



**DYNAMIC ARCHISTRUCTURES
LIMITED**

20th ANNUAL REPORT

2015-16

DYNAMIC ARCHISTRUCTURES LIMITED

20th ANNUAL REPORT

BOARD OF DIRECTORS

Danmal Porwal

**Chairman Cum
Managing Director**

Rakesh Porwal

Director

Debendra Tripathy

Director

Mukesh Agrawal

Independent Director

Vijay Jain

Independent Director

Padma Paila

**Independent Woman
Director**

Ashwani Garg

Company Secretary

Sunny Jain

Chief Financial Officer

BANKERS

IDBI Bank Limited

AUDITORS

**M/S Surana Singh Rathi And Co.
Chartered Accountants**

REGISTERED OFFICE

**409, Swaika Centre,
4A Pollock Street,
Kolkata-700001**

**REGISTRAR AND TRANSFER
AGENT**

**M/S. MCS Share Transfer Agent Limited
12/1/5 Manoharpukur Road,
Kolkata
West Bengal-700026**

DYNAMIC ARCHISTRUCTURES LIMITED

Regd. Office: 409, Swaika Centre, 4A, Pollock Street, Kolkata (W.B.) 700 001, Ph: 033-22342673

Website : www.dynamicarchisttructures.com, Email: info@dynamicarchisttructures.com,

CIN - L45201WB1996PLC077451

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Dynamic Archisttructures Limited (CIN: L45201WB1996PLC077451) will be held on Friday, September 30, 2016 at 10.00 a.m. at the registered office of the Company at 409, Swaika Centre 4A Pollock Street, Kolkata, West Bengal - 700 001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Porwal (DIN 00495444) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and fix their remuneration.

"RESOLVED that pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the Members at the Nineteenth Annual General Meeting, the Company hereby ratifies the appointment of M/s. Surana Singh Rathi and Co., Chartered Accountants (ICAI Firm Registration Number 317119E) as Auditors of the Company to hold office until the conclusion of the Twenty First Annual General Meeting of the Company to be held in the year 2017, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

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e-mail : info@dynamicarchisttructures.com

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Tel. : 033-22342673

Place: Kolkata

Date: 26.08.2016

By Order of the Board



Danmal Porwal

Chairman Cum Managing Director

DIN NO: 00581351

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Notes

- A. A Member Entitled to attend and Vote at the Meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.
- B. The instrument appointing a proxy, duly completed in all respect, must be deposited with the Company at its Registered Office not less than 48 hours before commencement of the meeting (on or before 28th September, 2016, 10.00 AM IST). A proxy form for the AGM is enclosed).
- C. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- D. The Company's Registrar and Transfer Agents for its Share Registry Work are M/s. MCS Share Transfer Agent Limited, 12/1/5 Manoharpukur Road, Kolkata (West Bengal)- 700 026.
- E. The Register of Members and Transfer Books of the Company will be closed from September 26, 2016 to September 30, 2016 (both days inclusive).
- F. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. MCS Share Transfer Agent Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- G. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed there under, the Notice calling the Annual General Meeting along with the Annual Report 2015-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form)
- H. Members are requested to:
 - (a) intimate to the Company's Registrar and Transfer Agents, M/s. MCS Share Transfer Agent Limited, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
 - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;

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(c) quote their folio numbers/Client ID/DP ID in all correspondence; and

(d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

- I. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- J. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
- K. Mr. Rajdeep Singh, Chartered Accountants(Membership No 415549) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, September 26, 2016 (9:00 am) and ends on Thursday, September 29, 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 September 23, 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.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL[for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:

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(i) Open e-mail and open the PDF file '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 an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login.

(iv) Put 'User ID' and 'Initial Password' as noted instep (i) above and click on 'Login'.

(v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting opens. Click one-Voting – Active Voting Cycles.

(vii) Select 'EVEN' (E-voting Event Number) of Dynamic Archistuctures Limited.

(viii) 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 you have confirmed your vote on there solution, you cannot modify your vote.

(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. along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at rajdeepsingh01@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice of AGM [for members whose e-mails IDs are not registered with the Company/ Depository Participant(s)]:

(i) Initial Password/PIN is provided at the bottom of the Attendance Slip for the AGM.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.

VI. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and 'e-voting user manual' for Members available at the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on toll free No. 1800-222-990.

VII. 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.

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VIII. 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).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2016.

X. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 23, 2016, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or info@dynamicarchisttructures.com

However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their 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.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Rajdeep Singh, APAS & Co., Chartered Accountants (Membership No. 415549) has been appointed for 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.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dynamicarchisttructures.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him

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in writing. The results shall also be immediately forwarded to the Stock Exchanges wherein the shares of the Company are listed.

XVII. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: 'Near to Tea Board'.

XVIII. Mr. Rakesh Porwal being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Rakesh Porwal Being eligible has offered himself for re-appointment.

Brief details of Mr. Rakesh Porwal, Director seeking re-appointment is given bellow:

Name of the Director	Mr. Rakesh Porwal
Designation	Director
Din No	00495444
Date of Birth	14/09/1977
Date of Appointment	24/03/2015
Directorship held in other companies	Shobha Chemical Industries Private Limited Shree Tulsi Lefin Private Limited
Memberships/Chairmanships of Committees across Public Companies	NO
Brief Profile covering experience, achievements etc	Possesses 15years of experience in Chemical & Finance Industry
Qualifications	Petro chemical engineering from Pune University
Shares held in the Company	85600 Equity Shares
Relationship with Directors	Son of Mr. Danmal Porwal

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By Order of the Board



Danmal Porwal

Chairman Cum Managing Director

DIN NO: 00581351

Tel. : 033-22342673

Place: Kolkata

Date: 26.08.2016

Directors' Report

Directors' Report to the Members

Your Directors present their Twentieth report together with the Audited Financial Statement of your Company for the year ended 31st March, 2016.

Financial Highlights

(Rs. In Lakhs)

Financial Performance:	2015 -16	2014 -15
Gross Income	246.66	168.93
Total Expenditure	95.59	28.22
Profit Before Depreciation and Taxation	151.07	140.71
Deprecation	1.52	0.90
Profit before Taxation	149.55	139.81
Provision for taxation	53.22	65.07
Net Profit after Tax	96.33	74.74
Balance carried over to Balance Sheet	96.33	74.74

Dividend

The Board has not recommended any dividend for the current financial year in order to conserve its Profits.

Transfer to Reserves

Pursuant to the provisions of Section 45IC(1) of the Reserve Bank of India Act, 1934, **Rs. 19,26,691** has been transferred to Statutory Reserve and **Rs. 77,06,766** has been transferred to General Reserve.

Operations/ State of the Company's Affairs

Your Company is a RBI registered Non-Banking Finance Company and it has achieved a net profit after tax of **Rs. 96,33,457** against **Rs. 74,74,687** in the previous year. This year was challenging for the financial sector companies. The year ahead is expected to be good for the business of the Company.

Share Capital

During the year, under the review there is no change in the Issued, Subscribed and Paid up Share Capital of the company.

The Shares of the Company got listed at BSE Limited, Mumbai on March 3, 2016 under Direct Listing.

Employee Stock Options Scheme

During the year, under the review the company has not issued any Shares pursuant to the Employee Stock Options Scheme.

Holding Company / Subsidiary Company

The Company doesn't have any Holding Company, Subsidiary, Associate or Joint Venture Company.

Management Discussion and Analysis Report

In accordance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is appended to this Report as **Annexure - I**.

Corporate Governance

As per the Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are effective December 1, 2015, provisions with respect to Corporate Governance compliance shall not apply to a listed entity with Paid-up Capital upto **Rs. 10,00,00,000** (Indian Rupees Ten Crore) and Net Worth upto **Rs. 25,00,00,000** (Indian Rupees Twenty Five Crore), as on the last day of previous financial year.

The Paid-up Share Capital of the Company is **Rs. 5,01,00,000** only and the Net Worth is **Rs. 17,90,00,566** only and therefore the requirement of compliance with Corporate Governance is not applicable to the Company.

Corporate Social Responsibility (CSR)

The provisions relating to CSR are not applicable to the Company.

Directors and Key Managerial Personnel

Directors

There was no change in composition of Board of Directors of the Company since last Annual General Meeting of the Company.

The Board Comprises of Mr. Danmal Porwal, Chairman cum Managing Director, Mr. Rakesh Porwal, Non-Executive Promoter Director and Mr. Debendra Tripathy, Non - Executive Director. Mr. Vijay Kumar Jain, Mr. Mukesh Agrawal and Mrs. Padma Paila are the Independent Directors of the Company.