

NOTICE

Notice is hereby given that the Second Annual General Meeting of the members of Dynacons Technologies Limited will be held on 29th day, September, 2011 at 4.00 P.M. at Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai 400058 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2011 and Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Parag Dalal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956 and Article 125 of the Articles of Association of the Company, Mr. Dilip Palicha, who was appointed as an additional Director by the Board at their meeting held on 25th January, 2011 to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation."

5. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act, 1956 and Article 125 of the Articles of Association of the Company, Mr. Viren Shah, who was appointed as an additional Director by the Board at their meeting held on 25th January, 2011 to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement by rotation."

6. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 257 of the Companies Act and Article 125 of the Articles of Association of the Company, 1956, Mr. Mukesh Shah, who was appointed as an additional Director by the Board at their meeting held on 25th January, 2011 to hold office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company that his period of office shall be liable to determination by retirement by rotation."

**By Order of the Board of Directors
FOR DYNACONS TECHNOLOGIES LTD.**

Shirish M. Anjaria
Chairman &
Managing Director

Dharmesh S. Anjaria
Director

Place : Mumbai
Date: August 29, 2011

Registered Office
78, Ratnajyot Industrial Estate,
Irla lane, Vile Parle (West),
Mumbai - 400056

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to special business set out in the accompanying Notice is annexed hereto and forms part of this Notice
2. 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.
3. The instrument appointing a proxy should, however, be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
5. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23rd day of September, 2011 to Thursday, the 29th day of September, 2011. (both days inclusive).
7. Members desirous of seeking information relating to the Accounts and operations of the Company are requested to address their queries to the Company at least 7 days before the date of the meeting, so that the information required may be made available at the meeting.
8. Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd. Shareholders holding shares in electronic form must advise their respective depository participants about change in address and not to the Company.
9. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges of person seeking re-appointment as Director under item no. 2 above is annexed hereto.
10. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
11. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE741L01018.
12. Annual Listing fee for the year 2010-11 has been paid to all Stock Exchange wherein shares of the Company are listed.
13. As per the provisions of Companies Act 1956, facility for making nominations is available to the shareholders in respect of the shares or deposits held by them. Nomination forms can be obtained from the Share Registrars of the Company.
14. As an austerity measure copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with M/s. Bigshare Services Pvt. Ltd., Registrar and Transfer Agents of the Company.

By Order of the Board
FOR DYNACONS TECHNOLOGIES LTD.

Shirish M. Anjaria
Chairman & Managing Director

Dharmesh S. Anjaria
Director

Date: August 29, 2011

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) of the Companies Act, 1956 in respect of item nos. 4, 5 and 6 of the notice as set out herein before is annexed hereto.

Item No 4, 5 & 6

Mr. Dilip Palicha, Mr. Mukesh Shah and Mr. Viren Shah were appointed as Additional Directors with effect from January 25, 2011, in accordance with Article 125 of the Articles of Association of the Company and Sec. 260 of the Act. All three directors holds office only upto the date of forthcoming Annual General Meeting (AGM) and but are eligible for appointment as Directors. A Notice under Section 257 of the Act has been received from Members signifying their intention to propose Mr. Dilip Palicha's, Mr. Mukesh Shah's and Mr. Viren Shah's appointment as Directors.

Mr. Dilip Palicha, aged 63 years, has over 35 Years of work experience. His forte lies in Business Management and Administration, Insurance and has expertise in Printing Technology and Animation. Prior to setting up his own Printing business he was working with the National Insurance Company for over 20 years. He is a graduate and holds certifications in Printing Technology. He is also an Associate of the Federation of Insurance Institutes. He is actively involved with the Lions Club International.

Mr. Mukesh Shah, aged 55 years, has over 30 years of professional experience in taxation and regulatory services. His experience includes handling of varied assignments across sectors for domestic and multinational entities involving accounting matters, entry strategy, structuring, acquisitions and dispositions, joint ventures, due diligences, tax strategies for businesses, valuation of shares and businesses, family partitions, arbitration. He has significant experience of arguing matters before tax, regulatory and appellate tribunals. Mukesh P Shah is a fellow member of the Institute of Chartered Accountants of India.

He has been a visiting faculty member at Income Tax Training centre for upgrading knowledge base of Commissioner of Income Tax, Asst. Commissioner of Income Tax and Jt. Commissioner of Income Tax at Mumbai.

Mr. Viren Shah, aged 45 years, has done an advance Post Graduate in Computers and Systems Management and holds certifications in Oracle / SQL & RDBMS concepts. He has a wide range of professional experience across a variety of industries and has expertise in System Analysis, Design and Administration. He has significant exposure to various IT Management aspects which include Technology implementation, IT operations, vendor management etc.

The Board considers it desirable that the Company should continue to avail services of Mr. Dilip Palicha, Mr. Mukesh Shah and Mr. Viren Shah as Directors, in terms of item no.4,5 & 6 of the accompanying Notice and commends the same for acceptance by Members of the Company.

None of the directors except Mr. Dilip Palicha, Mr. Mukesh Shah and Mr. Viren Shah are concerned or interested in item no. 4, 5 & 6 of the accompanying Notice.

FOR DYNACONS TECHNOLOGIES LTD.

Shirish M. Anjaria
Chairman & Managing Director

Dharmesh S. Anjaria
Director

Date: August 29, 2011

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

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(In Pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr. Parag Dalal
Age	43
Date of Appointment on the Board	April 2, 2009
Qualifications	Computer Application – Post Graduate
Expertise	He has over 20 years of work experience, in the field of Business, Information Technology, Software Development and Services. His areas of focus include Business Strategy, Business Development, Business Continuity Management and emerging technologies like Cloud Computing. He has is responsible for the growth of Dynacons on Pan India level across different industries segments including Shipping, Education, Services Government, Banking and Financial Services. He is also responsible for taking new initiatives such as Transformation through IT and bringing in operational efficiency through the usage of ICT.
Directorships held in other Public Companies (excluding Foreign and Private Companies)	1
Memberships/Chairmanships of Committees across public companies	Nil

Name of Director	Mr. Dilip P. Palicha
Age	63
Date of Appointment on the Board	January 25, 2011
Qualifications	Graduate with Certificate in Printing Technology, Associate of Federation of Insurance Institutes.
Expertise	Vast experience in Management and Administration, Insurance, Expertise in Printing Technology & Animation.
Directorships held in other Public Companies (excluding Foreign and Private Companies)	1
Memberships/Chairmanships of Committees across public companies	2

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING REAPPOINTMENT

(In Pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Viren Shah
Age	45
Date of Appointment on the Board	January 25, 2011
Qualifications	Advance Post Graduate in Computer and Systems management. Certificate in Oracle/ SQL & RDBMS Concepts.
Expertise	Wide experience across a variety of industries & expertise in Systems Analysis, Design & Administration.
Directorships held in other Public Companies (excluding Foreign and Private Companies)	1
Memberships/Chairmanships of Committees across public companies	2

Name of Director	Mr. Mukesh Shah
Age	55
Date of Appointment on the Board	January 25, 2011
Qualifications	B.Com, FCA
Expertise	Vast experience and exposure in Finance, Legal and Taxation Matters.
Directorships held in other Public Companies (excluding Foreign and Private Companies)	1
Memberships/Chairmanships of Committees across public companies	2

For DYNACONS TECHNOLOGIES LTD.

Shirish M. Anjaria
Chairman & Managing Director

Dharmesh S. Anjaria
Director

Date : August 29, 2011

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