

DYNAMIC ARCHISTRUCTURES LIMITED

Regd. Office: 409, Swaika Centre, 4A, Pollock Street, Kolkata (W.B.) 700 001, Ph: 033-22342673
Website: www.dynamicarchistruclures.com, Email: info@dynamicarchistruclures.com,
CIN - L45201WB1996PLC077451

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Dynamic Archistruclures 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 a 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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Tel.: 033-22342673

Place: Kolkata

Date: September 01, 2020



By Order of the Board

Danmal Porwal

Chairman Cum Managing Director

DIN NO: 00581351

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 evoting@nsdl.co.in 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@dynamicarchistruclures.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.dynamicarchistruclures.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

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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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending an email to info@dynamicarchisttructures.com with a copy marked to evoting@nsdl.co.in from September 23, 2020 to September 25, 2020 and providing their name, DP ID and Client ID/folio number, PAN, mobile number, and email address. Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM

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and may have to allow camera access during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Anubhav Saxena Email: AnubhavS@nsdl.co.in, Tel: 022-24994835 or Ms. Pallavi Mhatre, Manager, NSDL, Email: pallavid@nsdl.co.in, Tel: 022-24994545.

1. Information and instructions relating to e-voting are as under:

The members are requested to follow the detailed procedure/instructions carefully as given herein below:

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, 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 to its members the facility to exercise their right to vote on resolutions proposed to be passed at the ensuing AGM by electronic means ("e-voting") holding equity shares as on **23rd September 2020**, being the **Cut-off Date** (Record date for the purpose of rule 20(3)(vii) of the said Rules), fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through e-voting platform provided by NSDL. The Company has engaged the services of the NSDL to provide the e-voting facility.
- ii. The e-voting period begins on **25th September 2020 at 9.00 A.M.** and ends on **29th September 2020 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **September 23, 2020**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- iii. The facility for voting, through electronic voting system shall also be made available at the meeting for Members who have not already cast their vote prior to the meeting by remote e-voting. The Members, who have cast their vote prior to the meeting by remote e-voting may also attend the meeting but shall not be entitled to vote again at the meeting. Further, votes once cast either by way of remote e-voting or at the AGM cannot be changed.

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- iv. 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 23rd September 2020. Cut-off date is for determining the eligibility to vote by electronic means or at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information only. A member as on the cut-off date shall only be entitled for availing the remote e-voting facility or vote, as the case may be, at the AGM. Only 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 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- v. Mr Rajdeep Singh has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
- vi. In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. However, please note that pursuant to the Applicable Circulars, large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first- served principal.
- vii. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Applicable Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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viii. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 25th September 2020 at 9:00 A.M. and ends on 29th September 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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 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 :

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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 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.

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The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
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:

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.

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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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Mr. Anubhav Saxsena and Ms. Sarita Mote) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self

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attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to _____ with a copy marked to evoting@nsdl.co.in and info@dynamicarchistruures.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.
21. The Results of the e-voting along with the report of the Scrutinizer shall be placed on the website of the Company 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 BSE Limited, Mumbai.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

Registered Office:

409, Swaika centre,

4A Pollock Street,

Kolkata, WB-700001

CIN: L45201WB1996PLC077451

e-mail: info@dynamicarchistruures.com,

Website: www.dynamicarchistruures.com

Tel.: 033-22342673



By Order of the Board

Danmal Porwal

Chairman Cum Managing Director

DIN NO: 00581351

Place: Kolkata

Date: September 01, 2020

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

Item No. 4.

Ms. Padma was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds office as an Independent Director of the Company up to 23rd March, 2020.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Ms. Padma as Independent Director for a second term of five years on the Board of the Company w.e.f. March 24, 2020 up to March 23, 2025.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Ms. Padma during her tenure, the continued association of Ms. Padma would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Padma as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Ms. Padma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Padma for the office of Independent Director of the Company.

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The Company has also received declaration from Ms. Padma that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on the Board's performance evaluation, Ms. Padma fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for her re-appointment as an Independent Director of the Company and that she is independent of the Management.

A Copy of draft letter of appointment of Ms. Padma, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

A brief profile of Ms. Padma and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Padma to whom the resolution relates, are concerned or interested in the Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no. 5

Mr. Vijay was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company up to September 29, 2020.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Mr. Vijay as Independent Director for a second term of five years on the Board of the Company w.e.f. September 30, 2020 up to September 29, 2025.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Mr. Vijay during his

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tenure, the continued association of Mr. Vijay would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Vijay as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Vijay is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vijay for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Vijay that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board and based on the Board's performance evaluation, Mr. Vijay fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and that he is independent of the Management.

In the opinion of the Board, Mr. Vijay fulfils the conditions for appointment as Independent Director as specified in the Act.

A Copy of draft letter of appointment of Mr. Vijay, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

A brief profile of Mr. Vijay and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement:

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Mr. Vijay is interested in the Special Resolution set out at Item No. 5 with respect to his reappointment. The relative(s) of Mr. Vijay may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Vijay to whom the resolution relates, are concerned or interested in the Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item no. 6

Mr. Danmal Porwal Aged 77, (DIN: 00581351) Managing Director of the Company is being re-appointed for a term of 5 years from 01.10.2020 to 30.09.2025. Based on the recommendation of the Nomination and Remuneration Committee and in line with Nomination and Remuneration policy of the Company, the Board of Directors, vide their meeting conducted on September 1, 2020, subject to approval of Shareholders, had re-appointed Mr. Danmal Porwal as Managing Director of the Company for a period of five years commencing from the date of expiry of the current term, i.e., with effect from October 01, 2020.

The material provisions of the agreement to be entered into with Mr. Danmal are as under:-

A. Salary:-Not exceeding Rs. 5,00,000/- per month with the authority granted to 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.

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'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.

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.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Mr. Danmal Porwal, Managing Director. The draft Agreement between the Company and the Managing Director is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's up to the date of Annual General Meeting.

Mr. Porwal is aged 77 years and Mr. Danmal Porwal is associated with the Company since 1998. He is a B.SC agriculture graduated from Rajasthan University and possesses 45 years of experience in the Chemical and finance industry. He is well versed in all aspects of financial business. He is a great visionary. Mr. Porwal follows a people-driven management style. Under his leadership, the Company has grown nationwide and has been able to withstand the challenges of the global economic meltdown with élan.

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

None of the Directors, except Mr. Danmal Porwal and Mr. Rakesh Porwal, Director, 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.

This may also be treated as a written memorandum setting out the terms of re-appointment of Mr. Danmal Porwal, pursuant to section 190 of the Companies Act, 2013.

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Pursuant to the provisions of Section 196, 197 read with Schedule V the remuneration payable to Mr. Danmal Porwal should be in line with the limits laid down under Schedule V in view of absence or inadequacy of profits and subject to compliance of the conditions provided in the said Schedule.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below.

GENERAL INFORMATION	
Nature of industry	Dynamic Archistruures Limited is engaged in the business of financing industries by way of making loans and advances. Company is dealing in Shares, Stocks, Debentures, Bonds, Securities and other investments. The Company also finances, Corporations and Other Individuals by way of loans or advances or subscribing to capital
Date or expected date of commencement of commercial production	The date of commencement of business is March 1, 1996.
In case if new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

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Financial performance based on given indicators	<table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 20%;">Details</th> <th style="width: 20%;">31.03.2018</th> <th style="width: 20%;">31.03.2019</th> <th style="width: 20%;">31.03.2020</th> </tr> </thead> <tbody> <tr> <td>Sales & other income</td> <td>143.44</td> <td>204.16</td> <td>158.20</td> </tr> <tr> <td>Net Profit (Loss) After Tax</td> <td>69.59</td> <td>107.92</td> <td>-92.80</td> </tr> </tbody> </table> <p style="text-align: center;">(In Lakhs)</p>	Details	31.03.2018	31.03.2019	31.03.2020	Sales & other income	143.44	204.16	158.20	Net Profit (Loss) After Tax	69.59	107.92	-92.80
Details	31.03.2018	31.03.2019	31.03.2020										
Sales & other income	143.44	204.16	158.20										
Net Profit (Loss) After Tax	69.59	107.92	-92.80										
Export performance and net foreign exchange collaborations.	Export performance -Nil												
Foreign investments or collaborators, if any	Foreign investments - Nil												
INFORMATION ABOUT THE APPOINTEE													
Background details.	Mr. Danmal is very well versed in all aspects of finance, costing, technical matters, marketing and administration. He is aged about 77 years.												
Past remuneration	100000 p.m.												
Recognition or Awards	None												
Job profile and his suitability	He is very well versed in all aspects of finance, costing, technical matters, marketing and administration.												
Remuneration proposed	Total remuneration not exceeding Rs. 5,00,000 per month. Commission (In addition to the Total remuneration): As stated in Resolution no. 6.												

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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 w.r.t. the country of his origin)	Considering the size of the Company, its nature of business and the job profile and position of Mr. Danmal Porwal, comparative figures are not available. Hence the comparisons could not be established.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, the Managing Director does not have any other pecuniary relationship with the Company or relationship with the managerial personnel except Mr. Rakesh Porwal.
OTHER INFORMATION	
Reasons of loss or inadequate profits	The Company has been making losses on account of global impact and varied market related reasons. Further, owing to early threat posed by Covid-19, the Company has suffered a huge loss to the Company.
Steps taken or proposed to be taken for improvement.	The Company is looking to gain in the coming years and shall add to the top and bottom line of the Company in near future.
Expected increase in productivity and profits in measurable terms.	The Company has implemented the plans, which will reap the fruits in the next few years and if properly and successfully implemented it will give a substantial increase in the sales and profits of the company in the coming years.
DISCLOSURES	
Remuneration Package of the Managerial Personnel	Total remuneration payable to Mr. Danmal Porwal shall be fixed by the Board of Directors of the Company from time to time subject to overall maximum remuneration not to exceed Rs. 5,00,000 per month and, in addition, commission not exceeding 2% of net profits, as shall be decided by the Nomination and Remuneration Committee with full liberty to the Board to fix the remuneration within the above overall limit

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Item no: 7

Mr. Danmal Porwal (DIN: 00581351) was re-appointed as Managing Director of the Company by the members of the Company in their 19th Annual General meeting (AGM) held on September 30, 2015 for the period of five (5) years with effect from October 1, 2015. The Company at its 23rd AGM approved the increase in remuneration.

While approving the remuneration of Mr. Danmal Porwal in the 19th AGM, the members had also inter alia approved the payment of "Minimum Remuneration" in the event of inadequacy or absence of profits, in any financial year or years during the tenure, subject to requisite approvals.

Further, pursuant to Section 197 of the Companies Act, 2013 read with Schedule V thereto, where a Company has no profits or its profits are inadequate, it may pay any remuneration to the managerial personnel provided that, amongst others, a statement along with a notice calling the general meeting contains certain information. However, due to non-disclosure of statement, in the Notice of 19th AGM as specified in paragraph (iv) of the second proviso after paragraph B of Section II of Part II of the aforesaid Schedule V, limits specified under the Schedule V could not be availed by the Company.

In Financial year 2019-20, the Company incurred loss/inadequate profit and consequently, upon completion of audit and approval of the annual audited financials, the remuneration paid during the Financial year 2019-20, which was duly approved by the members through Special Resolution a passed at the 19th and 23rd AGM, turned out to be in excess of the limits envisaged under the provisions of Section 197 read with schedule V of the Companies Act, 2013.

Accordingly, whole remuneration paid to him during the financial year 2019-20 amounting to Rs. 14,50,000, being treated as excess remuneration.

Pursuant to Section 197(10) of the Act, the members of the Company have been empowered to recovery of excess remuneration by passing a special resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Danmal Porwal was very modest and in line with the consistent policies of the Company over years and less than the industry standards and therefore it is just that the excess remuneration be waived off.

The Company has not defaulted in payment of dues to any bank or public financial institution or nonconvertible debenture holders or other secured creditor, if any.

The Nomination & Remuneration Committee, Audit Committee and the Board have at their respective meeting(s) held on September 1, 2020 subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Danmal Porwal, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

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The Board of Directors recommend passing of the Special Resolution as set out in Item No. 7 of this Notice.

Accordingly, it is proposed that approval of the members of the Company by way of a Special resolution be obtained for the waiver of recovery of the excess remuneration paid to Mr. Danmal Porwal

Save and except Mr. Danmal Porwal, Managing Director and his relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 7, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 7.

Additional information on Directors recommended for appointment/re-appointment as required under SEBI LODR Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

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Name of the Director	Ms. Padma Paila	Mr. Vijay Jain	Mr. Danmal Porwal	Debendra Tripathy
Category	Independent Director	Independent Director	Managing Director	Non Executive Director
DIN	07132711	01104182	00581351	00948186
Date of Birth	08/02/1979	30/08/1962	13/03/1943	20-05-1968
Age	41	58	77	52
Date of Appointment	24/03/2015	04/05/1998	04/05/1998	December 26, 2011
Directorship held in other companies	Nil	Nil	3	2
Memberships/ Chairmanships of Committees across Public Companies	-	-		Nil
Brief Profile covering experience, achievements etc	Rich knowledge in General Business Management	Possesses 30 years of experience in Finance Industry	Possesses 45 years of experience in the Chemical and finance industry	8 Years of rich experience in this industry
Qualifications	B.A graduate from Awadhesh Pratap Singh University	B.Com Graduate from Ravishankar University	B.SC agriculture graduated from Rajasthan University	M.A
Terms and conditions of appointment / reappointment	Not liable to retire by rotation	Not liable to retire by rotation	As per the explanatory statement	Liable to retire by rotation
Remuneration sought to be paid and remuneration last drawn	NA	NA	As per the explanatory statement	Nil

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Shares held in the Company	-	-	57100	-
Relationship with Directors	-	-	Father of Rakesh Porwal	-
Number of meetings of the Board attended during the year	All	All	All	All



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