



Dynacons Technologies Limited

CIN: L72900MH2009PLC191412

Registered Office: 78, Ratnajot Industrial Estate, Irla Lane, Vile Parle (W), Mumbai -400 056.

Tel.: 022-6688 9900 Fax : 022-2671 6641

Website: www.dtlindia.com Email id: investor@dtlindia.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies(Management & Administration) Rules, 2014.

**To,
The Members of
DYNACONS TECHNOLOGIES LIMITED**

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with Rule 22 of the Companies (Management & Administration) Rules, 2014, (Including any statutory modification or retrenchment thereof for the time before in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 and pursuant to other Applicable law and Regulations that the resolutions appended herewith are proposed to be passed as Special Resolution by means of Postal Ballot.

The details of Postal Ballot are as follows:

1. Alteration in the Object Clause of the Company pursuant to provisions of Sections 13, 15 & 110 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013
2. Approval for change of the name of the Company pursuant to the provisions of Section 4, 13, 14, 15 & 110 and other applicable provisions, if any, of the Companies Act, 2013 from "DYNACONS TECHNOLOGIES LIMITED" to "DUCON INFRATECHNOLOGIES LIMITED" and consequent alteration to Memorandum of Association and Articles of Association of the Company.
3. Shifting of Registered Office of the Company outside the local limits of city pursuant to the provisions of Section 12 & 110 and other applicable provisions, if any, of the Companies Act, 2013.

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration.

Ms. Shruti H. Shah, Practising Company Secretary, Mumbai has been appointed by the Board of directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal ballot form, if sent by courier or by registered post /speed post at the expense of the Member will also be accepted. The Postal Ballot Forms may also be deposited personally at the given address on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hour on 18th March, 2016 (5.00 P.M) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the member with the facility to exercise to Right to Vote Electronically, i.e. through e-voting facilities provided by National Securities Depository Limited (NSDL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Postal Ballot Form under the section 'Voting through Electronic means'. The voting period shall commence at 9.00 a.m. on Thursday, 18th February, 2016 and ends at 5.00 P.M on Friday, 18th March, 2016.

References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit her report to the Chairman/Director of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced on or before Saturday, 19th March, 2016, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL, CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website: <http://www.dtlindia.com>.

Item No. 1: Alteration in the Object Clause of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for insertion of the below mentioned New Main object clauses and ancillary clauses in addition to existing clauses, by insertion of the objects pertaining to Infrastructure industry, Power and Power Transmission industry, Renewable Energy industry related clauses, in Clause III (A) 1,2,3 (Main Objects) and III (B) (Ancillary Objects) of the Memorandum of Association of the Company. The following new Clauses III (A) & (B), be hereby added to the existing main clauses and existing ancillary clauses and the main object and the ancillary object clauses be renumbered accordingly.

MAIN OBJECTS

III (A).

1. To carry on in India or Elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultants, collaborator, or otherwise to deal in electric power in all its branches of such place or places as may be permitted by appropriate authorities by establishments of thermal power plants, hydro power plants, solar, tidal, wind and other power plants based on any source of energy or renewal re-energy as may be developed or invented in future.
2. To carry on the business as manufacturers, buyers, sellers, importers, exporters and to set up steam boilers, solar power batteries and other forms of equipment for generating energy out of waste material and to provide steam power, solar power, gases to industries and for domestic use and to run business to develop, design, produce, manufacture, trade, distribute, import, export, commercially market for all type of Thermal Energy Storage System, Environmental Process System, cooling systems, refrigeration systems for its own or on job work basis for other with the owned technology or with the technical and financial collaboration, know how with other body corporate in India and abroad and to produce, manufacture and market plastic bottles and containers as designed or on job work basis and to fill and to fill and seal the plastic containers.
3. To act as techno-consultants for client or to enter into any arrangement by way of a turnkey project involving supply of technical, civil, financial, administrative, plant and merchandise, information, knowledge and experience and as such, undertake for and on behalf of a client to set up any IT Infrastructure, Non IT Infrastructure, plant or project in or out side India, to run a computer centre.

The objects incidental or ancillary to the attainment of the main objects:

III (B)

1. To run the business to Design, Manufacture, Supply, Erect, Commissioned, Operate various industrial projects including for Pollution Control System, implementing new technologies for modernization of old plants, consultancy providing design and supervision.
2. To manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description. To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise, and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.
3. To plan, develop, establish, erect, construct, acquire, operate, run, manage, hire, lease, buy, sell, maintain, enlarge, alter, renovate, modernize, work and use power system networks of all types including ultra high voltage (UHV), extra-high voltage (EHV), high voltage (HV), high voltage direct current (HVDC), medium voltage (MV) and low voltage (LV) lines and associated stations, substations, transmission and distribution centers, systems and networks and to lay cables, wires, accumulators, plants, motors, meters, apparatus, computers, telecommunication and telemetering equipments and other materials connected with generation, transmission, distribution, supply and other ancillary activities relating to the electrical power and to undertake for and on behalf of others all these activities in any manner.

4. To acquire concessions or licenses granted by, and enter into contracts with the Government of India or the Government of any Province in India, or the Government of any State in India, or any municipal or local authority, company or person in India, or elsewhere, for the construction and maintenance of an electric installation for the production, transmission or use of electric power for lighting, heating, pumping, signalling, telephonic, or traction or motive purposes, including the application thereof to tramcars, omnibuses, carriages, ships, conveyances and objects, or any other purpose.
5. To acquire concessions, facilities or licenses from electricity boards, government, semi governments or local authorities for generation, distribution, production, transmission or use of electric power and to take over along with all moveable and immovable properties, the existing facilities on mutually agreed terms from aforesaid authorities and to do all incidental acts and things necessary for the attainment of foregoing objects.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.”

Item No. 2: Change of Name of the Company:

To Consider and if thought fit, to pass the following resolution as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 4,13, 14, 15 &110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited and National Stock Exchange Limited (the “Stock Exchange”) and subject to the approval of the Registrar of Companies –Maharashtra, Mumbai (the “ROC”) and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from “Dynacons Technologies Limited” to “Ducon Infratechnologies Limited”

RESOLVED FURTHER THAT post aforesaid approvals, the name “Dynacons Technologies Limited” whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Ducon Infratechnologies Limited”

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

Item No. 3: To Authorise Change in Address of Registered Office

To Consider and if thought fit, to pass the following resolution as a Special Resolution.

“**RESOLVED THAT** subject to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from 78, Ratnajyot Industrial Estate, Irla Lane, Vile Parle (W), Mumbai 400056 to Ducon House, Plot No. A/4, Road No. 1, MIDC, Wagale Industrial Estate, Thane – 400604 within the state of Maharashtra.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors of the Company be and are hereby authorised to file Form INC-22 to the ROC and to take suitable action for the implementation of the above said decision of the Board.”

For and on behalf of

For Dynacons Technologies Limited

Harish Shetty
Director
DIN- 07144684

Date: 11.02.2016
Place : Mumbai

Registered Office
78, Ratnajyot Industrial Estate, Irla Lane,
Vile Parle (W),
Mumbai - 400 056

NOTES:

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are annexed to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 12.02.2016 (Friday).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 12.02.2016 (Friday).
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the 'Investor's Relations' section on the Company's website: www.dtlindia.com.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor@dtlindia.com. The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. Ms. Shruti H. Shah, Practising Company Secretary, Mumbai has been appointed by the Board of Directors of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report to the Chairman / Director of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Director of the Company duly authorized, on or before 19.03.2016 (Saturday) at 05:00 P.M. at the Registered Office of the Company and will also be displayed on the Company website- www.dtlindia.com and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means:
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository (NSDL):
 - II. The remote e-voting period commences on 18.02.2016 (9:00 am) and ends on 18.03.2016 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12.02.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - III. The process and manner for remote e-voting are as under:
 - A. 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.
 - (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 as initial password/PIN noted in step (i) above. 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 Technologies 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 members (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 investor@dtlindia.com with a copy marked to evoting@nsdl.co.in.

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE [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 Postal Ballot Form : 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.
- IV. 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 downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. 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.
- VI. 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).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as of the cut-off date of 12.02.2016.
- VIII. 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 forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through postal ballot paper.

16. The Scrutinizer shall on or before 19.03.2016, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.

17. The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website "www.dtlindia.com" and on the website of NSDL and CDSL within seven (7) days of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchange wherein the Company's shares are listed.

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

Item No. 1& 2:

The Company is engaged in the business of Information technology Infrastructure and related activities. However the Company now wants to pursue business under Infrastructure industry, Power and Power Transmission industry, Renewable Energy industry along with its existing activity. Hence the Company needs to align its Name, Object as per the newly added business activity related to Infrastructure industry, Power and Power Transmission industry, Renewable Energy industry by altering its object clause of Memorandum of Association.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such Alteration in the Main Objects and in ancillary objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014. The necessary Postal Ballot forms and the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, has sent along with the said Notice. The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days(except Saturdays) between 11.00A.M. and 1.00 P.M. upto the last date for receiving the postal ballot forms.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 1&2 as set out in this Notice.

Item No. 3

As per provisions of Section 12(5) of the Companies Act, 2013, shifting of registered office of a Company outside the local limits of any city or town requires approval of shareholders by way of special resolution.

With a view to improve co-ordination and communication for ease of management, the Board of directors considered that subject to approval of shareholders, the registered office of the Company be shifted to Ducon House, Plot No. A/4, Road No. 1, MIDC, Wagle Industrial Estate, Thane - 400 604. Since, the proposed location is outside the local limits of Mumbai city and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to Ducon House, Plot No. A/4, Road No. 1, MIDC, Wagle Industrial Estate, Thane – 400 604 with effect from 20.01.2016.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through Physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 3 as set out in this Notice.

For and on behalf of

For Dynacons Technologies Limited

Harish Shetty
Director
DIN- 07144684

Date: 11.02.2016
Place : Mumbai

Registered Office
78, Ratnajyot Industrial Estate, Irla Lane,
Vile Parle (W),
Mumbai - 400 056