

HELD AT KARL RESIDENCY 36, LALLUBHAI PARK, WED, SEPT 30, 2015 TIME 04.30 pm
ANDHERI (WEST), MUMBAI 400058

MINUTES OF THE PROCEEDINGS OF SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DYNACONS TECHNOLOGIES LIMITED DULY CONVENED ON WEDNESDAY, SEPTEMBER 30, 2015 AT 4.30 P.M. AT HOTEL KARL RESIDENCY, 36, LALLUBHAI PARK ROAD, ANDHERI (WEST), MUMBAI - 400058. MEETING STARTED AT 4.30 P.M. AND CONCLUDED AT 5.15 P.M.

PRESENT:

Mr. Shirish M. Anjaria	-	Chairman cum Managing Director
Mr. Parag J. Dalal,	-	Director
Mr. Dharmesh S. Anjaria	-	Director
Ms. Pinakee Parikh	-	Chairman of Audit Committee
Mr. Dilip Palicha	-	Chairman of Stakeholders' Relationship & Grievance Committee
Mr. Viren Shah	-	Chairman of Risk management and Nomination & Remuneration Committee

64 Shareholders in person/ by proxies/representatives.

IN ATTENDANCE:

Mr. Darshit Parikh	-	Company Secretary
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INVITESS:

Ms. Shruti Shah	-	Scrutinizer -Shruti Shah, Practising Company secretary
Mr. Chandrahas K. Palan	-	Partner, Palan & Co., Statutory Auditors

Members Present:

- 1) In person- 37
- 2) By Proxy - 27 proxies representing 47,917,837 shares

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

The Chairman introduced the board members sitting on dais to all the members and he informed that Mrs. Archana Phadke could not attend the meeting due to personal commitments.

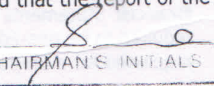
Register of Directors, KMPs and their shareholding, Register of contracts & arrangements in which Directors are interested, Auditors' Report, Secretarial Audit Report and other statutory documents were kept open for inspection of members during the meeting.

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.

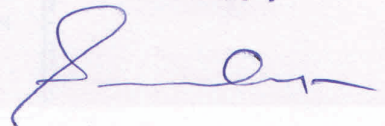
The Chairman thanked the management who had continuously strived to enhance stakeholder's value by operating in a sustainable and ethical manner.

With the permission of the Chair and Members present, the Notice convening the Annual General Meeting with the permission of the members present was taken as read.

The Chairman thereafter declared that the copies of audited financial statements for the year ended March 31, 2015, Director's and Auditors' report had been posted / emailed as the case may be, to all the members. After taking consent of Members, the Chairman further declared that the report of the Directors and statements be taken as read.


CHAIRMAN'S INITIALS

CERTIFIED TRUE COPY



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ANDHERI WEST, MUMBAI 400 058

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

Mr. Dharmesh Anjaria then 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 raised some queries on the financial Statements and operations of the Company etc. which were replied satisfactorily. One of the members raised query in annexure to Independent Auditors Report-point no.7 (c) stating that details of dues for Rs. 53,870 are given "in Lacs" which was clarified by Statutory Auditor & by Mr. Dharmesh Anjaria, Director stating that the same was a typographical error and same be read as "in Rs." i.e Rs. 53,870 only.

Mr. Dharmesh Anjaria thanked the members for their participation and informed the shareholders that in terms of Section 108 and 109 of the Companies Act 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Ms. Shruti H. Shah, Practicing Company Secretary had been appointed as the Scrutinizer of the Company to report on the combined report of E-voting and the votes casted through ballot paper by the shareholder attended and were present in the Annual General Meeting on Ordinary & Special Business. Further he informed that E-voting facility had been provided to all shareholders to vote electronically as required under the Act and Clause 35B of listing Agreement. The e-voting was enabled on September 27, 2015 (9:30 am IST) and ends on September 29, 2015 (5:00 pm IST).

Mr. Dharmesh Anjaria requested Ms. Shruti Shah, Scrutinizer to commence the ballot process and requested her to submit the report latest by October 1, 2015. The procedure of ballot was explained to the members in detail by Mr. Anjaria.

The ballot forms were distributed amongst the members present in the meeting. Mr. Dharmesh Anjaria then requested the members present to cast their votes and told them to deposit the ballot papers in the ballot boxes placed in the meeting hall to give effect to the votes cast by them. Mr. Anjaria then declared the proceedings of the meeting as completed and the meeting was concluded at 5.15 P.M by mentioning that the combined results of the votes cast through e-voting and ballot taken at the meeting on all resolutions would be uploaded on Company's website and will be intimated to the stock exchanges as per Listing Agreement.

Voting results of resolutions proposed in the Annual General Meeting:

On the basis of the Scrutinizer's Report of remote electronic voting and for the e-voting / ballot conducted at the Annual General Meeting dated September 30, 2015, the summary of which is mentioned hereunder, the Company announced the results of voting on October 1, 2015.

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 6th Annual General Meeting of the Company held on Wednesday, 30th September, 2015.

Ordinary Business

Item No. 1: Adopt the Audited Balance Sheet as at March 31, 2015 and Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon (Ordinary Resolution).

Mr. Dharmesh Anjaria informed that as per Companies Act, 2013, the Company is required to adopt Financial Statements for every financial year by the members. Thus, an ordinary resolution was required to be passed by the members. Accordingly, Mr. Anjaria took the first item on the agenda and requested for a proposer and seconder on the following resolution:

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2015, 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 considered and adopted."

Mr. Mahesh Jain, a shareholder proposed the above resolution and the same was seconded by Mr. J.S. Shinoy, another shareholder.


CHAIRMAN'S INITIALS

HELD AT KARL RESIDENCY, 36, LAUDA DHAL PARK, DON W. ED, SEPI, 2015 TIME 04.30 pm
ANDHERI WEST, MUMBAI 400 058

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
47754181	47754181 100%	0 0%

The above resolution was carried by majority

Item No. 2: Re-Appointment of the retiring Director Mr. Parag Dalal (Ordinary Resolution)

As per the requirements of the Companies Act, 2013, Mr. Parag Dalal retires by rotation and offers himself for re-appointment. Mr. Dharmesh Anjaria informed that ordinary resolution was required to be passed by the members. Accordingly, Mr. Anjaria took the next item on the agenda and requested for a proposer and seconder on the following resolution

"RESOLVED THAT Mr. Parag Dalal, Director of the Company, who was liable to retire by rotation at this meeting be and is hereby re-appointed as a Director of the Company subject to retirement by rotation."

Mr. J.S. Shinoy, a shareholder proposed the above resolution and the same was seconded by Ms. Darshana Merchant, another shareholder.

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
47754181	47743991 99.98%	10190 0.02%

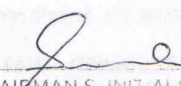
The above resolution was carried by majority.

Item No. 3: Ratification of Appointment of Statutory Auditors of the Company as an Ordinary Resolution.

Mr. Dharmesh Anjaria informed that the appointment of Statutory Auditors of the Company for a term of three years i.e. till the conclusion of the 8th Annual General Meeting (AGM), which was subject to ratification at every AGM, as per the requirements of Companies Act 2013. Thus the members of the Company required passing an ordinary Resolution to ratify the appointment of M/s. Palan & Co., Chartered Accountants as a Statutory Auditors of the Company. Accordingly, Mr. Anjaria took the next item on the agenda and requested for a proposer and seconder on the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Palan & Co., Chartered Accountants (Firm's Registration No. 133811W), as Statutory Auditors of the Company for a term of three years i.e. till the conclusion of the 8th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 8th AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out of pocket, travelling expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Mr. Ramesh Merchant, a shareholder proposed the above resolution and the same was seconded by Mr. Shital Ashar, another shareholder.


CHAIRMAN'S INITIALS

HELD AT KARL RESIDENCY, 3C, LAUGHAL PARK RD, ANDHERI WEST, MUMBAI 400 058 ON WED, SEPT 30, 2015 TIME 04.30 pm

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
47754181	47751891 100%	2290 0%

The above resolution was carried by majority

Special Business

Item No. 4: Adoption of new set of Articles of Association of the Company (Special Resolution)

Mr. Dharmesh Anjaria further informed that under the new Companies Act, 2013, the Company was required to adopt new set of Articles of Association of the Company. Thus, a Special resolution was required to be passed by the members of the Company to adopt new sets of Articles of the Company. Accordingly, Mr. Anjaria took the next item on the agenda and requested for a proposer and seconder on the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Mr. Mahesh Jain, a shareholder proposed the above resolution and the same was seconded by Mr. Ramesh Merchant, another shareholder.

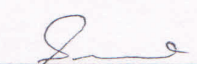
Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
47754181	47754181 100%	0 0%

The above resolution was carried by majority.

Item No. 5: Appointment of Ms. Archana Phadke as an Independent Director (Ordinary Resolution).

Mr. Dharmesh Anjaria informed that Ms. Archana Phadke was appointed on 27th March, 2015 and is hereby appointed as an Independent Director of the Company till the conclusion of the 11th Annual General Meeting of the Company. Thus an Ordinary Resolution was required to be passed for the same. Mr. Anjaria requested for a proposer and seconder on the following resolution

"RESOLVED THAT Ms. Archana Phadke (holding Din:07138774), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 125 of the Articles of Association of the Company and whose terms 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 11th Annual General Meeting of the Company to be held in the year 2020."


CHAIRMAN'S INITIALS

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 ANHEDI WEST, MUMBAI 400058

Mr. Shital Ashar, a shareholder proposed the above resolution and the same was seconded by Mr. J.S. Shinoy, another shareholder.

Total No. of Votes Cast	Total No. & Percentage of Votes cast in favour	Total No. & Percentage of Votes cast in against
47754181	47752851 100%	1330 0%

The above resolution was carried by majority.

As there was no other business to transact, the Chairman thanked all the shareholders for attending and participating at this meeting.

Place: Mumbai

Date: October 28, 2015


Chairman

CHAIRMAN'S INITIALS