DYNACONS
SOLUTIONS THAT EMPOWER

L72200MH1995PLC093130

October 28th, 2014

Manager - Listing
Bombay Stock Exchange Limited
Pheroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001.

Sub: Minutes of the Nineteenth Annual General Meeting of the Company

As per the Stock Exchange requirements, we are enclosing herewith a Minutes of the 19h Annual General Meeting of the Company held on 30th September, 2014.

Kindly take the same on record and acknowledge the receipt of the same.

For **Dynacons Systems & Solutions Ltd.**

Authorised Signatory
Secretarial Department

Encl.: A/a.

CC.: The National Stock Exchange of India Limited, Mumbai
National Securities Depository Limited, Mumbai
Central Depository Services (India) Limited, Mumbai
Big share Service Pvt. Ltd, Mumbai

MINUTES OF THE PROCEEDINGS OF NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DYNACONS SYSTEMS & SOLUTIONS LIMITED DULY CONVENED ON TUESDAY, SEPTEMBER 30, 2014 AT 3.00 P.M. AT 36, KARL RESIDENCY, LALLUBHAI PARK ROAD, ANDHERI (WEST), MUMBAI – 400058.

PRESENT:

Mr. Shirish M. Anjaria	-	Chairman cum Managing Director
Mr. Parag J. Dalal,	-	Executive Director
Mr. Dharmesh S. Anjaria	-	Executive Director
Mr. Dilip P. Palicha	-	Independent Director

68 Shareholders in person/ by proxies/representatives.

IN ATTENDANCE:

Mr. Ravishankar Singh	-	Company Secretary

BY INVITATION:

Ms. Shruti Shah	-	Practicing Company Secretary
Mr. Chandrahas K. Palan	-	Partner, Palan & Co, Auditors

The Chairman welcomed all the members present and having found the requisite quorum being present declared the meeting properly constituted.

The Chairman informed that the Company has received 30 Proxies totaling to 6,92,907 shares.

The Chairman announced that register of Directors and Key Management personnel along with their shareholding under section 170 and registers of contract under section 189 of the companies act, 2013 are kept open and accessible during the continuance of the meeting.

Thereafter the Chairman addressed the members and during his speech mentioned about growth of the Company, domestic & Global economic conditions and its impact on business of the Company.

CHAIRMAN'S INITIALS

HELD AT Park Road, Andheri (W), Mum-400058 ON Tues, 30th Sept, 2014 TIME At 3.00 p.m

The Notice convening the Annual General Meeting with the permission of the members present was taken as read.

Mr. Chandrahas K. Palan, Auditor of the Company read the Auditor's Report.

The Chairman requested the members present to express their views and ask questions, if any, on the accounts of the Company for the year under review.

The members present then raised certain queries and sought clarification on various matters which were duly replied by the Chairman.

The Chairman Informed that Ms. Shruti H. Shah, Practicing Company Secretary was appointed as Scrutinizer for conducting the above e-voting and postal ballot process in a fair and transparent manner and she has duly submitted her Report on the results of the E-voting to him before the Annual General Meeting.

He also informed that the members present in the meeting who have not been able to cast their votes through e-voting or by postal ballot, may cast their votes through ballot forms which will be made available to the members attending this Annual General Meeting.

The ballot forms were distributed amongst the shareholders present in the meeting. The Chairman then requested the members present to cast their votes and announced that the combined result shall be declared at the registered office of the Company and the same would also be uploaded on the Company's website. The voting commenced thereafter and after casting the votes by all the eligible members and proxies present in the meeting, the Scrutiniser concluded the voting.

As there was no other business to transact, the meeting ended with a vote of thanks to the chair.

VOTING RESULTS OF RESOLUTIONS PROPOSED IN THE ANNUAL GENERAL MEETING

The Scrutiniser, Ms. Shruti H. Shah, Practicing Company Secretary submitted the report and same was acknowledged by the Chairman as a result of the Annual General Meeting. In terms of combined report of E-voting, voting through ballot form sent along with annual report and the votes casted through ballot paper by the shareholder attended present in the Annual General Meeting on ordinary & Special Business, the following resolutions were taken as passed in terms of voting done for respective resolutions and these were construed to be passed by the shareholders at the 19th Annual General Meeting of the Company held on Tuesday, 30th September, 2014

CHAIRMAN'S INITIALS

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HELD AT Park Road, Andheri (W), Mum-400058 ON Tue, 30th Sept, 2014 TIME At 3.00 P.m

1. **Item No. 1: Adoption of Annual Accounts as an Ordinary Resolution**

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2014, Profit & Loss account with schedules for the year ended on that date and the reports of Directors and Auditors thereon be and are hereby approved and adopted."

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2144767	2144767 100%	0 0%

The above resolution was carried by majority

2. **Item No. 2: Re-appointment of Mr. Shirish Anjaria as a Chairman cum Managing Director as an Ordinary Resolution**

"RESOLVED THAT Mr. Shirish Anjaria, Chairman cum Managing Director of the Company, who was liable to retire by rotation be and is hereby re-appointed as a Chairman cum Managing Director of the Company."

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2144767	2144727 100%	40 0%

The above resolution was carried by majority

3. **Item No. 3: Appointment of Statutory Auditors as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, Palan & Co., Chartered accountants (Firm's Registration No.133811W), be and are

CHAIRMAN'S INITIALS

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hereby appointed as Statutory Auditors of the Company in place of M/s. P.C. Ghadiali & Co., Chartered accountant to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of the 22nd AGM of the Company to be held in the year 2017(Subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, traveling expenses, etc., as may be mutually agreed between the Board of Directors of the Company & the Auditors."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage Votes cast in against
2144767	2144263 99.98%	504 0.02%

The above resolution was carried by majority

4. **Item No. 4: Appointment of Mr. Dilip Palicha as an Independent Director (Ordinary Resolution)**

"RESOLVED THAT Mr. Dilip Palicha (holding Din 02879480), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st March, 2014, in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and Article 125 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage Votes cast in against
2144767	2144263 99.98%	504 0.02%

The above resolution was carried by majority

CHAIRMAN'S INITIALS

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HELD AT 36, Hotel Rail Residency Lallubhai Park Road, Andheri (W), Mum-400058 ON Tue, 30th Sept-2014 TIME At 3.00 p.m

5. Item No. 5: Appointment of Mr. Viren Shah as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the rules framed thereunder, Mr. Viren Champaklal Shah (Din 02886221), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the act and who is eligible for reappointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2017."

Total No of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage Votes cast in against
2144767	2144263	504
	99.98%	0.02%

The above resolution was carried by majority

6. Item No. 6: Appointment of Mr. Vishal Chapper as an Independent Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the rules framed thereunder, Mr. Vishal Chapper (Din 05341830), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the act and who is eligible for reappointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2019."

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
2144267	2144263 100%	4 0%

- The above resolution was carried by majority

VOTE OF THANKS:

There being no other business the meeting concluded with a vote of thanks to the Chair.

Place: Mumbai
Date: October 28, 2014

Chairman

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CHAIRMAN'S INITIALS