

**DYNAMIC
ARCHISTRUCTURES
LIMITED**

**16th
ANNUAL REPORT
2011 -2012**

DYNAMIC ARCHISTRUCTURES LIMITED

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DYNAMIC ARCHISTRUCTURES LTD.

Regd. Office: 409, Swaika Centre, 4A, Pollock Street, Kolkata-700 001

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DYNAMIC ARCHISTRUCTURES LTD. WILL BE HELD ON SATURDAY, THE 29TH DAY OF SEPTEMBER, 2012, AT 10.30 A.M. AT 409, SWAIKA CENTRE, 4A, POLLOCK STREET, KOLKATA-700 001, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended March 31, 2012 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors.
2. To appoint a Director in place of Shri Pankaj Porwal, who retires by rotation and, being eligible, offer himself for re-appointment.
3. To appoint auditors and to fix their remuneration.
4. To confirm the re-appointment of Smt. Aditi Porwal W/O Shri Rakesh Porwal, who is relative of the directors of the Company, as manager of the Company w.e.f.01/04/2012 on remuneration of Rs.45000/- (Forty five thousand only) per month for a period of 3 years.
5. To appoint Shri Anurag Jain as director in the Board of Directors of the company for which notice under section 257 of the companies act, 1956 has been received.
6. To appoint Shri Debendra Tripathy as director in the Board of Directors of the company for which notice under section 257 of the companies act, 1956 has been received.

NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. Such proxy need not be a member of the Company. Proxies in order to be valid and effective must be delivered at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. The register of the members and the share transfer books of the Company will remain closed from Thursday, 27th September 2012 to Saturday, 29th September 2012 (Including both days).

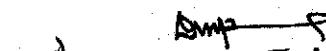
3. Members are requested to bring their copies of the Annual Report to the meeting.

Date: 13th August, 2012

Place: Kolkata

By order of the Board

For, Dynamic Archistruclures Limited


(D. M. Porwal)

Chairman cum Managing Director

DYNAMIC ARCHISTRUCTURES LTD.

Regd. Office: 409, Swaika Centre, 4A, Pollock Street, Kolkata-700 001

Directors' Report

To the Members of M/S. DYNAMIC ARCHISTRUCTURES LIMITED

Your Directors have pleasure in presenting the 16th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2012.

1. Financial Highlights

Particulars	For the year ended 31/03/2012 (Rs. In Lacs)	For the year ended 31/03/2011 (Rs. In Lacs)
Gross Income	169.29	183.20
Total Expenditure	23.63	22.71
Profit before Depreciation & Taxation	145.66	160.49
Depreciation	0.38	1.31
Profit before Taxation	145.28	159.18
Provision for Taxation	45.94	42.49
Profit after Taxation	99.34	116.69
Balance brought forward	791.48	674.79
Balance carried over to Balance Sheet	890.82	791.48

2. Dividend

Yours Directors do not propose payment of any dividend for the year under review in order to plough back the profit available for appropriation.

3. Review of Operation

Your company achieved a net profit after tax Rs. 99.34 Lacs as against Rs. 116.69 Lacs in the previous year.

4. Directors' Responsibility Statement

In compliance with section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

- (i) In the preparation of annual accounts, the applicable accounting standards have been followed;
- (ii) The directors have selected such accounting policies as mentioned in Note "23" of the Annual Accounts and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the aforesaid Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis.

5. Audit Committee

An audit Committee comprising of two independent directors Viz. Mr. Pankaj Porwal, & Mr. Vijay Jain has been formed in compliance with the requirement of Section 292A of the Companies Act, 1956, and the Committee will have such additional functions as are required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges within the stipulated time.

6. Deposit

Your company has not accepted any deposits within the meaning of section 58A, of the Companies Act, 1956 and the rules made there under.

7. Directors

Shri Pankaj Porwal retires by rotation in the forthcoming Annual General Meeting but being eligible has offered himself for re-appointment.

During the year Mr. Anurag Jain was appointed as additional director on the Board of Directors of the company at the meeting held on 26-12-2011 and shall hold office till the forthcoming Annual General Meeting. As per section 260 of the companies act, 1956 an additional director holds office up to the date of the ensuing annual general meeting.

Notice under the provisions of section 257 of the companies act, 1956 has been received by the company for the appointment of Mr. Anurag Jain as a director of the company.

During the year Mr. Debendra Tripathy was appointed as additional director on the Board of Directors of the company at the meeting held on 26-12-2011 and shall hold office till the forthcoming Annual General Meeting. As per section 260 of the companies act, 1956 an additional director holds office up to the date of the ensuing annual general meeting.

Notice under the provisions of section 257 of the companies act, 1956 has been received by the company for the appointment of Mr. Debendra Tripathy as a director of the company.

8. Auditors

M/s. V. M. Lodha & Co. Chartered Accountants, the Auditors of your company hold the office till the conclusion of the ensuing Annual General Meeting and being eligible, we recommend their re-appointment.

9. Conversion Energy, Technology Absorption, Foreign Exchange Earning and outgo

In compliance with the provisions of section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988. Your Company has to report that;

- (a) Part A and B pertaining to conservation of energy and technology absorption are not applicable to the Company.
- (b) Your Company has neither carried out any Research and Development Works nor spent any amount on it as there is no scope of doing so because of its nature of business.
- (c) There is no foreign exchange earning and outgo during the year under review.

10. Corporate Governance

The Company has implemented the Code of Corporate Governance and a separate section has been included in the report. The report of Corporate Governance and the Certificate by M/s. V. M. Lodha & co. statutory auditors of the Company in confirmation of the compliance as per requirement of clause 49 of the Listing Agreement with the Stock Exchange has been set out in Annexure II.

11. Particulars of Employee

The particulars as required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rule, 1975 (as amended) are not applicable, as none of the employees of the company fall under the category prescribed.

12. Acknowledgement

Your Directors would like to express their sincere appreciation of their co-operation and assistance received from shareholders, employees and others for their support during the year under review.

Date: 13th August, 2012

Place: Kolkata

For and on behalf of the Board

For, Dynamic Archistructures Limited



(D. M. Porwal)

Chairman cum Managing Director

DYNAMIC ARCHISTRUCTURES LTD.

Regd. Office: 409, Swaika Centre, 4A, Pollock Street,
Kolkata -700 001 Phone: 22342673

CORPORATE GOVERNANCE REPORT

In line with the requirement of providing a "Report on Corporate Governance" as per Clause 49 of the revised Listing Agreement of the Stock Exchanges for the financial year 2011-12, given below is a report on the Company's Corporate Governance norms.

1. **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The concept of Corporate Governance has its origin in ensuring high standard of business ethics. The management of DAL pays maximum importance on transparency, consistency and honesty in framing its business policy. DAL being NBFC predictability also plays a vital role to do justice to the faith bestowed on the management by its shareholders over the years. Being pioneer in the field of NBFC in West Bengal the Company always pays due importance to assessing the risk involvement in the nature of business of the Company apart from transparency, accountability and honesty.

2. **BOARD OF DIRECTORS**

The Board of Directors of the Company comprised of Six Directors out of which five are non-executive independent Director and two of whom are additional director. The non-executive Directors are eminent professional with experience in business, finance law and public enterprises. Mr. Danmal Porwal is the Director in Executive Capacity. The composition of the Board during the year ended 31st March, 2012 was as under:

Sl. No.	Name of the Directors	Category of Director	No. of Board Meetings held	No. of Board meetings attended	LAST AGM/EGM Meetings attended
					AGM
1.	Mr. Danmal Porwal	Managing-Director	13	13	30/09/2011
2.	Mr. Vijay Jain	Non-executive Independent Director	13	13	30/09/2011
3.	Mr. Pankaj Porwal	Director	13	13	30/09/2011
4.	Mr. Bhanwar Lal Porwal	Non-executive Independent Director	13	13	-
5.	Mr. Anurag Jain	Non-executive Independent Additional Director	13	05	-
6.	Mr. Debendra Tripathy	Non-executive Independent Additional Director	13	05	-

DETAILS OF OTHER DIRECTORSHIPS ETC.:

The details of Directorships in other Companies (excluding Private Limited Companies and Companies under section 25 of the Companies Act, 1956), Chairmanship and the Committee Membership held by the Directors are given below :

SL	Name of the Director	No. of other Directorship Excluding DAL	No. of Chairmanship Of the Board Excluding DAL	No. of Board Committee of Which he is a Member Including DAL	No. of Board Committee of Which he is a Chairman including DAL
1.	Mr. Danmal Porwal	-	-	-	-
2.	Mr. Vijay Jain	-	-	1 (one)	1 (one)
3.	Mr. Pankaj Porwal	-	-	1 (one)	2 (Two)
4.	Mr. Bhanwar lal Porwal	-	-	-	-
5.	Mr. Anurag Jain	-	-	-	-
6.	Mr. Debendra Tripathy	-	-	-	-

BOARD MEETINGS AND ATTENDANCE:

The Corporate Governance policy requires the Board to meet at least 4 times in a year with a maximum gap of 4 months between any two meetings. The details of Board Meetings held during the year are as under:

Sl.No.	Date of Board Meeting	Board's Strength	No. of Directors presents	Remarks
1.	04.04.2011	4	4	
2.	25.04.2011	4	4	
3.	04.07.2011	4	4	
4.	13.08.2011	4	4	
5.	24.10.2011	4	4	
6.	07.11.2011	4	4	
7.	19.12.2011	4	4	
8.	26.12.2011	4	4	
9.	23.01.2012	6	6	
10.	30.01.2012	6	6	
11.	06.02.2012	6	6	
12.	20.02.2012	6	6	
13.	26.03.2012	6	6	

BOARD'S PROCESSES:

It has always been the Company's policy and practice that apart from matters requiring the Board's approval by statute, all major decisions of the Company as a whole are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigation feed back reports and minutes of Committee Meetings.

3. COMMITTEES OF THE BOARD:

The Board of Directors has constituted Three Committees of the Board – The Audit Committee, Investors Grievance Committee, and Transfer Committee.

A. AUDIT COMMITTEE:

The company has an Audit Committee of the Board comprising of two independent Directors viz. Mr. Pankaj Porwal and Mr. Vijay Jain. Mr. Vijay Jain has been acting as the Chairman of the Audit Committee.

The Committee has powers to those stated in the listing agreements and exercises most of the functions as per terms of reference in line with the requirements of the code of Corporate Governance. The details of Audit Committee meeting held during the year 2011-2012 are as under:-

Audit Committee Meetings

SL	Date of Meeting	Committee Strength	No. of Members Present
1.	02.04.2011	2	2
2.	02.07.2011	2	2
3.	09.08.2011	2	2
4.	17.10.2011	2	2
5.	16.01.2012	2	2

Audit Committee Attendance

Directors	No. of Meeting attended
Mr. Pankaj Porwal	5
Mr. Vijay Jain	5

Statutory Auditors, Internal Auditors, Managing Director and executive responsible for finance and accounts functions are permanent invitees in the meeting of Audit Committee.

B. INVESTORS GRIEVANCE COMMITTEE:

The board has constituted a Shareholders/"Investors" Grievance Committee under the Chairmanship of Mr. Pankaj Porwal a non-executive director to deal with the grievances of the shareholders. The details of the committee are given hereunder:

Grievance Committee Meetings

Sl.	Date of Meeting	Committee Strength	No. of Members Present
1.	19/03/2012	2	2

Grievance Committee Attendance

Directors	No. of Meeting attended
Mr. Pankaj Porwal	1
Mr. Vijay Jain	1

Number of grievance received during the year – NIL

Number of grievances not resolved/no action taken – N. A.

As on 31st march, 2012 there is no share transfer pending.

C. TRANSFER COMMITTEE:

The Company has a one man transfer Committee entitled as "Transfer Committee" under The Chairmanship of Mr. Pankaj Porwal a non Executive Director to look into various matters pertaining to share transfers, transmission and related matters.

4. DETAILS OF REMUNERATION PAID TO THE DIRECTORS DURING THE FINANCIAL YEAR ENDED 31ST MARCH, 2012.

Sl. No.	Name of the Directors	Salary	Perquisites and Other benefits	Performance Bonus / Commission	Sitting Fee	Total
1.	Mr. Danmal Porwal	300000/-	-	-	-	-
2.	Mr. Vijay Jain	-	-	-	-	-
3.	Mr. Pankaj Porwal	-	-	-	-	-
4.	Mr. Bhanwar Lal Porwal	-	-	-	-	-
5.	Mr. Anurag Jain	-	-	-	-	-
6.	Mr. Debendra Tripathy	-	-	-	-	-

5. MEANS OF COMMUNICATION:

- i) Half Yearly report sent to Shareholders : Half Yearly results have not been sent to the Shareholders. However, the half yearly report, As applicable, is being sent to the Stock Exchanges and is also published in the News papers.