



**DYNAMIC
ARCHISTRUCTURES
LIMITED**

27th ANNUAL REPORT
FINANCIAL YEAR 2022-23



DYNAMIC ARCHISTRUCTURES LIMITED

27th ANNUAL REPORT

BOARD OF DIRECTORS	DANMAL PORWAL	CHAIRMAN CUM MANAGING DIRECTOR
	RAKESH PORWAL	DIRECTOR
	VIJAY JAIN	INDEPENDENT DIRECTOR
	PADMA PAILA	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNELS	SUNNY JAIN	CHIEF FINANCIAL OFFICER
	ANNU CHANDAK*	COMPANY SECRETARY

**Resigned w.e.f August 06, 2023 and Mr. Jainendra Jain was appointed in place of her with effect from August 07, 2023*

BANKERS	IDBI BANK LIMITED
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AUDITORS	SURANA SINGH RATHI AND CO., CHARTERED ACCOUNTANTS
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REGISTERED OFFICE	409, SWAIKA CENTRE 4A, POLLOCK STREET, KOLKATA- 700001 (W.B.)
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WEBSITE	www.dynamicarchistruktures.com
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EMAIL	info@dynamicarchistruktures.com dynamicarchistruktures@gmail.com
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ADMINISTRATIVE OFFICE	101 LIGHT INDUSTRIAL AREA, BHILAI- 490026 (C.G.)
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REGISTRAR AND TRANSFER AGENT	MCS SHARE TRANSFER AGENT LIMITED 383, LAKE GARDENS, 1ST FLOOR, KOLKATA-700045 (W.B.)
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DYNAMIC ARCHISTRUCTURES LIMITED

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

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

CIN - L45201WB1996PLC077451

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of Dynamic Archistruktures Limited (CIN: L45201WB1996PLC077451) will be held on Saturday, September 30, 2023 at 12 p.m. at the registered office of the Company situated at 409, Swaika Centre, 4A Pollock Street, Kolkata, West Bengal 700 001 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 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 appoint M/s. Anand Jimnani & Associates, Chartered Accountants (ICAI Firm Registration Number 009604C), as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Anand Jimnani & Associates, Chartered Accountants (ICAI Firm Registration Number 009604C), who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules, be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Second (32nd) Annual General Meeting of the Company to be held in the year 2028, in place of M/s Surana Singh Rathi and Co., Chartered Accountants (ICAI Registration No. 317119E), who were appointed as Statutory Auditors for a term of five consecutive years from the conclusion of the Annual General Meeting held on September 30, 2020 until the conclusion of Annual General Meeting to be held in the year 2025, and who have resigned as Statutory Auditors with effect from the conclusion of this



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Annual General Meeting, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Board of Directors and Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

- 4. To approve the remuneration of Mr. Danmal Porwal (DIN: 00581351), Managing Director of the Company designated as Chairman cum Managing Director, for the remaining period- of 2 years of his 5 years current tenure.**

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, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment/modification or enactment thereof, for the time being in force) and pursuant to the provisions of Articles of Association of the Company, and subject to such other approvals/ Consents/ sanctions/ permissions, as may be necessary, and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to pay remuneration not exceeding Rs. 5,00,000 per month, more particularly as set out in the Explanatory Statement annexed to this Notice, to Mr. Danmal Porwal (DIN: 00581351), Managing Director of the Company designated as Chairman cum Managing Director, who was appointed as such w.e.f. October 1, 2020 for a period of 5 years and in respect of whom the members of the Company had at their Annual General meeting held on September 30, 2020 approved remuneration for a period of 3 (three) years ending on September 30, 2023 under section 197 read with Schedule V of the Companies Act, 2013, for the remaining period of two years commencing with effect from October 01, 2023 to September 30, 2025.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board (which shall be deemed to include the Nomination & Remuneration Committee of the Board of



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Directors) to alter and vary the terms and conditions of remuneration during the term of his appointment valid till September 30, 2025, in such manner as may be agreed between the Board of Directors and Mr. Danmal Porwal, provided however, that the remuneration payable to him may exceed the overall ceiling of the total managerial remuneration as provided under Sections 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the 2 (two) years commencing from October 01, 2023 to September 30, 2025, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Danmal Porwal the remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Explanatory Statement annexed to this Notice as the minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Registered Office:

409, Swaika centre,

4A Pollock Street,

Kolkata, WB-700001

CIN: L45201WB1996PLC077451

E-mail: info@dynamicarchistruktures.com

Website: www.dynamicarchistruktures.com

Tel.: 033-22342673

Place: Kolkata

Date: September 02, 2023

By Order of the Board

For Dynamic Archistruktures
Limited

Danmal Porwal
Managing Director
DIN: 00581351



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NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. 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 ("AGM").

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.

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 at the Meeting.
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. The attendance slip cum Proxy form is placed at the end of this Annual Report.
6. 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 businesses set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice below.
7. 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



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the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

8. 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/Proxies/Authorised Representatives are requested to please bring their Folio number/ Demat Account number/DP ID-Client ID and duly filled attendance slip.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. 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, West Bengal.
15. The Register of Members and Transfer Books of the Company will be closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of AGM.



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16. Members can avail 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 or Form ISR-3 (Declaration to Opt-out) 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.
17. SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders, according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), contact details, bank account details and specimen signature, in Form ISR-1 along with the supporting documents to MCS Share Transfer Agent Limited at the above mentioned address or by email to mcssta@rediffmail.com from their registered email id.

Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2023, the folios shall be frozen by the RTA.
18. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY: In terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations'], transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 and/or ISR-5, the format of which is available on the Company's website. It may be noted that any service request can be processed only after the folio is KYC compliant.
19. 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 2022-23 would



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be sent by electronic mode to those Members whose email 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) or intimate to the Company's Registrar at mcssta@rediffmail.com or to the Company at their e-mail address info@dynamicarchiststructures.com if the shares are held in physical form.

20. 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/contact details 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/contact details 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.

21. Mr. Amit Kumar Sharma, Amit Sharma & Associates, Company Secretaries (Membership No 40995) has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM.

22. 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 SEBI (LODR) 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).



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23. 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.
24. 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.
25. The remote e-voting period commences on Monday, September 25, 2023 (9:00 am) and ends on Friday, September 29, 2023 (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 Saturday, September 23, 2023, 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.