

DYNAMIC ARCHISTRUCTURES LIMITED

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

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

CIN - L45201WB1996PLC077451

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of Dynamic Archistruures 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."

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By Order of the Board

A handwritten signature in blue ink, appearing to read "Danmal Porwal".

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 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

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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, 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.

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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.
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

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(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 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

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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***.

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

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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 casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajdeepsingh01@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the

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download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990
or send a request at evoting@nsdl.co.in

- VI. 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.
- VII. 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).
- VIII. 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 16, 2019.
- IX. 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 16, 2019, 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.

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

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

Name of the Director	Mr. Rakesh Porwal	
Category	Non-Executive, Non-Independent	
DIN	00495444	
Date of Birth	September 14, 1977	
Age	41 years	
Date of Appointment	March 24, 2015	
Directorship held in other companies	Sr. No.	Name of the Company
	1	Shobha Chemical Industries Private Limited
	2	Shree Tulsi Lefin Pvt Ltd
Memberships/Chairmanships of Committees across Public Companies	Nil	
Brief Profile covering experience, achievements etc	Possesses 18 years of experience in Chemical & Finance Industry	

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Qualifications	Petro chemical engineering from Pune University
Experience	18 years
Terms and conditions of appointment / reappointment	Liable to retire by rotation
Remuneration sought to be paid and remuneration last drawn	Not Applicable
Shares held in the Company	87600 shares
Relationship with Directors	The following directors are his relatives: Mr. Danmal Porwal- Father
Number of meetings of the Board attended during the year	5 (out of 5 Board Meetings held)

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By Order of the Board

A handwritten signature in blue ink, appearing to read "Danmal Porwal".

Danmal Porwal
Chairman Cum Managing Director
DIN NO: 00581351

Place: Kolkata
Date: July 30, 2019

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 3.

The shareholders at the Annual General Meeting held on September 30, 2015 had approved the re-appointment of Mr. Danmal Porwal Aged 77, (DIN: 00581351) as the Managing Director of the Company for a term of 5 years from 01.10.2015 to 30.09.2020 and remuneration payable to Mr. Danmal Porwal.

The Board of Directors at its meeting held on May 27, 2019, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the remuneration payable to Mr. Danmal Porwal, for the balance period commencing from June 1, 2019 upto and including September 30, 2020 (both days inclusive).

A brief profile of Mr. Danmal Porwal is mentioned below as prescribed under Schedule V of the Companies Act, 2013

Total remuneration payable per month to Mr. Danmal Porwal not to exceed Rs. 5,00,000 inclusive of salary and all perquisites taken together. The same may be paid in the following manner:

A. Salary: -Minimum Rs. 1,00,000/-per month but not exceeding Rs. 4,00,000/- per month with the authority granted to the Nomination and Remuneration Committee of the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.

B. Commission: - not exceeding 2% of net profit in an accounting year as may be decided by the Board from time to time.

C. Perquisites :- In addition to the salary and commission, the Managing Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, personal accident insurance, club fees, car with driver, and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board but not exceeding Rs. 50,000/- per month.

'Family' mentioned above means the spouse, dependent parents and dependent children, of the Managing Director as mentioned in the applicable Rules or Schemes.

For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost.

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The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid: -

- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company.
- (ii) Gratuity payable to the Managing Director pursuant to the Rules of the Company.
- (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Managing Director pursuant to the Rules of the Company.

Payment of remuneration is approved by resolution passed by the Nomination and Remuneration Committee in its meeting.

Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution.

None of the Directors, except Mr. Danmal Porwal himself and Mr. Rakesh Porwal, Director and all the promoter shareholders, being relatives, no other Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Information required to be provided for Item No. 3, as prescribed under Schedule V of the Companies Act, 2013 is given below:

A statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely: -

I. General information:

(1) Nature of industry:

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India (RBI). The Company is currently engaged in NBFC activities & Financial Management and Advisory Services.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on February 20, 1996 and is engaged in financial service activities and hence it does not carry out any manufacturing activity.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable, as the Company was incorporated on February 20, 1996.

(4) Financial performance based on given indicators

Particulars	Rupees in Crores
Turnover and Other Income	19731368.82
Operating Profit (before interest, depreciation and tax)	13364340.02

DYNAMIC ARCHISTRUCTURES LIMITED

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

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Profit/(Loss)before Tax	12980087.02
Profit/(Loss) after Tax	10865899.02

(5) Foreign investments or collaborations, if any: Not Applicable

II. Information about the appointee:

(1) Background details: Mr. Damnal Porwal, aged 77 years, brings 44 years of experience in Chemical and Finance Industry and is associated with the Company since 1998. Mr. Porwal has a B.SC degree in Agriculture, graduated from Rajasthan University.

(2) Past remuneration: Mr. Danmal Porwal was paid remuneration of Rs. 12,00,000 during the financial year ended March 31, 2019 according to the provisions of section 197 read with Schedule V as a person functioning in a professional capacity.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

Primary Responsibilities:

- To lead the team of professionals that will oversee the key activities of the financing/ lending business of the Company
- To help achieve the existing strategic and tactical goals of the Company and formulating future goals and plans for the organization

Secondary Responsibilities:

- To ensure revenue and cost management of the Company
To ensure ongoing performance management of the team of professionals that manage the business of the Company
- To ensure timely compliance of the Company with the various laws, rules, regulations, etc. applicable to the Company.

(5) Remuneration proposed:

The Remuneration as mentioned in the Resolution herein proposed for the approval of Shareholders. 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.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the profile of the appointee, his responsibilities and industry benchmarks, the revised remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

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(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Danmal Porwal is the father of Mr. Rakesh Porwal, a Director of the Company. Mr. Danmal Porwal belongs to the Promoter Group. Mr. Danmal Porwal, Chairman and Managing Director holds 57,100 equity shares in the share capital of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable i.e. for the balance period commencing from June 1, 2019 upto and including September 30, 2020 (both days inclusive) to Mr. Danmal Porwal.

(2) Steps taken or proposed to be taken for improvement

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company intends to continue focusing on NBFC activities including financing, Inter-corporate Investments & Capital Market activities. The Company has plans to expand its business by offering a wide array of financial products and services.

(3) Expected increase in productivity and profits in measurable terms

The Company has taken various initiatives to maintain its position, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures

The Shareholders of the Company are being informed of the remuneration package of Mr. Danmal Porwal in the Resolution forming part of this notice.

The following are the additional information provided in respect of Mr. Danmal Porwal

Name of the Director	Mr. Danmal Porwal	
Category	Managing Director	
DIN	00581351	
Date of Birth	March 13, 1943	
Age	76 years	
Date of Appointment	May 4, 1998	
Directorship held in other companies	Sr. No.	Name of the Company
	1	Tarchem Private Limited
	2	Shobha Chemical Industries Private Limited
	3	Shree Tulsi Lefin Pvt Ltd
Memberships/Chairmanships	Nil	

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of Committees across Public Companies	
Brief Profile covering experience, achievements etc	Possesses 18 years of experience in Chemical & Finance Industry
Qualifications	B.SC degree in Agriculture, from Rajasthan University
Experience	44 years
Terms and conditions of appointment / reappointment	Appointed as the Chairman cum Managing Director of the Company w.e.f. October 10, 2015
Remuneration sought to be paid and remuneration last drawn	<p>The Remuneration as mentioned in the Resolution herein proposed for the approval of Shareholders. 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.</p> <p>Remuneration of Rs. 12,00,000 per annum was paid during the financial year ended March 31, 2019 to Mr. Danmal Porwal in the capacity of Chairman cum Managing Director of the Company.</p>
Shares held in the Company	57100 shares
Relationship with Directors	The following directors are his relatives: Mr. Rakesh Porwal- Son
Number of meetings of the Board attended during the year	5 (out of 5 Board Meetings held)



By Order of the Board

A handwritten signature in blue ink, appearing to read "Danmal Porwal".

Danmal Porwal
Chairman Cum Managing Director
DIN NO: 00581351

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ATTENDANCE SLIP

D.P. Id*	
Client Id*	

Regd. Folio No.	
No. of Share(s) held	

NAME AND ADDRESS OF THE SHAREHOLDER:

I/We hereby record my/our presence at the TWENTY THIRD ANNUAL GENERAL MEETING of the Company held on Monday, the 23rd day of September 2019 at 11 a.m. at the registered office of the Company at 409, Swaika Centre, 4A Pollock Street, Kolkata West Bengal- 70000.

USER ID: PASSWORD/ PIN:
.....

Name of the member/Representative/Proxy: _____

Signature of the member/Representative/Proxy: _____

*Applicable for investors holding shares in electronic form.
Note: Please fill Attendance Slip and hand it over at the entrance of the meeting hall.
Only the Member/ Proxy holder can attend the meeting.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

FORM MGT-11

CIN:	L45201WB1996PLC077451
Name of the Company:	Dynamic Archistruures Limited
Registered office:	409, Swaika Centre, 4A Pollock Street, Kolkata West Bengal-700001
Name of the Member(s):	
Registered Address:	
E-mail id:	
Folio No./Client Id:	
DP ID	

I/We, being the member (s) of Dynamic Archistruures Limited holding
Shares of the Company, hereby appoint:

1	Name	
	Address	
	E-mail id	Signature:
	Or falling him/her	
2	Name	
	Address	
	E-mail id	Signature:
	Or falling him/her	
3	Name	
	Address	
	E-mail id	Signature:
	Or falling him/her	

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the TWENTY THIRD ANNUAL GENERAL MEETING of the Company to be held at 409, Swaika Centre, 4A, Pollock Street, Kolkata, West Bengal on Monday, the 23rd September, 2019 at 11 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Resolutions	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
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.			
3	Increase in remuneration of Mr. Danmal Porwal, Chairman Cum Managing Director			

Signed this day of2019.

Signature of the Member:

Signature of Proxy holder(s):

Notes:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting;
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Affix Re.1/-
Revenue
Stamp

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ROUTE MAP

Landmark: Near Tea Board

