



**DYNAMIC ARCHISTRUCTURES
LIMITED**

21st ANNUAL REPORT

2016-17

DYNAMIC ARCHISTRUCTURES LIMITED

21st ANNUAL REPORT

BOARD OF DIRECTORS

DANMAL PORWAL

**Chairman Cum
Managing Director
Director**

RAKESH PORWAL

Director

DEBENDRA TRIPATHY

Independent Director

MUKESH AGRAWAL

Independent Director

VIJAY JAIN

Independent Woman

PADMA PAILA

Director

ASHWANI GARG

Company Secretary

SUNNY JAIN

Chief Financial Officer

BANKERS

IDBI BANK LIMITED

AUDITORS

**M/S SURANA SINGH RATHI ANDCO.
CHARTERED ACCOUNTANTS**

REGISTERED OFFICE

**409, SWAIKA CENTRE,
4A POLLOCK STREET,
KOKATA-700001**

REGISTRAR AND TRANSFER AGENT

**M/S. MCS SHARE TRANSFER AGENT
LIMITED
12/1/5 MANOHARPUKUR ROAD,
KOLKATA
WEST BENGAL-700026**

DYNAMIC ARCHISTRUCTURES LIMITED

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Dynamic Archistructures Limited (CIN: L45201WB1996PLC077451) will be held on Wednesday, September 20, 2017 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, 2017 including the Audited Balance Sheet as at 31st March, 2017 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. Danmal Porwal (DIN 00581351) 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 Second Annual General Meeting of the Company to be held in the year 2018, 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.”

Registered Office:

409, Swaika centre,
4A Pollock Street,
Kolkata, WB-700001

CIN : L45201WB1996PLC077451

e-mail : info@dynamicarchistructures.com

Website : www.dynamicarchistructures.com

Tel. : 033-22342673

Place: Kolkata

Date: 31.07.2017

By Order of the Board

Rakesh Porwal

Director

DIN NO: 00495444

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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 18th September, 2017, 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 14, 2017 to September 20, 2017 (both days inclusive) for the purpose of AGM.
- 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 2016-17 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 dematerialized 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 dematerialized form;
 - (c) Quote their folio numbers/Client ID/DP ID in all correspondence; and

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(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 No415549) has been appointed as the Scrutinizer to scrutinize 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 Saturday, September 16, 2017 (9:00 am) and ends on Tuesday, September 19, 2017 (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 13, 2017, 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)]:
 - (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. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.

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- (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 Architectures 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 the resolution, 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 authorized 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

- (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.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

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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 13, 2017.
- 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 13, 2017, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or info@dynamicarchistructures.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 favor 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.dynamicarchistructures.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him 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. Danmal Porwal being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Danmal Porwal Being eligible has offered himself for re-appointment.

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Brief details of Mr. Danmal Porwal, Director seeking re-appointment are given below:

Name of the Director	Mr. Danmal Porwal
Designation	Managing Director
Din No	00581351
Date of Birth	13/03/1943
Date of Appointment	04/05/1998
Directorship held in other companies	3
Memberships/Chairmanships of Committees across Public Companies	Nil
Brief Profile covering experience, achievements etc	Possesses 42 years of experience in the Chemical and finance industry
Qualifications	B.SC agriculture graduated from Rajasthan University
Shares held in the Company	57100
Relationship with Directors	Father of Mr. Rakesh Porwal

Registered Office:

409, Swaika centre,

4A Pollock Street,

Kolkata, WB-700001

CIN : L45201WB1996PLC077451

e-mail : info@dynamicarchistructures.com,

Website : www.dynamicarchistructures.com

Tel. : 033-22342673

Place: Kolkata

Date: 31.07.2017

By Order of the Board

Rakesh Porwal

Director

DIN NO: 00495444

DYNAMIC ARCHISTRUCTURES LIMITED

Annual Report 2016-17

Directors' Report

Directors' Report to the Members

Your Directors present their Twenty First Report together with the Audited Financial Statement of your Company for the year ended 31st March, 2017.

Financial Highlights

(Rs. In Lakh)

Financial Performance:	2016 -17	2015 -16
Gross Income	264.10	246.66
Total Expenditure	95.48	95.59
Profit Before Depreciation and Taxation	168.62	151.07
Deprecation	3.34	1.52
Profit before Taxation	165.28	149.55
Provision for taxation	53.65	53.22
Net Profit after Tax	111.63	96.33
Balance carried over to Balance Sheet	111.63	96.33

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 45 IC(1) of the Reserve Bank of India Act, 1934, **Rs. 22,32,645** has been transferred to Statutory Reserve and **Rs. 89,30,580.68** 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. 1,11,63,225.68** against **Rs. 96,33,456.92** in the previous year.

Share Capital

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

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**.

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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. 19,01,63,791.73** only and therefore the requirement of compliance with Corporate Governance is not applicable to the Company.

Delisting of Securities of the Company

During the year under review the Company has voluntarily got delisted from Calcutta Stock Exchange Limited, Ahmadabad Stock Exchange Limited and Delhi Stock Exchange Limited. The same was approved by Ahmadabad Stock Exchange Limited on September 10, 2016. Approval from Calcutta Stock Exchange Limited and Delhi Stock Exchange Limited is awaited as on the date of this report.

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.

In terms of provisions of Section 152(6) of the Act, Mr. Danmal Porwal (00581351), being longest in the office, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Key Managerial Personnel

Mr. Danmal Porwal, Chairman Cum Managing Director, Mr. Sunny Jain, Chief Financial Officer and Mr. Ashwani Garg, Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, evaluation of every Director's performance was done by Nomination and Remuneration Committee. The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof and Chairperson of the Company was carried out by the Independent Directors. Evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity; attendance and adequacy of time given by the Directors to discharge their duties; Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.