



SCRUTINEERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

October 01, 2015

To,
The Chairman of 20th Annual General Meeting of the Equity Shareholders of Dynacons Systems & Solutions Ltd. held on Wednesday, 30th Day of September, 2015 at 2.30 P.M., at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058.

Dear Sir,

Sub: Report on the combined result of e-voting and Poll on the Resolutions proposed at the 20th Annual General Meeting of the Company held on Wednesday, September 30, 2015

I, Shruti H. Shah, Practising Company Secretary have been appointed as the Scrutinizer under Sub Rule 3(ix) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) by Dynacons Systems & Solutions Ltd (the Company) in respect of e-voting and Poll on the Resolutions proposed at the 20th Annual General Meeting of the Company to be held on Wednesday, September 30, 2015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company. NSDL had accordingly set up e-Voting facility on their website, <https://www.evoting.nsdl.com>.

The Company had uploaded all the items of the business to be transacted on the website of the Company and also of NSDL to facilitate their shareholders to cast their vote through e-Voting.

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Shruti H. Shah

SHRUTI H. SHAH

B.Com, LL.B, A.C.S
Practicing Company Secretary



The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 23, 2015. As prescribed in the Rules, the e-Voting facility was kept open for three days i.e. from Sunday, September 27, 2015 (09.30 a.m. IST) to Tuesday, September 29, 2015 (05.00 p.m. IST).

As prescribed in Sub Rule 3(v) of the Rule 20 of the Rules, the Company had also released an advertisement, which was published more than 15 days in advance from the date of beginning of the voting period in Financial Express newspaper dated September 9, 2015 in English language and in Mumbai Lakshadweep newspaper dated September 11, 2015 in Marathi language. The notice published in the newspapers carried the required information as specified in Sub Rule 3(v) (a) to (g) of Rule 20 of the Rules.

At the end of the voting period on September 29, 2015, the voting portal of the NSDL was blocked forthwith. The votes cast through e-Voting facility & poll was duly unblocked by me as a Scrutinizer in the presence of Ms. Unnati Amodwala and Ms. Khushboo Mittal, who are not in the employment of the Company and who acted as a witness, as prescribed in Sub Rule 3(xi) of Rule 20 of the Rules.

As a Scrutinizer, the combined report of the E-Voting and Poll carried out by the shareholders is as follows:-

ORDINARY BUSINESS

1. Adoption of the Audited Balance Sheet of the Company for the financial year ended March 31, 2015 and the Profit & Loss Account as on that date, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1962374	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	272	0.01%

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(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
17	19438

2. Appointment of Mr. Parag Dalal (Din: 00409894), as a Whole Time Director liable to retire by rotation.

i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
57	1962494	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	272	0.01%

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
17	19438

3. Appointment of M/s. Palan & Co., Chartered Accountant, as Statutory Auditors of the Company.

i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1962374	99.99%

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(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	272	0.01%

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
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SPECIAL BUSINESS

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

i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	1963446	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
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5. Appointment of Ms. Archana Phadke (Din: 07138774) as an Independent, Non-Executive director of the Company.

i) Voted in favour of the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	1963422	100%

(ii) Voted against the resolution:

Number of members present and voting (in persons or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in persons or by proxy) whose votes are declared invalid	Total number of votes cast by them
17	19438

You may accordingly declare the result of the poll.

I hereby confirm that I am maintaining the Register both electronically and manually, in respect of the votes cast through e-Voting & poll by the shareholders of Company. I shall be arranging to hand over these records to Company's Secretary in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully

(Scrutinizer)

Shruti H. Shah

Practicing Company Secretary

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