

NOTICE

Notice is hereby given that the Fifth Annual General Meeting of the members of **Dynacons Technologies Limited** will be held on Tuesday 30th day of September, 2014 at 3.30 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, 2014 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. Dharmesh Anjaria (Din 00445009) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Palan & Co., Chartered accountants, as Statutory Auditors of the Company

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

"RESOLVED that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, Palan & Co., Chartered accountants (Firm's Registration No.133811W), be and are hereby appointed as Statutory Auditors of the Company in place of M/s. P.C. Ghadiali & Co., Chartered accountant to hold office from the conclusion of this Annual General Meeting(AGM) till the conclusion of the 8th AGM of the Company to be held in the year 2017(Subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, traveling expenses, etc., as may be mutually agreed between the Board of Directors of the Company & the Auditors."

SPECIAL BUSINESS:**4. Appointment of Mr. Jitesh Jain as independent Director**

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

"RESOLVED that Mr. Jitesh Jain(holding Din: 00282797), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd March, 2014, in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and Article 125 of the Articles of Association of the Company and whose term 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 his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2019."

5. Appointment of Mr. Dilip Palicha as an independent Director

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

"RESOLVED that pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(the act) and the rules framed thereunder, Mr. Dilip P. Palicha (Din 02879480), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the act and who is eligible for reappointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 10th Annual General Meeting of the company to be held in the year 2019."

6. Appointment of Mr. Viren Shah as an independent Director

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

"RESOLVED that pursuant to the provisions of sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013(the act) and the rules framed thereunder, Mr. Viren C. Shah (Din 02886221), a Non Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby appointed as an Independent Director of the Company till the conclusion of the 10th Annual General Meeting of the company to be held in the year 2019."

By Order of the Board of Directors

FOR DYNACONS TECHNOLOGIES LTD.

Date : September 03, 2014

Place : Mumbai

Registered Office

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

CIN No : **L72900MH2009PLC191412**

Shirish M. Anjaria

Chairman cum Managing Director

Parag J. Dalal

Director

NOTES:

1. The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013(the act) in respect of the Item No. 3 to Item No. 6 is annexed hereto.
 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 SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 3. Members / Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
 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. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 24th day of September, 2014 to Tuesday, the 30th day of September, 2014. (both days inclusive).
 6. The Members holding the shares in physical form may obtain the nomination form from the company's Registrar & Share transfer agent.
 7. Members desirous of getting any information in respect of the content of the annual report are requested to forward the queries to the company at least 10 days prior to the annual general meeting so that the required information can be made available at the company
 8. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited(NSDL), on all the resolutions set forth in the notice
 9. 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.
 10. 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 and 4 to 6 above is annexed hereto.
 11. 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.
 12. 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.
 13. An Annual listing fees for the year 2014-15 has been paid to Bombay Stock Exchange Ltd & National Stock Exchange Ltd.
 14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder - Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Dyancons Technologies Limited. Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- 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.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial username and password is provided.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences on September 25, 2014 (9:30 am IST) and ends on September 27, 2014 (6:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 29th August, 2014.
- iii. Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. 22923), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast 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 Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Shruti H. Shah, Practicing Company Secretary (Membership No. 22923), at the Registered Office of the Company not later than September 27, 2014 (6:00 pm IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@dtlindia.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than September 27, 2014 (6:00 pm IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dtlindia.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Fifth AGM of the Company on September 30, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board

FOR DYNACONS TECHNOLOGIES LTD.

Date : September 03, 2014
Place : Mumbai

Shirish M. Anjaria
Chairman cum Managing Director

Parag J. Dalal
Director

Registered Office

78, Ratnajyot Industrial Estate,
Irla Lane, Vile Parle (W),
Mumbai – 400 056

CIN No: **L72900MH2009PLC191412**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 of the Companies Act, 2013

ITEM NO. 3

M/s. P.C. Ghadiali & Co., Chartered Accountants were appointed as a Statutory Auditors of the Company at the Annual General Meeting (AGM) of the Company held on 30th September, 2013. M/s. P.C.Ghadiali & Co., Chartered Accountants have expressed their unwillingness to offer themselves for re-appointment in the Company as Statutory Auditors of the Company.

M/s. Palan & Co., Chartered Accountants, (Firm's Registration No. 133811W), are proposed to be appointed as the Statutory Auditors of the Company for the financial year 2014-2015 at the Annual General Meeting(AGM) of the Company to be held on 30th September, 2014. In accordance with the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Palan & Co. can be appointed as Auditors for period of three years after commencement of the Companies Act, 2013 i.e. upto March 31, 2017.

The Auditors have informed the Company that their appointment if made would be within the limits prescribed u/s 141 of the Companies Act, 2013 and the Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

In view of the above, M/s. Palan & Co. being eligible for appointment and based on recommendation of the Audit committee, the Board has proposed the appointment of M/s. Palan & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of this AGM till the conclusion of 8th AGM of the Company to be held in the year 2017 (Subject to the ratification of their appointment at every AGM)

The Board recommends the resolution at item No.3 for approval by members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in item No. 3 of the Notice.

ITEM NO. 4, 5, 6

Pursuant to Clause 49 of the listing Agreement, the Board of Directors of the Company comprises the following Independent Directors and in the opinion of the Board, the below Independent Directors fulfils the conditions specified in this Act for such an appointment:-

Mr. Dilip Palicha, Mr. Viren Shah, Mr. Jitesh Jain

Pursuant to the provisions of Section 149 of Companies Act, 2013(the act), which came into effect from April 1, 2014, The independent directors are not liable to retire by rotation.

All the Non-executive Directors of the Company, have given a declaration to the board that they meet the criteria of independence as provided under Section 149(6) of the act, in the opinion of the board, each of these directors fulfill the conditions specified in the act and rules framed thereunder for appointment as Independent Director. The board has recommended the appointment of these directors as Independent Directors of the Company till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2019.

In compliance with the provision of Section 149 of the Act, the appointment of these directors as independent directors is now being placed before the members for their approval.

The brief profile of Independent Directors are as under:

Mr. Dilip Palicha

He has vast experience in Management and Administration, Insurance, Expertise in Printing Technology & Animation. He is a Graduate with Certificate in Printing Technology and an Associate of Federation of Insurance Institutes.

Mr. Viren Shah

He has 21 years of wide experience across a variety of industries & expertise in Systems Analysis, Design & Administration. He is a Post Graduate in Computer and Systems management & holds a Certificate in Oracle/ SQL & RDBMS Concepts.

Mr. Jitesh Jain

He is a Chartered Accountant for more than 10 years in Mumbai and by qualification is B. Com., F. C. A., D.I.S.A. He is a senior Chartered Accountant with varied experience in the fields of Bank, Government and Corporate Audits, Project Preparation and Reporting, Management Consultancy and Finance and also has expertise in services like Statutory Audit, Internal Audit, Concurrent Audit, Tax Audit, Stock Audit, Vat Audit, Service Tax Audit, Forensic Audit, Information System Audit & other value added services to various companies - Nationalised Banks, Public Sector Companies, Private Limited Companies, A.O.P., Trusts, Partnership Firms, Limited Liability Partnership Firm etc.

The Board recommends the resolution at item No.4,5,6 for approval by members.

None of the Directors, Key Managerial Personnel of the company and their relatives are in any way, concerned or interested in this item of business except Mr. Dilip Palicha, Viren Shah & Jitesh Jain.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING REAPPOINTMENT**(In Pursuance of Clause 49 of the Listing Agreement)**

Particulars	Mr. Dharmesh Anjaria	Mr. Jitesh Jain	Mr. Viren Shah	Mr. Dilip Palicha
Date of Birth	January 5, 1973	July 31, 1977	April 23, 1966	November 5, 1947
Date of Appointment	April 2, 2009	March 22, 2014	January 25, 2011	January 25, 2011
Experience in functional Area	17 years of experience in the IT Industry, Managed Services, Finance, Corporate Affairs and Tax	Senior Chartered Accountant with more than a decades of varied experience in the fields of Bank, Government and Corporate Audits, Project Preparation and Reporting, Management Consultancy and Finance.	21 Years of wide experience across a variety of industries & expertise in Systems Analysis, Design & Administration	Vast experience in Management and Administration, Insurance, Expertise in Printing Technology & Animation.
Qualification	B.Com, A.C.A, AICWA, Intel Certified Integration Specialist	B. Com., F. C. A. D.I.S.A.	Advance Post Graduate in Computer and Systems management & hold a Certificate in Oracle/ SQL & RDBMS Concepts.	Graduate with Certificate in Printing Technology, Associate of Federation of Insurance Institutes.
Directorship in other Companies (Public Limited Companies)	1	-	1	1
Membership of Committees of other public limited companies	-	-	2	2
No. of Share held in the company	2671750	Nil	Nil	Nil

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

Place : Mumbai
Date : September 03, 2014

Shirish M. Anjaria
Chairman cum Managing Director

Parag J. Dalal
Director

Registered Office

78, Ratnajyot Industrial Estate,
Irla lane, Vile Parle (West),
Mumbai - 400056
CIN No : **L72900MH2009PLC191412**