations, the relevant disclosures / details are given below:

A. Particulars of the Preferential Issue including the date of passing of Board resolution

The Board of Directors at its meeting held on August 24, 2023 has subject to the approval of Members and such other approval as may be required approved the issuance of 1,00,00,000 Equity Share Warrants by way of the preferential issue on a private placement basis.

B. Objects of the Preferential Issue:

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 ₹60 cr. (Rupees Sixty Crores Only) through issue of Convertible Equity Share Warrants on preferential basis to Promoters, Promoter Group and other 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.

C. Kinds of securities offered and the price at which security is being offered

The resolution set out in the accompanying notice authorizes the Board to issue up to 1,00,00,000 (One Crore) Equity share Warrants (“Warrants”) at a price of Rs. 60/- per Warrant with a right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs. 50/- per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) on preferential basis.

D. Issue Price, Relevant Date and the Basis on which the price has been arrived at

The price of Equity Share Warrant to be issued is fixed at Rs. 60/-per equity share of Face Value of Rs.10/- each in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is August 22, 2023 (“Relevant Date”) (i.e., 30 days prior to the date of proposed Annual General Meeting).

The Company is listed on NSE, and the equity shares of the Company are frequently traded in accordance with Regulation 164 of ICDR Regulations. Accordingly, the price determined shall be the minimum price at which the allotment is to be made.

The value per share arrived is Rs. 54.98/- (Rupees Fifty Four and Paise Ninety Eight only) after taking into account the valuation report dated August 24, 2023 issued by Mr. A.N. Gawade, a Independent Registered Valuer IBBI Regn No. IBBI/RV/05/2019/10746, having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune – 411004.

The price at which the Equity Share Warrants are issued is Rs. 60/- which is higher than the price determined in accordance with Regulation 164(1) of SEBI (ICDR) Regulations.

E. Intention of promoters/directors / key managerial personnel to subscribe to the offer:

The Warrants are being offered to Mr. Jugal Kishore Bhagat, Mrs. Rekha Bhagat, Mrs. Rekha Devi Bhagat and M/s Destiny Logistics & Infra Limited, who belongs to the category of Promoters & Promoter Group of the Company. They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue.

F. Principal terms of the assets charged as securities:

Not Applicable

G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity share warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be.

H. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

The details of the Proposed Allottees are as per the following table:

The details of the Proposed Allottees are as per the following table: Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre-Issue		Post Conversion of Equity Share Warrants ^{#1}		PAN
			Shares	%	Shares	%	
Jugal Kishore Bhagat	Promoter	NA	42,50,920	31.45	60,00,920	25.52	AIKPB8527H
Rekha Bhagat	Promoter	NA	15,03,688	11.12	27,53,688	11.71	ARLPB2048R
Rekha Devi Bhagat	Promoter	NA	7,49,117	5.54	12,49,117	5.31	BGOPB0333G
Destiny logistics & Infra Limited	Promoter Group	1. Jugal Kishore Bhagat 2. Rekha Bhagat	22,82,063	16.88	37,82,063	16.08	AAECD0112H
Ankush Ashok Sharma	Public	NA	0	0.00	2,50,000	1.06	FXBPS9668P
Moin Ahamad Siddiqui	Public	NA	0	0.00	2,50,000	1.06	BOPPS1585E
Arif Hussain	Public	NA	0	0.00	2,50,000	1.06	AHRPH5837N
Anup Jaiswal	Public	NA	0	0.00	2,50,000	1.06	AFYPJ5793C
Dipesh Jain	Public	NA	0	0.00	2,50,000	1.06	ATGPJ4186R
Ravi Sharma	Public	NA	0	0.00	2,50,000	1.06	FSUPS9376A
Suresh Dey	Public	NA	0	0.00	2,50,000	1.06	AUJPD4151G
Sandip Bal	Public	NA	0	0.00	2,50,000	1.06	AMAPB7405J
Minati Saha	Public	NA	0	0.00	2,50,000	1.06	AWOPS4098Q
Sudhakar Sinha	Public	NA	0	0.00	2,50,000	1.06	BHWPS1319E
Sodha Pannaben Kantibhai	Public	NA	0	0.00	5,00,000	2.13	JEXPS5852A
Tuver Milan Chandubhai	Public	NA	0	0.00	5,00,000	2.13	BBKPT7219N
Sodha Kantibhai Jethabhai	Public	NA	0	0.00	5,00,000	2.13	KTXPS9309L
Tuver Chandulal Chhaganlal	Public	NA	0	0.00	5,00,000	2.13	BMCPT9419D
Dipsinh Ranjitsinh Solanki	Public	NA	0	0.00	5,00,000	2.13	CSAPS4429R

#1 The percentage is calculated on Total no. of Equity Shares – 2,35,18,192 (Comprising of 1,35,18,192 existing Equity Share and Preferential Issue of 1,00,00,000 Equity Share Warrants to the Allottees)

I. PRE & POST SHAREHOLDING

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual	65,03,725	48.11%	1,00,03,725	42.54%
	Bodies corporate	22,82,063	16.88%	37,82,063	16.08%
2	Foreign promoters	-	-	-	-
	Sub-total (A)	87,85,788	64.99%	1,37,85,788	58.62%
B	Public/Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institutions				
	Resident Individuals	41,88,404	30.98%	91,88,404	39.07%
	Non Resident Indians	1,76,000	1.30%	1,76,000	0.75%
	Bodies Corporate	2,30,000	1.70%	2,30,000	0.98%
	HUF	1,32,000	0.98%	1,32,000	0.56%
	Others	6,000	0.04%	6,000	0.03%
	Sub-total (B)	47,32,404	35.01%	97,32,404	41.38%
	GRAND TOTAL	1,35,18,192	100.00%	2,35,18,192	100.00%

J. Basis of justification for price (including premium) at which the offer is made

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants.

K. Change in control, if any, in the Company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue of Warrants and upon conversion of Warrants there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

L. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on NSE for a period of more than 90 trading days prior to the relevant date, the company is not required to recompute the price per equity share.

M. Basis of justification for price (including premium) at which the offer is made

The value of preferential issue of Equity Share Warrants of Dynamic Services & Security Limited has been derived as per Valuation Report being 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 same will be placed before the members at the Annual General Meeting and will be kept open at the registered office of the Company between 10:00 A.M. and 05:00 P.M on all working days between Monday and Friday of every week upto the date of AGM.

The copy of the same has been hosted on the website of the Company which can be accessed at <https://dssl.ind.in/preferential-issue/>

N. Lock in period:

The equity share warrants proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018.

The pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per Regulation 167(6) the ICDR Regulations.

O. Terms of Issue of the Equity Share Warrants, if any.

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company against one Warrant held by him/her.
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- c) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The equity Share Warrants will be issued at Rs.60/- per share Warrant which is more than the minimum price arrived as per the valuation report of Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 dated August 24, 2023.
- e) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.
- g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the NSE in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- i) The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

P. Certificate from Practicing Company Secretary

A certificate from Mr. Abbas Vithorawala, Practicing Company Secretary, certifying that the issue of Equity Share Warrants is being made in accordance with requirements of ICDR Regulations and relevant provisions of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company from 10.00 a.m. to 05.00 p.m. on any working day up to the date of the meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., <https://dssl.ind.in/preferential-issue/>

Q. Principal terms of the assets charged as securities:

Not Applicable

R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

The Company has not made any preferential issue of shares/ warrants during the year.

S. Disclosures as per Regulation 163(1)(j) pertaining to the Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

Mr. Jugal Kishore Bhagat, Managing Director, Mrs. Rekha Bhagat, Director and Mrs. Rekha Devi Bhagat, Director and Destiny Logistics & Infra Limited belongs to the promoter and promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the warrants, they will continue to be categorized as members of the promoter and promoter group of the Company.

Mr. Ankush Ashok Sharma, Mr. Moin Ahamad Siddiqui, Mr. Arif Hussain, Mr. Anup Jaiswal, Mr. Dipesh Jain, Mr. Ravi Sharma, Mr. Suresh Dey, Mr. Sandip Bal, Ms. Minati Saha, Mr. Sudhakar Sinha, Ms. Sodha Pannaben Kantibhai, Mr. Tuver Milan Chandubhai, Mr. Sodha Kantibhai Jethabhai Mr. Tuver Chandulal Chhaganlal and Mr. Dipsinh Ranjitsinh Solanki do not hold any shares of the Company as on the date of the notice and shall be categorized as public shareholders of the Company upon exercise of warrants.

T. Other Disclosures –

- a) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- b) Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.
- c) None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

In terms of Section 102(3) of the Companies Act, 2013, relevant documents, contract and agreements in relation to the objects of the issue are available for inspection by the members at the registered office of the Company between 10:00 A.M. and 05:00 P.M on all working days between Monday and Friday of every week upto the date of this AGM.

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Except Mr. Jugal Kishore Bhagat, Promoter and Managing Director, Mrs. Rekha Bhagat, Promoter and Director and Mrs. Rekha Devi Bhagat, Promoter and Director, none of the Directors/KMP and their relatives (if any) is in any way concerned or interested financially or otherwise in the said Resolution.

Item No.4

As per Section 180(1)(c) of the Act read with the Rules framed there under, the Company is required to obtain the prior approval of the Members by way of Special Resolution for borrowing money when the money already borrowed exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, within the limit as set out in the resolution.

The Board of Directors, therefore, recommends the Resolution to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No.5

As per Section 186(3) of the Act read with the Rules framed there under, the Company is required to obtain the prior approval of the Members by way of Special Resolution for making loan(s) and/or for giving any guarantee(s)/providing any security(ies) in connection with loan(s) made to and/or acquiring by way of subscription, purchase or otherwise the securities of anybody corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of Its free reserves and securities premium account, whichever is more.

Consent of the members is therefore sought to enable the Company to give loan or Guarantee or provide security or acquire for the above, within the limit as set out in the resolution.

The Board of Directors, therefore, recommends the Resolution to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

Your directors' in its meeting held on 24th August, 2023 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the Object Clause of the Company.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

The Directors of the Company and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 5 only to the extent of shares held by them, if any, in the Company. The proposed Resolutions do not relate to or affect any other Company.

Your Board recommends the resolution for approval of the Members as a Special Resolution.

**By order of the Board of
Dynamic Services & Security Limited**

Date: 24.08.2023

Place: Kolkata

Sd/-

**Sushma Kumari Agarwal
Company Secretary & Compliance Officer
M No. 64604**

Details of director retiring by rotation and seeking re-appointment at the Annual General Meeting:

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Particulars	Name of the Director
Name	Mrs. Rekha Devi Bhagat
DIN	08521001
Date of Birth	24-02-1980
Original date of Appointment	26-07-2019
Qualifications	Bachelor of Arts
Brief Profile	Mrs. Rekha Devi Bhagat started her career in the year 2010, and started her own business as proprietor of Proprietorship firm named as M/s. Global Services as a Manpower services provider. Having more than 11 years of rich experience in the industry.
Current Directorship held in Public Companies	1. Mehai Technology Limited (Listed Company)
Memberships/Chairmanships of Audit and Stakeholder's Relationship Committees across Public Companies	NIL
No. Of Shares held in the Company	749117
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is the sister-in-law of Mr. Jugal Kishore Bhagat and sister in law of Mrs. Rekha Bhagat.

Nature of appointment (appointment / re- appointment)	Retires by rotation and offers herself for re- appointment
The number of Meetings of the Board attended during the year	8 out of 8

