DYNACONS
SOLUTIONS THAT EMPOWER

October 1, 2016

BSE Ltd. Corporate Relations Department, 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Security Code: 532365	National Stock Exchange of India Ltd. Exchange Plaza,5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051 Symbol: DSSL

Sub: Scrutinizer's Report and Voting Results of the Twenty-First Annual General Meeting (AGM) of Dynacons Systems & Solutions Limited

Dear Sir/Madam,

We are attaching herewith Scrutinizer's Report and voting results of remote e-voting and poll conducted at the AGM pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Based on the consolidated report of the Scrutinizer, all Ordinary /Special resolutions set out in the notice of the 21st AGM have been duly approved by the Members with requisite majority.

Kindly take the same on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For **Dynacons Systems & Solutions Limited**

Parag Dalal
Exceutive Director
Din no.: 00409894

SHRUTI H. SHAH

B.Com, LL.B, A.C.S

Practicing Company Secretary

SCRUTINEERS' REPORT

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

October 01, 2016

The Chairman of 21st Annual General Meeting of
Dynacons Systems & Solutions Ltd.
78, Ratnajyot Industrial Estate,
Irla Lane, Vile Parle (W),
Mumbai – 400056

Dear Sir,

Report of the Scrutinizer on the combined result of e-voting and Poll on the Resolutions proposed at the 21st Annual General Meeting of the Company held on Friday, September 30, 2016

I, Shruti H. Shah, Practising Company Secretary was 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) at the 21st Annual General Meeting of the Company to be held on Friday, September 30, 2016 pursuant to Section 108 of the Companies Act, 2013 (the Act) and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of e-voting and Poll on the Resolutions contained in the Notice of the AGM held on September 30, 2016.

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.

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, 2016. As prescribed in the Rules, the e-Voting facility was kept open for three days i.e. from Tuesday, September 27, 2016 (09.00 a.m. IST) to Thursday, September 29, 2016 (05.00 p.m. IST).

C-103, Krishna Nagari,
Opp. Sony-mony stores, S.V. Road,
Borivali (West),
Mumbai - 400092.

Contact No: +91-022-28011790 (Office)
9867711747(Mobile)
Email: csshrutishah@gmail.com

SHRUTI H. SHAH ★ Practising Company Secretary ★

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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 5, 2016 in English language and in Mumbai Lakshadweep newspaper dated September 7, 2016 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, 2016, the voting portal of the NSDL was blocked forthwith. After the poll ordered by the Chairman at the AGM, One poll box kept for polling was locked in my presence with due identification marks placed by me. The keys of the poll box was handed over to the Chairman of the AGM after locking them.

The votes cast through e-Voting facility & poll was duly unblocked by me as a Scrutinizer in the presence of Ms. Hiral Doshi and Ms. Pooja Patwa, who are not in the employment of the Company who acted as the witnesses, as prescribed in Sub Rule 3(xi) of Rule 20 of the Rules.

The voting ballot papers for the Poll conducted at the AGM and remote e-voting records were reconciled with the records maintained by M/s Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents (RTA) of the Company along with the authorizations/proxies lodged with the RTA/Company. The voters were also scrutinized for the purpose of eliminating duplicate voting (i.e) on remote e-voting as well as by use of ballot.

Six poll papers which were incomplete, signature did not match and / or which were otherwise found defective have been treated as invalid and kept separately. Also Shareholders abstained from specific resolutions under e-voting were not considered.

As a Scrutinizer, the combined report of the total votes cast in favour of or against all the resolutions proposed in the Notice of AGM through the E-Voting and Poll carried out by the shareholders is as follows:-

ORDINARY BUSINESS

1. Ordinary Resolution:
   Adoption of the Audited Balance Sheet of the Company for the financial year ended March 31, 2016 and the Profit & Loss Account as on that date, together with the Reports of the Board of Directors and the Auditors thereon.



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SHRUTI H. SHAH

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Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	45	31	1	0	77
Number of Votes cast by Members	1837759	140098	364	0	1978221

Consolidated Result on E-voting item no.1
% of Votes in favour: 99.98
% of votes against: 0.02
Passed with requisite majority

2. Ordinary Resolution:
Appointment of Mr. Dharmesh Anjaria (Din: 00445009), as a Whole Time Director liable to retire by rotation.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	42	31	3	0	76
Number of Votes cast by Members	1479957	140098	1946	0	1622001

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Consolidated Result on E-voting item no.2
% of Votes in favour: 99.92
% of votes against: 0.08
Passed with requisite majority

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

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	44	31	2	0	77
Number of Votes cast by Members	1837487	140098	636	0	1978221

Consolidated Result on E-voting item no.3
% of Votes in favour: 99.90
% of votes against: 0.10
Passed with requisite majority

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SPECIAL BUSINESS

4. Special Resolution:
Appointment of Mr. Shirish Anjaria (Din no.:00444104) as Chairman cum Managing Director of the Company.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	33	31	4	0	68
Number of Votes cast by Members	608806	140098	2066	0	750970

Consolidated Result on E-voting item no.4
% of Votes in favour: 99.72
% of votes against: 0.28
Passed with requisite majority

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Email: csshrutishah@gmail.com

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B.Com, LL.B, A.C.S

Practicing Company Secretary

5. Special Resolution:
Appointment of Mr. Parag Dalal (Din no.: 00409894) as Whole-time Director of the Company.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	36	31	5	0	72
Number of Votes cast by Members	1194945	140098	2586	0	1337629

Consolidated Result on E-voting item no.5
% of Votes in favour: 99.81
% of votes against: 0.19
Passed with requisite majority

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6. Special Resolution:
Appointment of Mr. Dharmesh Anjaria (Din no.:00445009) as Whole-time Director of the Company.

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	33	31	4	0	68
Number of Votes cast by Members	608806	140098	2466	0	751370

Consolidated Result on E-voting item no.6
% of Votes in favour: 99.67
% of votes against: 0.33
Passed with requisite majority

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7. Ordinary Resolution:
Appointment of Mr. Jitesh Jain (Din no.:07138774) as an Independent Director of the Company

Particulars	Voted in favour of the resolution		Voted against the resolution		Total Votes
	Remote E-voting	Voting by Poll	Remote E-voting/ voting by poll	Voting by Poll	Remote E-voting/ voting by poll
Number of members voted (in person or by proxy)	41	31	5	0	77
Number of Votes cast by Members	1835537	140098	2586	0	1978221

Consolidated Result on E-voting item no.7
% of Votes in favour: 99.87
% of votes against: 0.13
Passed with requisite majority

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,

(Scrutinizer)
Shruti H. Shah
Practicing Company Secretary
C.P. No.:8197

SHRUTI H. SHAH ★ Practising Company Secretary ★

Date: October 1, 2016
Place: Mumbai

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Opp. Sony-mony stores, S.V. Road,
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