



DYNAMIC ARCHSTRUCTURES LIMITED

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

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

CIN - L45201WB1996PLC077451

NOTICE

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

ORDINARY BUSINESSES:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Danmal Porwal (DIN: 00581351), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Anand Jimnani & Associates, Chartered Accountants (ICAI Firm Registration Number 009604C), as Statutory Auditors of the Company.

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

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



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

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

SPECIAL BUSINESS:

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

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

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

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



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

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

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

Registered Office:

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Tel.: 033-22342673

Place: Kolkata

Date: September 02, 2023

By Order of the Board

For Dynamic Archistruktures
Limited

Danmal Porwal
Managing Director
DIN: 00581351



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NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF PURSUANT TO SECTION 105 OF THE COMPANIES ACT 2013. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DULY FILLED, STAMPED AND SIGNED AND MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (“AGM”).

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. The attendance slip cum Proxy form is placed at the end of this Annual Report.
6. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 and the businesses set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice below.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend



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

8. Members/proxies/authorised representatives are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, Members/Proxies/Authorised Representatives are requested to please bring their Folio number/ Demat Account number/DP ID-Client ID and duly filled attendance slip.
9. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Sundays and Public Holiday and National Holiday) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Queries proposed to be raised at the Annual General Meeting may please be sent to the Company at its Registered/Corporate Office, at least 7 days prior to the date of Annual General Meeting to enable the Company to compile the information and answer them in the meeting.
12. Members desirous of getting any information in respect of the contents of the Annual Reports is required to forward their queries to the Company at least ten days prior to the Meeting so that, if the Chairman so permits, the required information can be made available at the meeting.
13. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.
14. The Company's Registrar and Transfer Agents for its Share Registry Work are M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata 700045, West Bengal.
15. The Register of Members and Transfer Books of the Company will be closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of AGM.



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16. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 or Form ISR-3 (Declaration to Opt-out) duly filled into M/s. MCS Share Transfer Agent Limited at the above-mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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

Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 1, 2023, the folios shall be frozen by the RTA.

18. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY: In terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘SEBI (LODR) Regulations’], transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 and/or ISR-5, the format of which is available on the Company’s website. It may be noted that any service request can be processed only after the folio is KYC compliant.

19. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed there under, the Notice calling the Annual General Meeting along with the Annual Report 2022-23 would



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be sent by electronic mode to those Members whose email addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or intimate to the Company's Registrar at mcssta@rediffmail.com or to the Company at their e-mail address info@dynamicarchistruktures.com if the shares are held in physical form.

20. Members are requested to:

- a. Intimate to the Company's Registrar and Transfer Agents, M/s. MCS Share Transfer Agent Limited, changes, if any, in their registered addresses/contact details at an early date, in case of Shares held in physical form;
- b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses/contact details at an early date, in case of Shares held in dematerialized form;
- c. Quote their folio numbers/Client ID/DP ID in all correspondence; and
- d. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

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

22. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).



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23. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
24. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
25. The remote e-voting period commences on Monday, September 25, 2023 (9:00 am) and ends on Friday, September 29, 2023 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 23, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



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

The remote e-voting period begins on Monday, September 25, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 23, 2023.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting



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services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No.



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	<p>from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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	16 Digit Beneficiary ID



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demat account with CDSL.	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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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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 etc.
 - 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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.



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4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 csamitsharma@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in



DYNAMIC ARCHISTRUCTURES LIMITED

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

Website: www.dynamicarchiststructures.com, Email: info@dynamicarchiststructures.com,
CIN - L45201WB1996PLC077451

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-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to dynamicarchiststructures@gmail.com.
 2. 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 dynamicarchiststructures@gmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
26. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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.



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27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.dynamicarchistruktures.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.
28. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: 'Near to Tea Board'.
29. Mr. Danmal Porwal being longest in the office retires by rotation at the forthcoming Annual General Meeting. He, being eligible, has offered himself for re-appointment.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

M/s Surana Singh Rathi and Co., Chartered Accountants (ICAI Registration No. 317119E) who were appointed as Statutory Auditors for a term of five consecutive years from the conclusion of the Annual General Meeting held on September 30, 2020 until the conclusion of Annual General Meeting to be held in the year 2025 have resigned as the Statutory Auditors of the Company with effect from the conclusion of the ensuing Annual General Meeting to be held on September 30, 2023 due to change in the constitution of their firm with effect from August 31, 2023 wherein the partner engaged in the audit of your Company has resigned from the firm.

Consequently, in accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, at their meeting held on September 02, 2023, based on the recommendation of the Audit Committee, approved the appointment of M/s. Anand Jimnani & Associates, Chartered Accountants (ICAI Firm Registration Number 009604C) for a term of five years to hold office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM to be held in the year 2028, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Statutory Auditors and the Board of Directors of the Company and proposed the same for approval of the members.

The Board of Directors, on the recommendation of the Audit Committee and subject to approval of the Members of the Company at the AGM, have approved a remuneration payable to the Statutory Auditors not exceeding Rs. 1 Lakh for conducting the audit for the Financial Year 2023-24, excluding applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Audit Committee and Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s



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Anand Jimnani & Associates, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s Anand Jimnani & Associates has confirmed that they are independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI and they have consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141. They have also furnished a declaration confirming their independence in terms of section 141 of the Act and declared that they have not taken up any prohibited non-audit assignments for the Company. They have further confirmed that they are not disqualified to be appointed as Statutory Auditor in terms of the said provisions.

M/s Anand Jimnani & Associates have also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the "Peer Review Board of ICAI". Based on the recommendation made by the Audit Committee, after considering their experience and expertise, the Board recommends the appointment of M/s Anand Jimnani & Associates as the Statutory Auditors for the term of 5 years, as set out in the item no. 3, for approval of the Members as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

Mr. Danmal Porwal (DIN: 00581351) was re-appointed as Managing Director of the Company by the Shareholders at their Annual General Meeting held on September 30, 2020 for a period of 5 years from October 01, 2020 to September 30, 2025 and remuneration payable to Mr. Danmal for a period of 3 (three) years with effect from October 01, 2020 to September 30, 2023 in accordance with the provisions of Schedule V of the Companies Act, 2013.



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The Board of Directors at its meeting held on August 25, 2023, pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the remuneration payable to Mr. Danmal, for the balance period of 2 (two) years of the tenure of his appointment with effect from October 01, 2023 to September 30, 2025.

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.

'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.



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(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.

The Explanatory Statement attached to Resolution No. 4 of this Annual General Meeting may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Danmal as the Managing Director of the Company in terms of Section 190 of the Companies Act, 2013.

Mr. Danmal is aged 80 years and has been associated with the Company since 1998. He is a B.SC in agriculture, graduated from Rajasthan University and possesses 48 years of experience in the Chemical and Finance industry. He is well versed in all aspects of finance, costing, technical matters, marketing and administration. He is a great visionary. Mr. Danmal follows a people-driven management style. In the opinion of the Board, the Company has grown nationwide and has been able to withstand the challenges of the global economic meltdown with élan under the leadership of Mr. Danmal and he possesses the right set of skills, experience & knowledge required for the future prospects of the Company and under his leadership.

Hence, pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, your Directors recommend the aforementioned resolution set out at Item No. 4 for the approval of the Shareholders by way of a Special Resolution.

The Members are further informed that, as per the provisions of Schedule V of the Companies Act, 2013, payment of any managerial remuneration, in case of inadequate or no profits is subject to the condition that the Company has not defaulted in payment of dues to its lenders viz. banks, non-convertible debenture holders or other secured creditors. The members are accordingly informed that the Company has not defaulted in payment of dues to its lenders.

None of the Directors, except Mr. Danmal Porwal and Mr. Rakesh Porwal, Director of the Company, being relatives are concerned or interested, financially or otherwise, in the said resolution and no other



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Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

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

GENERAL INFORMATION	
Nature of industry	Dynamic Archistruktures 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 of 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 for the last 3 Financial Years ended on March 31. (Rs. In Lakhs)	Details	31.03.2021	31.03.2022	31.03.2023
	Sales & other income	547.85	309.65	161.23
	Net Profit (Loss) After Tax	325.48	178.89	32.59
Foreign investments or collaborators, if any	Nil			
INFORMATION ABOUT THE APPOINTEE				
Background details	Mr. Danmal is aged 80 years and has been associated with the Company since 1998. He is a B.SC in agriculture, graduated from Rajasthan University and possesses 48 years of experience in the Chemical and Finance industry.			
Past remuneration	Rs. 18,00,000 for the Financial Year ended March 31, 2023			
Recognition or Awards	None			



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Job profile and his suitability	Mr. Danmal is well versed in all aspects of finance, costing, technical matters, marketing and administration. He is a great visionary. He follows a people-driven management style. The Company has grown nationwide and has been able to withstand the challenges of the global economic meltdown with élan under the leadership of Mr. Danmal and he possesses the right set of skills, experience & knowledge required for the future prospects of the Company and under his leadership.
Remuneration proposed	Total remuneration not exceeding Rs. 5,00,000 per month. Commission (In addition to the Total remuneration): As stated in the explanatory statement to Item No. 4
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)	Taking into consideration the size of the Company, the profile of Mr. Danmal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. Further, the remuneration proposed is in line with the Remuneration Policy of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Besides the remuneration proposed to be paid to Mr. Danmal, he does not have any other pecuniary relationship with the Company or with any other Directors or Key Managerial Personnels except Mr. Rakesh Porwal, Director of the Company who is a son of Mr. Danmal.
OTHER INFORMATION	



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Reasons of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 32.59 lakhs for the year ended 31st March, 2023.
Steps taken or proposed to be taken for improvement.	<i>Not Applicable as the Company has sufficient profits.</i>
Expected increase in productivity and profits in measurable terms.	<i>Not Applicable as the Company has sufficient profits.</i>
DISCLOSURES	The disclosures on remuneration package and details of all elements of remuneration package, details of fixed components and stock options details etc. are given in the Corporate Governance Report which forms an annexure to the Directors' Report.



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CIN - L45201WB1996PLC077451

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Danmal Porwal
Category	Managing Director designated as Chairman cum Managing Director
DIN	00581351
Date of Birth	13/03/1943
Age	80
Nationality	Indian
Date of Appointment	01/10/2020
Directorship held in other companies	1. Tarchem Private Limited 2. Shobha Chemical Industries Private Limited 3. Hansganga Chemicals Private Limited 4. Shree Tulsi Lefin Private Limited
Memberships/Chairmanships of Committees across Companies	Nil
Listed Companies from which the person has resigned in the past three years	Nil
Brief Resume/ Profile covering experience/ expertise in specific area, achievements, etc.	Mr. Danmal Porwal possesses 48 years of experience in the Chemical and Finance industry
Qualifications	B.SC in agriculture from Rajasthan University
Terms and conditions of appointment / reappointment	Liable to retire by rotation
Date of first appointment on the Board of the Company	04/05/1998
Shares held in the Company	57,100 equity shares representing (1.14%)
Details of remuneration last drawn by	Rs. 18,00,000



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such person (FY 2022-23)	
Details of remuneration sought to be paid for 2 years	Not exceeding Rs. 5,00,000/- per month
Disclosure of relationships with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Danmal is the father of Mr. Rakesh Porwal, Director of the Company
Number of meetings of the Board attended during the Financial Year 2022-23	5

Registered Office:

409, Swaika centre,
4A Pollock Street,
Kolkata, WB-700001

CIN: L45201WB1996PLC077451

E-mail: info@dynamicarchistruktures.com

Website: www.dynamicarchistruktures.com

Tel.: 033-22342673

Place: Kolkata

Date: September 02, 2023

By Order of the Board

For Dynamic Archistruktures
Limited

Danmal Porwal
Managing Director
DIN: 00581351



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ATTENDANCE SLIP

NAME AND ADDRESS OF THE SHAREHOLDER:

D.P. Id*	
Client Id*	

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

I/We hereby record my/our presence at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company held on Saturday, September 30, 2023 at 12 p.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 Archistruktures 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 Archistruktures 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 Seventh Annual General Meeting of the Company to be held at 409, Swaika Centre, 4A, Pollock Street, Kolkata, West Bengal on Saturday, the 30th day of September 2023 at 12 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:



DYNAMIC ARCHSTRUCTURES LIMITED

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

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

CIN - L45201WB1996PLC077451

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, 2023 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Danmal Porwal (DIN: 00581351), who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To appoint M/s. Anand Jimnani & Associates, Chartered Accountants (ICAI Firm Registration Number 009604C), as Statutory Auditors of the Company.			
SPECIAL BUSINESS				
4.	To approve the remuneration of Mr. Danmal Porwal (DIN: 00581351), Managing Director of the Company designated as Chairman cum Managing Director, for the remaining period- of 2 years of his 5 years current tenure.			

Signed this day of2023.

Signature of the Member:

Signature of Proxy holder(s):

Affix Re.1/-
Revenue
Stamp

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;



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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.

ROUTE MAP

Landmark: Near Tea Board

