



**DYNAMIC
ARCHISTRUCTURES LIMITED**

23rd ANNUAL REPORT

FINANCIAL YEAR 2018-19

DYNAMIC ARCHISTRUCTURES LIMITED

23rd ANNUAL REPORT

BOARD OF DIRECTORS

DANMAL PORWAL	CHAIRMAN CUM MANAGING DIRECTOR
RAKESH PORWAL	DIRECTOR
DEBENDRA TRIPATHY	DIRECTOR
VIJAY JAIN	INDEPENDENT DIRECTOR
PADMA PAILA	INDEPENDENT DIRECTOR
SUNNY JAIN	CHIEF FINANCIAL OFFICER
ANNU CHANDAK	COMPANY SECRETARY

BANKERS

IDBI BANK LIMITED

AUDITORS

SURANA SINGH RATHI AND CO.
CHARTERED ACCOUNTANTS

REGISTERED OFFICE

409, SWAIKA CENTRE 4A, POLLOCK STREET
KOLKATA-700001 (W.B.)

ADMINISTRATE OFFICE

98.99.101 & 102 LIGHT INDUSTRIAL AREA, BHILAI-490026 (C.G.)

REGISTRAR AND TRANSFER AGENT

MCS SHARE TRANSFER AGENT LIMITED
383, LAKE GARDENS, 1st FLOOR,
KOLKATA-700045 (W.B.)

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 Twenty Third Annual General Meeting of the Members of Dynamic Archisttructures Ltd (CIN: L45201WB1996PLC077451) will be held on Monday, September 23, 2019 at 11.00 a.m. at the registered office of the Company at 409, Swaika Centre 4A Pollock Street, Kolkata, West Bengal - 700001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 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.

SPECIAL BUSINESS:

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

3. **Increase in remuneration of Mr. Danmal Porwal (DIN: 00581351), Chairman and Managing Director**

"RESOLVED THAT pursuant to the provision of Section 196, 197 and 203 read with Schedule V and all other applicable provision of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory Modification (s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company is accorded for revision in remuneration of Mr. Danmal Porwal - Chairman Cum Managing Director such that the total remuneration per month after revision shall not exceed Rs. 5,00,000 p.m., with no change in other benefits and all payments subject to applicable taxes and that the Nomination and Remuneration Committee will review and recommend the remuneration payable to the Chairman cum Managing Director during the remainder of the tenure of his appointment which is upto September 30, 2020.

RESOLVED FURTHER THAT the remuneration payable to Mr. Danmal Porwal by way of salary, perquisites and other allowances and benefits shall not exceed the limits

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laid down in Section 197 read with Schedule V of the Act, including any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Danmal Porwal, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Danmal Porwal the above remuneration as the minimum remuneration w.e.f. June 1, 2019 upto and including September 30, 2020 by way of salary, perquisites, performance pay, other allowances and benefits as specified hereinabove subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, any Director of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), returns and writings as may be necessary, proper, desirable or expedient."

Registered Office:

409, Swaika centre,

4A Pollock Street,

Kolkata, WB-700001

CIN: L45201WB1996PLC077451

e-mail: info@dynamicarchisttructures.com

Website:

www.dynamicarchisttructures.com

By Order of the Board

Danmal Porwal

Chairman Cum Managing Director

DIN NO: 00581351

Tel.: 033-22342673

Place: Kolkata

Date: July 30, 2019

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Notes

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF PURSUANT TO SECTION 105 OF THE COMPANIES ACT 2013. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED AND SIGNED AND MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that 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 person or shareholder.

2. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. The attendance slip cum Proxy form is placed at the end of this Annual Report.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Members/Proxies/Authorised Representatives are requested to bring duly filled attendance slips sent herewith to attend the AGM.
6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business under item 3 as stated above are annexed hereto. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed.
7. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 and the business set out in the Notice will be transacted through such voting. Information and instructions

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including details of user id and password relating to e-voting are provided in the Notice under Note No. 23.

8. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. Members/proxies/authorised representatives are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting. Members are requested to please bring their Folio number/ Demat Account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Sundays and Public Holiday and National Holiday) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
12. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
13. Members desirous of getting any information in respect of the contents of the Annual Reports is required to forward their queries to the Company at least ten days prior to the Meeting so that, if the Chairman so permits, the required information can be made available at the meeting.
14. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
15. The Company's Registrar and Transfer Agents for its Share Registry Work are M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata 700045,

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West Bengal.

16. The Register of Members and Transfer Books of the Company will be closed from September 16, 2019 to September 23, 2019 (both days inclusive) for the purpose of AGM.
17. 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 into 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.
18. 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 2018-19 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)
19. 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
 - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
20. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
21. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.
22. Mr. Rajdeep Singh, Chartered Accountants (Membership No 415549) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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23. 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 Wednesday, September 18, 2019 (9:00 am) and ends on Sunday, September 22, 2019 (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 16, 2019, 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the

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following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for