



DYNACONS SYSTEMS & SOLUTIONS LIMITED

CIN :L72200MH1995PLC093130

Registered Office: 78,Ratnajyot Industrial Estate, Irla Lane,
Vile Parle (West), Mumbai –400056. Tel: 022-66889900

E-mail: investor@dynacons.com, Website: www.dynacons.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Dynacons Systems & Solutions Limited will be held at 4.00 PM. on Wednesday, 29th March, 2017 at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058, to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT the existing Article No. IV be and is hereby amended by insertion of new Clause IV(i) and IV(ii) after the existing Clause No. IV as under:

IV(i) Subject to the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be applicable from time to time and with the consent of the Members of the Company at a General Meeting by way of Special Resolution, the Board of Directors of the Company or a Committee thereof duly authorised by the Board of Directors may issue and allot Warrants convertible into the Equity Shares on such rate, terms and conditions to the existing shareholders, general public, or on preferential basis to the promoters, directors, bodies corporate, banks, financial institutions, OCBs, NRIs or such other persons from time to time on receipt of at least 25% of the face value of the Warrants, as it may think fit. Board of directors of the Company shall be authorized to make provisions as to the allotment and issue of Warrants and in particular may determine to whom the same shall be offered whether at par or at premium subject to the provisions of the Companies Act, 2013 and all the applicable provisions of the SEBI Regulations.

IV(ii) The Company may by special resolution authorise the Board to convert warrants into the equity shares at such rates (including premium), terms and conditions as may be determined by the Board and in accordance with the guidelines issued by the SEBI, Stock Exchange, Central Govt. or other authorities either on single trench or otherwise as per the discretion of the Board.

RESOLVED FURTHER THAT the existing Article No. 95 (iv) be and is hereby amended by substitution of the following Clause:

95(iv) All the dividend if declared by the members shall be appropriated and paid proportionately to the amount paid or credited as paid on the shares on *pari passu* basis with the existing shareholders for whole of the year in which the shares have been issued and in subsequent years.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such act, deeds, matters and things which may deem necessary in this behalf.”

2. To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, and various amendments, modifications and relevant circulars in relation thereto (“Act”) and other applicable laws (including any statutory amendment/s modification/s and/or re- enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidelines for preferential issues issued by the Securities and Exchange Board of India (SEBI) under the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations / guidelines if any, of SEBI and such other authorities, and subject to approval of Reserve Bank of India, wherever applicable and such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors (hereinafter referred to as the “Board”, which shall include any Committee of Directors), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more trenches at its sole discretion upto 4,55,000 (Four Lakhs Fifty Five Thousand) Equity Shares of Rs. 10/- each (Rupees Ten) in aggregate to the following promoters and promoter group:

Sr. No.	Name of Applicant alongwith PAN and address	Number of Equity Shares Applied
1.	Shirish M. Anjaria, PAN- AABPA5092M, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West) Mumbai - 400 058	2,30,000
2.	Parag J. Dalal, PAN- AABPD7581Q, Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3 Opp To Cooper Hospital J V P D Scheme, Vile Parle (West) Mumbai - 400 056	30,000
3.	Dharmesh S. Anjaria, PAN- ADEPA6462H, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	30,000
4.	Nilam S. Anjaria, PAN- AEPPA9386Q, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	55,000
5.	Devangi P. Dalal, PAN- AAMPD3071Q, Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West) Mumbai - 400 056	55,000
6.	Jigna D. Anjaria, PAN- AACPP1095Q, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	55,000
	Total	4,55,000

for cash at a price of Rs.20/- (Rupees Twenty only) per share (face value Rs.10/- and a premium of Rs.10/- per share) on a preferential basis, which price is calculated in accordance with the guidelines for Preferential Issues issued by SEBI under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 with the relevant date being the date thirty days prior to the date of this Extra-Ordinary General Meeting i.e. 27th February, 2017.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provision of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers to the Equity shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company with Dena Bank, Andheri Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as below may be permitted under SEBI applicable Guidelines as amended from time to time Lock-in of specified securities.

- Securities allotted to promoters to be locked-in for a period of 3 years from the date of allotment
 - i. Only upto 20 % of the total capital of the issuer can be locked in for 3 years from the date of allotment
 - ii. Equity shares allotted in excess of the 20 % shall be locked-in for 1 year from the date of their allotment
- Securities allotted to persons other than promoter shall be locked in for a period of one year from the date of their allotment.
- Lock-in of pre-preferential shareholding

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of preferential allotment as per Regulation 78(6) SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued with the Bombay Stock Exchange Ltd. and National Stock Exchange.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respect and in particular to settle any question, difficulty or doubt that may arise with regard to offer, issue, allotment and utilization of the issue proceeds of the Equity Shares of the Company as it may in its absolute discretion deem fit and proper, without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.”

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

“**RESOLVED THAT** in terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as maybe applicable on preferential issue of Warrants Convertible into Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Govt. of India or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 27,95,000 (Twenty Seven Lacs Ninety Five Thousand) Warrants Convertible into Equity Shares of the Company, of Rs.10 (Rupees Ten only) each to the following promoters including persons acting in concert and other investors on preferential basis convertible into 1 (One) Equity Share of Rs. 10 (Rupees Ten only) each fully paid-up at issue price of Rs. 20.00 (Rupees Twenty only) including premium of Rs. 10 (Rupees Ten only) determined in accordance with the SEBI (ICDR) Regulations.

Sr. No.	Name of Applicant alongwith PAN and address	Number of Warrants Applied
1.	Shirish M. Anjari , PAN- AABPA5092M, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	2,50,000
2.	Parag J. Dalal, PAN- AABPD7581Q, Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West), Mumbai: -400 056	2,50,000
3.	Dharmesh S. Anjaria, PAN- ADEPA6462H, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	2,50,000
4.	Shirish Anjaria (HUF), PAN- AASHS1237B, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	2,50,000
5.	Parag Dalal (HUF), PAN- AALHP2031H, Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West), Mumbai - 400 056	2,50,000
6.	Dharmesh Anjaria (HUF), PAN- AAFHD7258A, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	2,50,000
7.	Trigem Infosolutions Ltd, PAN- AACCT2344R, Address- 45, Ratnajyot Industrial Estate, Irla Lane, Vile Parle West, Mumbai - 400 056	4,15,000
8.	Niraj D. Dalal, PAN- AEDPD9603H, Address-133, V.P.Road, 3 rd Floor, Nathalal Bhuvan, Mumbai - 400 004.	4,40,000
9.	Tejal S. Parikh, PAN-AADPP2946F, Address-B-5/6, Anand Bhavan, Bajaj Road, Vile Parle West, Mumbai - 400 056.	4,40,000
	Total	27,95,000

RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, calculated in accordance with the SEBI (ICDR) Regulations, 2009 on the 'Relevant Date' in relation to the conversion of every warrants into one Equity Share, and the relevant date as under:

- (a) 27,95,000 Warrants of Rs. 10 each shall be convertible into 27,95,000 Equity Share of the face value of Rs. 10 each on payment of aggregate price including premium of Rs. 10 (Rupees Ten only) on the following terms and conditions:
- (b) Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at anytime within a period of 18 months from the date of allotment of warrants in accordance with the SEBI(ICDR) Regulations 2009.
- (c) The warrant holder(s) shall pay an amount equivalent to 25% *i.e.* Rs. 5 per warrant of the value of the warrant on or before the date of allotment of warrants.
- (d) The amount referred to in point (c) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the warrant holder(s).
- (e) The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% (Rs. 15 for each warrant).
- (f) The amount referred in above (c) shall be forfeited, if the option to convert the shares is not exercised by the warrant holder(s) within the stipulated time.
- (g) The warrants allotted on preferential basis and the shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall be locked-in for a period of one year from the date of allotment of shares or as per the instructions from the Exchanges and applicable SEBI guidelines under 78(6) of ICDR Reg 2009 as below:
Lock-in of specified securities
 - Securities allotted to promoters to be locked-in for a period of 3 years from the date of allotment
 - i. Only upto 20 % of the total capital of the issuer can be locked-in for 3 years from the date of allotment
 - ii. Equity shares allotted in excess of the 20 % shall be locked-in for 1 year from the date of their allotment
 - Securities allotted to persons other than promoter shall be locked in for a period of one year from the date of their allotment.
 - Lock-in of pre-preferential shareholding-
The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of preferential allotment as per Regulation 78(6) SEBI (ICDR) Regulations, 2009.
- (h) The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Govt., the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
- (i) The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes *pari passu* with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorised but unissued share capital as would enable all outstanding warrants to be satisfied in full.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with the Bombay Stock Exchange Ltd. and National Stock Exchange.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.

For & on behalf of the Board
Dynacons Systems & Solutions Limited

Shirish M. Anjaria
Chairman cum Managing Director
Din. No.: 00444104

Date: 2nd March, 2017
Place: Mumbai

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Proxies in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- 3) Explanatory Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed.

- 4) Electronic copy of the EGM notice is being sent to all the members, whose e-mail IDs are registered with the Company/ Depository participant(s) for communication purposes. For members, who have not registered their email address, physical copies of the EGM notice are being sent in the permitted mode.
- 5) Members may also note that EGM notice will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
- 6) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
- 7) All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours on all working days except Saturdays and Sundays and public holidays, up to and including the date of the EGM of the Company.
- 8) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to the members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- 9) The voting period commences on 26th March, 2017 (09.00 a.m.) and ends on 28th March, 2017 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd March, 2017, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 28th March, 2017 (5.00 p.m.). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 10) The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- 11) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 12) The process and manner for remote e-voting is as under:

I. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- (i) Open email and open PDF file viz.; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder -Login
- (iv) Put user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form). Click Login.
- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. (vii) Select "EVEN" of "Dynacons Systems And Solutions Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshrutishah@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip/by separate pin mailer for the EGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

14. General Instructions:

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up Equity Share capital of the Company as on the cut-off date i.e. 22nd March, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd March, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/ RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the toll free no.1800-222-990.
- VI. The Company has appointed Ms. Shruti H. Shah, Practicing Company Secretary (FCS no. 8852), as Scrutinizer, for conducting the voting process in a fair and transparent manner.
- VI. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote –voting facility.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty-eight hours of the conclusion of the EGM i.e. 31st March, 2017 a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.dynacons.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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

Following explanatory statement sets out all the material facts relating to the special business mentioned in the notice dated 4th March, 2017 convening the Extra-Ordinary General Meeting on 29th March, 2017.

Item No.1

New Clause No. IV(i) and IV(ii) proposed to be inserted after the existing No. IV and Article No. 95(iv) of Articles of Association, is also proposed to be amended suitably to reflect and to incorporate the provisions relating to the issuance of warrants convertible into the Equity Shares of the Company and to make provisions for *pari passu* rights of the new equity shares to participate in the dividend in the year of allotment with the existing share capital of the Company for which it is required to seek approval of members by way of Special Resolution.

A draft copy of the Memorandum and Articles of Association of the Company after making proposed amendments have been kept at the Registered Office for inspection.

Your Directors recommend passing the necessary Resolutions as set out in item No. 1 of the notice.

None of the directors of the Company is, in any way concerned or interested in these resolutions except, as a member of the Company.

Item No.2

As per Section 62 and Section 42 of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR) Regulations”) and other applicable provisions of the applicable laws, approval of the members is required for issuance of upto 4,55,000 (Four Lakhs Fifty Five Thousand) Equity Shares of Rs.10/- (Rupees Ten only) to the promoter and promoter group of the Company.

Disclosure under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of SEBI (ICDR) Regulations:

(I) Object of the issue

The proceeds of the Preferential Issue of Equity Shares are proposed to be utilized to meet long term working capital, general corporate purpose and such other purpose as the Board may decide.

(ii) The total number of shares to be issued

The Company proposes to issue and allot upto 4,55,000 (Four Lakhs Fifty Five Thousand) Equity Shares of Rs.10/- each, in one or more trenches.

(iii) Price at which the allotment is proposed

The Equity Shares to be issued and allotted will be of the face value of Rs.10/- each and will be issued at a premium of Rs.10/- per share.

(iv) Basis on which the price has been arrived

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended till date. The Equity Shares issued and allotted in terms of the special resolution as set-out in item no.2 of the accompanying notice, shall rank pari passu in all respect with the existing Equity Shares. The entire amount of Rs.20/- per share will be payable on or prior to the date of allotment.

(v) Relevant date with reference to which the price has been arrived

The relevant date for the purpose of the preferential offer as above shall be the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e.27th February, 2017.

(vi) The class or classes of persons to whom the allotment is proposed to be made

The shares shall be issued and allotted to the investors as indicated in para (viii) herein below.

(vii) Intention of promoters, directors or key managerial personnel to subscribe the offer

The directors and the key managerial personnel of the Company and promoter groups are being allotted Equity Shares.

(viii) Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by them shall be:

Sr. No.	Name of Applicant alongwith PAN and address	Eq. Share (Nos)	Pre-Share Holding	Post-Shareholding	% Post Shareholding	Category
1.	Shirish M. Anjaria , PAN- AABPA5092M, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	230000	360948	590948	9.27	Promoter
2.	Parag J. Dalal,PAN- AABPD7581Q, Address- 201,Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West), Mumbai - 400 056	30000	347200	377200	5.91	Promoter
3.	Dharmesh S. Anjaria, PAN ADEPA6462H, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	30000	356220	386220	6.06	Promoter
4.	Nilam S. Anjaria, PAN-AEPPA9386Q, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	55000	309602	364602	5.72	Promoter Group
5.	Devangi P. Dalal,PAN- AAMPD3071Q Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West), Mumbai - 400 056	55000	134640	189640	2.97	Promoter Group
6.	Jigna D. Anjaria, PAN- AACPP1095Q, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	55000	156463	211463	3.32	Promoter Group
	Total	455000	1665073	2120073		

(ix) Proposed time within which the allotment shall be completed

The proposed allotment of Equity Shares shall be completed within a period fifteen days from the date of passing of the special resolution in one or more tranches; provided that when allotment of any Equity Shares is required any approval of any regulatory authority or the Central Government, such allotment shall be completed within fifteen days from the receipt of such approval.

(x) The change in control if any, of the Company that would occur consequent to preferential offer

There shall be no change in control of the Company pursuant to the issue of Equity Shares.

(xi) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

(xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not Applicable

(xiii) The shareholding pattern of the Company before and after the Preferential Allotment

The pre issue and post issue shareholding pattern of the Company –

Sr. No.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding –				
	1. Indian				
	Individual	1793509	30.28	2248509	35.25
	Body Corporate	71475	1.21	71475	1.12
	Sub Total	1864984	31.49	2319984	36.37
	2. Foreign Promoters	0	0	0	0
	Sub Total (A)	1864984	31.49	2319984	36.37
B	Non-Promoters Holding–				
	1. Institutional investors	0	0	0	0
	2. Non-Institution				
	Private Corporate Bodies	299223	5.05	299223	4.69
	Directors	80	Negligible	80	Negligible
	Indian Public	3674353	62.04	3674353	57.61
	Others(Including NRIs)	84440	1.42	84440	1.33
	Sub Total (B)	4058096	68.51	4058096	63.63
	GRAND TOTAL (A+B)	5923080	100.00	6378080	100.00

* Pre-Shareholding pattern as on 24th February, 2017.

(xiv) Lock In

Lock-in of specified securities.

- Securities allotted to promoters to be locked-in for a period of 3 years from the date of allotment
 - i. Only upto 20 % of the total capital of the issuer can be locked-in for 3 years from the date of allotment:
 - ii. Equity shares allotted in excess of the 20 % shall be locked-in for 1 year from the date of their allotment
- Securities allotted to persons other than promoter shall be locked in for a period of one year from the date of their allotment.
- Lock-in of pre-preferential shareholding-The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of preferential allotment as per Regulation 78(6) SEBI (ICDR) Regulations, 2009 and

(xv) Others

The certificate of the Statutory Auditors of the Company to the effect that the Preferential Issue of Equity Shares is being made in accordance with the requirement contained in the Chapter VII of the SEBI (ICDR) Regulations shall be placed before the shareholders at the meeting.

As it is proposed to issue and allot the aforesaid Equity Shares on Preferential Basis, approval of the members of the Company by special resolution is required to be obtained pursuant to the provisions of Section 42 and Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations.

The Board recommends passing of the resolution as a Special Resolution.

Mr. Shrish M. Anjaria, Chairman cum Managing Director, Mr. Dharmesh Anjaria and Mr. Parag Dalal, Executive Directors may be deemed to be interested in the resolution to the extent the Equity shares are proposed to be allotted to them/to their relatives. Except them, none of the other directors are concerned or interested in the above said resolution, however they may also be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any.

Item No.3

The Board of Directors of the Company give below disclosures that are required to be given in the explanatory statement to the special resolution to be passed under Section 42 of the Companies Act, 2013 and in terms of the SEBI(ICDR) Regulations, 2009.

- 1. Object and activities for which proceeds of the issue to be utilised:** The purpose of the issue of warrants convertible into the equity shares is to meet the long term working capital requirements, general corporate purpose and such other purpose as the Board may decide.
- 2. Relevant date and pricing of the issue:** The issue price of the Warrants convertible into the Equity Shares shall be Rs.20.00 (Rupees Twenty only) per warrant.

The relevant date for the purpose of the preferential offer as above shall be the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e.27th February, 2017.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 as amended till date. The issue of warrants convertible into the equity shares issued and allotted in terms of the special resolution as set-out in item no.3 of the accompanying notice, shall rank pari passu in all respect with the existing Equity Shares upon conversion. A Certificate to that effect has been obtained from the Auditors of the Company on March 1, 2017 which is also available for inspection at the Registered Office of the Company.

- 3. Intention of the promoters or their associates and relatives to subscribe to the offer:**

Out of the total proposed 27,95,000 warrants, the promoters and promoter group has proposed to subscribe for 19,15,000 warrants and remaining 8,80,000 warrants proposed to be issued to other than the promoter, director and person(s) acting in concert (PAC).

- 4. Proposed time within which the allotment shall be completed:**

The allotment of warrants shall be completed within a period of 15 days from the date of passing of these resolutions by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approvals. If the allotment of instrument and dispatch of warrant certificate is not completed within a period of 15 days from the date of these resolutions, a fresh consent of the shareholders shall be obtained.

As per SEBI (ICDR) Regulations, 2009, the warrant holders have the option to exercise to convert warrant into equity shares within a period of 18 months from the date of allotment of the warrants.

- 5. Shareholding pattern before and after the offer:**

The shareholding pattern of the Company, before and after the preferential allotment would be as follows:-

Sr. No.	Name of Applicant alongwith PAN and address	Warrants (Nos)	Pre Share Holding	Post Share holding	% of Post Share holding	Category
1.	Shirish M. Anjaria, PAN- AABPA5092M, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	250000	590948	840948	9.17%	Promoter
2.	Parag J. Dalal, PAN- AABPD7581Q, Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West), Mumbai - 400056	250000	377200	627200	6.84%	Promoter
3.	Dharmesh S. Anjaria, PAN- ADEPA6462H, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	250000	386220	636220	6.94%	Promoter
4.	TrigemInfo solutions Ltd, PAN-AACCT2344R Address- 45, Ratnajyot Industrial Estate, Irla Lane, Vile Parle West, Mumbai - 400 056	4,15,000	71475	486475	5.30%	Promoter Group
5.	Shirish Anjaria HUF, PAN- AASHS1237B, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	250000	3543	253543	2.76%	Promoter Group
6.	Parag Dalal HUF , PAN- AALHP2031H, Address- 201, Siddhi, Plot No: 41, Vallabh Nagar Society, N.S.Road No.3, Opp To Cooper Hospital, J V P D Scheme, Vile Parle (West), Mumbai - 400 056	250000	60077	310077	3.38%	Promoter Group

7.	Dharmesh Anjaria HUF, PAN AAFHD7258A, Address- 29/B, Laxman Apartment, Azad Lane, Andheri (West), Mumbai - 400 058	250000	Nil	250000	2.72%	Promoter Group
8.	Niraj D. Dalal, PAN- AEDPD9603H, Address-133, V.P.Road, 3 rd Floor, Nathalal Bhuvan, Mumbai - 400 004.	440000	Nil	440000	4.80%	Non-promoter
9.	Tejal S. Parikh, PAN-AADPP2946F, Address-B-5/6, Anand Bhavan, Bajaj Road, Vile Parle West, Mumbai - 400 056.	440000	Nil	440000	4.80%	Non-promoter
	Total	2795000	1489463	4284463		

Note.—The above post issue pattern is based on the assumption of full subscription of the warrants and the subsequent allotment of equity shares on conversion of warrants into one equity share of Rs. 10 each at a price of Rs.20 per share.\

Sr.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters holding –				
	1. Indian				
	Individual	2248509	35.25%	3748509	40.86%
	Body Corporate	71475	1.12%	486475	5.30%
	Sub Total	2319984	36.37%	4234984	46.17%
	2. Foreign Promoters	0	0%	0	0.00%
	Sub Total (A)	2319984	36.37%	4234984	46.17%
B	<u>Non-Promoters Holding–</u>				
	1. Institutional investors	0	0%	0	0.00%
	2. Non-Institution	0	0%	0	0.00%
	Private Corporate Bodies	299223	4.69%	299223	3.26%
	Directors	80	Negligible	80	0.00%
	Indian Public	3674353	57.61%	4554353	49.65%
	Others(Including NRIs)	84440	1.33%	84440	0.92%
	Sub Total (B)	4058096	63.63%	4938096	53.83%
	GRAND TOTAL (A+B)	6378080	100.00%	9173080	100.00%

6. Identity of the proposed allottees and percentage of post issued capital that may be held:

As stated earlier, it is proposed to allot 27,95,000 warrants to the promoters, their relatives and persons acting in concert and other non-related investors. The percentage that may be held by allottees in post-issued capital on conversion of warrants shall be as set out in 5 above. The identity of the allottees and their relations with the promoters are as under:

Sr. No.	Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company
1	Shirish M. Anjaria	Promoter
2	Parag J. Dalal	Promoter
3	Dharmesh S. Anjaria	Promoter
4	Trigem Infosolutions Ltd	Promoter group
5	Shirish Anjaria HUF	Promoter group
6	Parag Dalal HUF	Promoter group
7	Dharmesh Anjaria HUF	Promoter group
8	Niraj D. Dalal	Non promoter
9	Tejal S.Parikh	Non promoter

7. Approvals: The Company is taking necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants to be converted into equity shares.

8. SEBI Takeover code: In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations,2011, the investors are not required to and do not intend to make an open offer and comply with formalities related to an open offer for this preferential allotment.

9. Holding of shares in the D-mat Account, non-disposal of shares by the proposed allottees and lock-in period of shares: The proposed allottees are holding their entire pre-issued shareholding in the D-mat form and they have not sold or disposed off any equity share of the company during the six months period prior to the relevant date of the warrants on preferential basis. The warrants allotted on preferential basis and the shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall be locked-in for a period of one year from the date of allotment of shares or as per instructions from Exchanges as below

Lock-in of specified securities.

- Securities allotted to promoters to be locked-in for a period of 3 years from the date of allotment
 - i. Only upto 20 % of the total capital of the issuer can be locked-in for 3 years from the date of allotment
 - ii. Equity shares allotted in excess of the 20 % shall be locked-in for 1 year from the date of their allotment
- Securities allotted to persons other than promoter shall be locked in for a period of one year from the date of their allotment.
- Lock-in of pre-preferential shareholding-The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of preferential allotment as per Regulation 78(6) SEBI (ICDR) Regulations, 2009 and.

- 10. Auditors Certificate:** Auditor's Certificate confirming that the proposed issue of warrants convertible into Equity Shares are in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 will be available for inspection up to the date of the Extra-Ordinary General Meeting at the Registered Office of the Company on any working day and also at the place of the meeting on the meeting day.
- 11. Approval under the Companies Act, 2013:** Under Section 42 read with 62 of the Companies Act, 2013 the consent of the shareholders is being sought pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013, SEBI Regulations and the provisions of the LODR Regulations, 2015 with the Stock Exchange for authorising the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the Promoters, promoter group and others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of directors recommends the passing of this resolution as a Special Resolution as set out in item No. 3 of the Notice.

Mr. Shrish M. Anjaria, Chairman cum Managing Director, Mr.Dharmesh Anjaria and Mr.Parag Dalal, Executive Directors may be deemed to be interested in the resolution to the extent the warrants/shares are proposed to be allotted them/to their relatives/ to promoter group. Except them, none of the other directors are concerned or interested in the above said resolution, however they may also be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company.

As per Section 62 and Section 42 of the Companies Act, 2013 ("the Act") read with the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as SEBI (ICDR) Regulations) and other applicable provisions of the applicable laws, for any issue of securities, which is convertible into Equity Shares, needs to be approved by the shareholders by way of a special resolution.

For & on behalf of the Board

Dynacons Systems & Solutions Limited

Shirish M. Anjaria
Chairman cum Managing Director
Din. No.: 00444104

Date: 2nd March, 2017

Place: Mumbai



DYNACONS SYSTEMS & SOLUTIONS LIMITED

CIN :L72200MH1995PLC093130

Registered Office: 78,Ratnajyot Industrial Estate, Irla Lane,
Vile Parle (West), Mumbai –400056. Tel: 022-66889900

E-mail: investor@dynacons.com, Website: www.dynacons.com

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON WEDNESDAY, 29th MARCH, 2017

Mr./Mrs./Miss.....Address.....
.....

Folio No. (Physical holding).....DP ID (Demat holding).....
Client ID.....No. of shares held.....

I/We certify that I/We am/are registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the Extra-Ordinary General Meeting (EGM) of the Company on Wednesday, 29th March, 2017, at 04:00 P.M. at the Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058, India or any adjournment thereof.

[Signature of Shareholders/Proxy(s)]

Notes:

1. Shareholder/proxy holder(s) are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the proxy form should be completed and deposited at the Registered Office of the Company atleast 48 hours before the Meeting.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules 2014]

CIN : L72200MH1995PLC093130
Name of the Company : Dynacons Systems & Solutions Limited
Registered Office : 78, Ratnajyot Industrial Estate, Irla Lane, Vile Parle (W), Mumbai-400056
Name of the member (s) :
Registered address :
Folio No./Client Id :
DP ID :
E-mail Id :

I/We, being the member (s) of shares of the above named Company, hereby appoint:

1. Name :E-mail Id:
Address:
Signature :or failing him/her
2. Name :E-mail Id:
Address:
Signature :or failing him/her
3. Name :E-mail Id:
Address:
Signature :or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra-Ordinary General Meeting (EGM) of the Company on Wednesday, 29th March, 2017, at 04:00 P.M. at the Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Description of Resolutions	Assent	Dissent
Special Business:			
1.	Alteration in the Articles of Association.		
2.	Issue of upto 4,55,000 Equity shares on a preferential issue basis to the promoter/ promoter group		
3.	Issue of upto 27,95,000 Warrants Convertible into Equity Shares of the Company on preferential basis to promoter/ promoter group and others.		

Signed this _____ day of _____ 2017

Affix Revenue Stamp

Signature of shareholder.....

Signature of Proxy holder(s).....

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
4. It is optional to put an "X " in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be titled to vote in the manner as he/she thinks appropriate.
5. Please complete all details including details of member(s) in above box before submission.

