



DYNAMIC
ARCHISTRUCTURES LIMITED

24TH ANNUAL REPORT

FINANCIAL YEAR 2019-20



DYNAMIC ARCHISTRUCTURES LIMITED

24TH ANNUAL REPORT

BOARD OF DIRECTORS	DANMAL PORWAL	CHAIRMAN CUM MANAGING DIRECTOR
	RAKESH PORWAL	DIRECTOR
	DEBENDRA TRIPATHY	DIRECTOR
	VIJAY JAIN	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.)

Website: www.dynamicarchistruktures.com

Email: info@dynamicarchistruktures.com
dynamicarchistruktures@gmail.com

ADMINISTRATIVE 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 Fourth Annual General Meeting of the Members of Dynamic Archisttructures Ltd (CIN: L45201WB1996PLC077451) will be held on Wednesday, September 30, 2020 at 3.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Debendra Tripathy (DIN 00948186) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Debendra Tripathy (DIN: 00948186), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"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 Board of Directors, M/s. Surana Singh Rathi and Co., Chartered Accountants (ICAI Registration No. 317119E) be and are hereby re-appointed as Statutory Auditors of the Company for the second term of 5(five) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2025, 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."

SPECIAL BUSINESS:

4. Re-appointment of Ms. Padma Paila as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Ms. Padma Paila (DIN: 07132711) who was appointed as an Independent Director upto 23rd March, 2020 and was appointed by the Board of Directors vide their resolution dated January 20, 2020 as an Additional (Independent) Director of the Company w.e.f. March 24, 2020 under section 161(1) of the Act and being eligible, has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from her proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from March 24, 2020 upto March 23, 2025 on the Board of the Company."

5. Re-appointment of Mr. Vijay Jain as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Jain (DIN: [01104182](#)) who was appointed as an Independent Director and who holds office of Independent Director upto 29th September, 2020 and being eligible has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from him proposing his candidature

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for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 30, 2020 upto September 29, 2025 on the Board of the Company."

6. Re-appointment of Mr. Danmal Porwal as a Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals/Consents/sanctions/permissions as may be necessary, and in accordance with the recommendation of the Nomination and Remuneration Committee of the Board of Directors, the approval of the Members be and is hereby accorded to the re-appointment of Mr. Danmal Porwal (DIN: 00581351) aged 77 years as the Managing Director of the Company designated as Chairman cum Managing Director w.e.f. 1st October, 2020 for a period of 5 years on such terms and conditions as is detailed in the explanatory statement at a remuneration not exceeding Rs. 5,00,000 per month.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the for re-appointment of Mr. Danmal Porwal (DIN: 00581351) aged 77 years as the Managing Director of the Company designated as Chairman cum Managing Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule V and other applicable provisions, if any, of the Act and relevant Rules as amended from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained herein and subject to the provisions of Schedule V, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration on such terms and conditions as are specified in the explanatory statement annexed to this notice and/or any revision in the remuneration as may be approved by the Board and/or the Nomination and Remuneration Committee in future during the currency

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of tenure of the Managing Director, from time to time, as the minimum remuneration for a period of 3 (three) years with effect from October 1, 2020 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances, commission and benefits as specified hereinabove subject to receipt of the requisite approvals, if any

RESOLVED FURTHER THAT consent of the Shareholders be and is hereby accorded to the Board to alter and vary the terms and conditions of appointment including remuneration during the term of his appointment, on the recommendation of Nomination and Remuneration Committee, in such manner as may be agreed to between the Board of Directors and Mr. Danmal Porwal, provided however that the remuneration payable to him shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be authorised 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."

7. Waiver of recovery of excess managerial remuneration paid to Mr. Danmal Porwal Managing Director for the financial year ended March 31, 2020

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

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), and the Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014, (the "Rules"), including any statutory modification (s) or re-enactment (s) thereof for the time being in the force, applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to ratify, approve and confirm the waiver of recovery of excess remuneration amounting to Rs. 14,50,000/- paid to Mr. Danmal porwal, Managing Director, for the financial year 2019-2020 in view of losses during the year, which was originally approved by the members at the 19th and 23rd Annual General Meeting pursuant to, inter-alia, Section 196, 197, 198 and Schedule V of the Act, however, the limits specified therein could not be availed as the notice calling the Annual General Meetings, at which the resolution w.r.t. Re-appointment and increase in remuneration of Mr. Danmal Porwal was passed, did not include a statement as required under paragraph (iv) of the second proviso after

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paragraph B of Section II of Part II of the aforesaid Schedule V, and hence the limits specified therein could not be availed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and Company Secretary of the Company be authorised 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."

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www.dynamicarchisttructures.com

By Order of the Board

Danmal Porwal

Chairman Cum Managing Director

DIN NO: 00581351

Tel.: 033-22342673

Place: Kolkata

Date: September 01 ,2020

NOTES:

1. Corporate members are requested to send a certified copy of the Board resolution authorizing their representative to attend the meeting by email to with a copy marked to evoting@nsdl.co.in.
2. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further relevant details as required under the Companies Act 2013, 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.

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3. 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, provided the votes are not already cast by remote e-voting by the first holder.
4. All relevant documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, requiring the approval of the Members at the meeting and the statutory registers which are led at the AGM shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to info@dynamicarchisttructures.com mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. www.dynamicarchisttructures.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of the NSDL evoting@nsdl.co.in.
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form, if any, are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Company along with the self attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of R&T agent mentioned at point no. 9.
7. As per Sections 124 and 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The Company has not declared any dividend..
8. Members can avail of the facility of nomination in respect of shares held by them in physical form, if any, pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13

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in duplicate, duly filled in, to the R&T agent at the address mentioned at point no. 9 in the Notes. The prescribed form in this regard may also be obtained from the R&T agent at the address mentioned at point no. 9 in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.

9. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata 700045, West Bengal.
10. Members desiring any information relating to the annual accounts of the Company are requested to send an email to the Company at www.dynamicarchisttructures.com, at least ten (10) days before the meeting.
11. In accordance with the General Circular No. 20/2020 dated May 5, 2020, read with the circulars dated April 8, 2020, April 13, 2020 and June 15, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular dated May 12, 2020 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively "Applicable Circulars"), electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with instructions to attend the AGM through video-conferencing / other audio-visual means are being sent by email to those Members whose email addresses have been made available to the Company / Depository Participants. For Members who have not registered their email addresses, kindly register the same with RTA at E-mail: mcskol@rediffmail.com , as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the COVID-19 (Coronavirus) pandemic and the Applicable Circulars.
12. Members who have not updated their latest email addresses in the records of the Company/ their Depository Participants are requested to update the same at the earliest by September 15, 2020. The notice and documents will be sent by email only to those Members who register their email addresses prior to this date.
13. The Company is pleased to provide two-way facility of video conferencing (VC) / other audio-visual means (OAVM).
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2019-20 will also be available on website of the Company, i.e. www.dynamicarchisttructures.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of the NSDL evoting@nsdl.co.in.
16. The Company has an email id to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at info@dynamicarchisttructures.com
17. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:
 - a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
 - b) Any change in their residential status on return to India for permanent settlement.
18. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.
19. The Register of Members and Share Transfer Books of the Company shall be closed from 25th September, 2020 to 30th September, 2020 (Both Days Inclusive).
20. 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. 23rd September 2020 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