

*32<sup>nd</sup>*

*Annual Report  
2020-2021*



DYNAMIC INDUSTRIES LIMITED

Registered Office : Plot No. 5501/2, Phase III, G.I.D.C., Vatva, Ahmedabad - 382 445.



## **BOARD OF DIRECTORS**



**HARIN D. MAMLATDARNA**  
CHAIRMAN & WHOLE TIME DIRECTOR

**NEERAJ SHAH**  
MANAGING DIRECTOR

**APURVA MODI**  
WHOLE TIME DIRECTOR

**JATINBHAI B. SURTI**  
(NON-EXECUTIVE DIRECTOR / INDEPENDENT)

**PRAVINCHANDRA D. MASTER**  
(NON-EXECUTIVE DIRECTOR / INDEPENDENT)

**MRS. VIRAJ D. SHAH**  
(NON-EXECUTIVE DIRECTOR / INDEPENDENT)



**SECRETARIAL AUDITOR**  
MR. CHINTAN K. PATEL  
Practicing Company Secretary

**AUDITORS**  
M/S. ASHOK K. BHATT & CO.  
Chartered Accountants  
B-603, Signature - 2, Nr. Sarkhej-Sanand Circle,  
S. G. Road, Ahmedabad - 382 210.

**BANKERS**  
HDFC BANK LTD.  
Vatva Branch  
Vatva, Ahmedabad.

**REGISTRARS & SHARE TRANSFER AGENTS**  
LINK INTIME INDIA PVT. LTD.  
5<sup>th</sup> Floor, 506-508, Amarnath Business Centre-1 (ABC-1),  
Beside Gala Business Centre,  
Nr. St. Xavier's College Corner, Off. CG Road,  
Navrangpura, Ahmedabad-380009.



**REGISTERED OFFICE & FACTORY-2 :**  
Plot No. 5501/2, Phase III,  
Nr. Trikampura Cross Roads, GIDC,  
Vatva, Ahmedabad - 382 445.  
**Website : [www.dynaind.com](http://www.dynaind.com)**  
**ISIN No. : INE457C01010**

**FACTORY-1 :**  
Plot No. 125, Phase - I,  
Nr. Trikampura Cross Roads, GIDC,  
Vatva, Ahmedabad - 382 445.  
**E-mail : [accounts@dynaind.com](mailto:accounts@dynaind.com)**  
**CIN No. : L24110GJ1989PLC011989**

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## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Dynamic Industries Limited will be held on Monday, 27<sup>th</sup> Day of September, 2021 at 03:00 p.m. through video conferencing/other audio visual means to transact following business:

### ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2021 including Audited Balance Sheet as at 31<sup>st</sup> March, 2021 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 1/- (10%) per Equity Share of the nominal value of Rs. 10.00 each for the year ended on 31<sup>st</sup> March, 2021 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of Rs. 1.00 (One Rupees only) per equity share of Rs. 10/- (Ten Rupees) each fully paid up of the company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2021 and the same be paid to shareholders whose name appear on record date as fixed by the Board of Directors of the Company, out of the profits of the Company for the Financial Year ended March 31, 2021.”

3. To re-appoint Mr. Harin Mamlatdarna (DIN: 00536250), who is liable to retire by rotation as Director and being eligible, offers himself for re-appointment and in this regard, 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 Section 152(6) of the Companies Act, 2013 and the rules made thereunder, Mr. Harin Mamlatdarna (DIN : 00536250), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS :

4. To re-appoint Mr. Harin Dhanvantlal Mamlatdarna (DIN: 00536250) as Chairman and Whole Time Director of the Company and in this regard to consider and if thought fit, to pass with or without modification (s) as a Special Resolution:

“RESOLVED THAT pursuant to Provisions of Section 152, 196, 197, 198, 203 and Schedule V and all other provisions applicable, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Appointment and Remuneration) Rules, 2014 and any other statutory approval if any, the Company hereby re-appoints Mr. Harin Dhanvantlal Mamlatdarna (DIN: 00536250) as Chairman and Whole Time Director for a period of 3 (Three) years commencing from 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2024, with such remuneration as recommended by Nomination and Remuneration Committee as set out in the explanatory statement Item No. 4 appended hereto and forming part of this Notice and with liberty to the Board of Directors to alter, vary or modify the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Harin Dhanvantlal Mamlatdarna (DIN: 00536250) within the limits specified in the Companies Act, 2013 and Rules made thereunder.”

“RESOLVED FURTHER THAT the remuneration and perquisites set out to be paid to Mr. Harin Dhanvantlal Mamlatdarna as minimum remuneration during the tenure of his re-appointment notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profits or the profits made are inadequate.”

“RESOLVED FURTHER THAT the remuneration and perquisites including the monetary value thereof as specified be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of Managerial remuneration under the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendments or re-enactments thereof and as may be mutually decided between the Company and Mr. Harin Dhanvantlal Mamlatdarna be suitably amended to give effect to the same in such manner as may be agreed to by and between the Board and Mr. Harin Dhanvantlal Mamlatdarna.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized, without any further reference or approval of members of the Company, to accept and alter and vary the terms and conditions of the said re-appointment or any amendments or modifications that may hereafter be made thereto within the permissible limits of Schedule V read with various provisions of the Act and rules made there under, once the same is approved by members of the company.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

5. To appoint Mr. Apurva Kamleshbhai Modi (DIN: 07046796) as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass with or without modification (s) as a Special Resolution:

“RESOLVED THAT pursuant to Provisions of Section 152, 196, 197, 198, 203 and Schedule V and all other provisions applicable, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Appointment and Remuneration) Rules, 2014 and any other statutory approval if any, the Company hereby appoints Mr. Apurva Kamleshbhai Modi (DIN: 07046796) as Whole Time Director for a period of 3 (Three) years commencing from 27<sup>th</sup> July, 2021 to 26<sup>th</sup> July, 2024, with such remuneration as recommended by Nomination and Remuneration Committee as set out in the explanatory statement Item No. 5 appended hereto and forming part of this Notice and with liberty to the Board of Directors to alter, vary or modify the terms and conditions of the said appointment and / or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Apurva Kamleshbhai Modi (DIN: 07046796) within the limits specified in the Companies Act, 2013 and Rules made thereunder.”

“RESOLVED FURTHER THAT the remuneration and perquisites set out to be paid to Mr. Apurva Kamleshbhai Modi (DIN: 07046796) as minimum remuneration during the tenure of his appointment notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profits or the profits made are inadequate.”

“RESOLVED FURTHER THAT the remuneration and perquisites including the monetary value thereof as specified be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of Managerial remuneration under the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendments or re-enactments thereof and as may be mutually decided between the Company and Mr. Apurva Kamleshbhai Modi (DIN: 07046796) be suitably amended to give effect to the same in such manner as may be agreed to by and between the Board and Mr. Apurva Kamleshbhai Modi.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized, without any further reference or approval of members of the Company, to accept and alter and vary the terms and conditions of the said appointment or any amendments or modifications that may hereafter be made thereto within the permissible limits of Schedule V read with various provisions of the Act and rules made there under, once the same is approved by members of the company.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

6. To appoint Mr. Neeraj Shah (DIN: 05112261) as Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification (s) as a Special Resolution:

“RESOLVED THAT pursuant to Provisions of Section 152, 196, 197, 198, 203 and Schedule V and all other provisions applicable, if any, (including any statutory modifications or re-enactment thereof, for the time being in force), read with Companies (Appointment and Remuneration) Rules, 2014 and any other statutory approval if any, the Company hereby appoints Mr. Neeraj Shah (DIN: 05112261) as Managing Director for a period of 3 (Three) years commencing from 27<sup>th</sup> July, 2021 to 26<sup>th</sup> July, 2024, with such remuneration as recommended by Nomination and Remuneration Committee as set out in the explanatory statement Item No. 6 appended hereto and forming part of this Notice and with liberty to the Board of Directors to alter, vary or modify the terms and conditions of the said appointment and / or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Neeraj Shah (DIN: 05112261) within the limits specified in the Companies Act, 2013 and Rules made thereunder.”

“RESOLVED FURTHER THAT the remuneration and perquisites set out to be paid to Mr. Neeraj Shah (DIN: 05112261) as minimum remuneration during the tenure of his appointment notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profits or the profits made are inadequate.”

“RESOLVED FURTHER THAT the remuneration and perquisites including the monetary value thereof as specified be varied, increased, expanded, enhanced, enlarged, widened or altered in accordance with the provisions relating to the payment of Managerial remuneration under the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendments or re-enactments thereof and as may be mutually decided between the Company and Mr. Neeraj Shah (DIN: 05112261) be suitably amended to give effect to the same in such manner as may be agreed to by and between the Board and Mr. Neeraj Shah (DIN: 05112261).”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized, without any further reference or approval of members of the Company, to accept and alter and vary the terms and conditions of the said appointment or any amendments or modifications that may hereafter be made thereto within the permissible limits of Schedule V read with various provisions of the Act and rules made there under, once the same is approved by members of the company.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

7. To appoint Mrs. Viraj Shah (DIN: 07220630) as an Independent Director of the Company for the Second Term and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to sections 149, 150 and 152 of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all the other applicable provision(s), if any, of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded to re-appoint Mrs. Viraj Shah (DIN: 07220630), to the office of Independent Director, for the second term of five consecutive years effective from 29<sup>th</sup> July, 2020 to 30<sup>th</sup> July, 2025, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized as to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

8. Reclassification of the Status of Promoters & Promoter Group and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Clause 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the “Applicants”) and currently forming part of the “Promoter and Promoter Group” holding any Equity Shares of the Company, from “Promoter & Promoter Group” to the “Public”.

No.	Name	No. of Equity Shares held	Percentage of Holding
1	Deepak N. Chokshi	Nil	0.00%
2	Beenaben Deepak Chokshi	Nil	0.00%
3	Bimal D. Chokshi	Nil	0.00%
4	Ronak D. Chokshi	Nil	0.00%
5	Dinesh Jasraj Jain	Nil	0.00%
6	Ornet Intermediates Private Limited	Nil	0.00%

“RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT any one of the Directors, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.”

9. To approve the continuation of directorship of Mr. Jatinbhai Biharilal Surti (DIN: 05195572), Independent Director, who will attained the age of 75 years and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Special Resolution:

“RESOLVED THAT in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for continuation of directorship, of Jatinbhai Biharilal Surti (DIN: 05195572), Independent Director, who will attained the age of 75 years, on the existing terms and conditions of his appointment.

## DYNAMIC INDUSTRIES LIMITED

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution.”

10. Approval of Related Party Transactions.

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 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the financial year 2021-22 & 2022-23.

Name of Related Party	Maximum amount of transaction/s	Type of Transaction	Financial Year
Prima Chemicals	Rs. 30 Crores	Purchase / Sale of Goods, Services and/or any other business activities	2021-22
Prima Chemicals	Rs. 30 Crores	Purchase / Sale of Goods, Services and/or any other business activities	2022-23

“RESOLVED FURTHER that Mr. Harin Mamlatdarna, Wholetime Director and Mr. Neeraj Shah, Managing Director of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office :**

Plot No. 5501/2, Phase-III,  
Nr. Trikampura Cross Road,  
G. I. D. C. Vatva, Ahmedabad - 382 445.  
CIN : L24110GJ1989PLC011989  
Tel. : 91-79-25833835, 25891835  
Website : www.dynaind.com

**By Order of the Board of Directors**

**-Sd/-**

**HARIN D. MAMLATDARNA**  
*Chairman and Whole Time Director*  
**DIN : 00536250**

**Place : Ahmedabad**

**Date : 25<sup>th</sup> August, 2021**



## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 4 of the Notice :

Mr. Harin Dhanvantlal Mamlatdarna was re-appointed as Chairman and Wholetime Director of the Company for a period of 2 years (1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2021) hence his term as Chairman and Wholetime Director of the Company is going to be expired on 30<sup>th</sup> September, 2021. The Board Members re-appointed Mr. Harin Dhanvantlal Mamlatdarna as Chairman and Whole Time Director of the Company on 20<sup>th</sup> August, 2021 for a period of three years w.e.f. 1<sup>st</sup> October, 2021 to 30<sup>th</sup> September, 2024 on the terms & conditions recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has considered the matter and recommended the terms of the Remuneration to the Board, subject to the approval of members by way of special resolution under various Sections of the Act read with Schedule- V of the Companies Act, 2013.

He is graduate in commerce and handling marketing, finance, accounting, and administration of the Company. He has experience of 41 years in the field of dyes and chemicals. He had also visited number of European and Asian Countries as well as USA to acquaint himself with latest technology. He has vast experience in management, administration and effective policy formulations for efficient and smooth running of the Company. In view of the manifold increase in role and responsibility of Mr. Harin Dhanvantlal Mamlatdarna, the Board approved the re-appointment of Mr. Harin Dhanvantlal Mamlatdarna as Chairman and Whole Time Director of the Company for a period of three years w.e.f. 1<sup>st</sup> October, 2021 as his period of office is to be expired on 30<sup>th</sup> September, 2024. The details of the remuneration payable to Mr. Harin Dhanvantlal Mamlatdarna, as Chairman and Whole Time Director and as contained in the resolution, are set out below:

- a) **Salary :** Gross Salary of Rs. 2.60 Lacs per month with suitable increment on 1<sup>st</sup> April each year at the discretion of the Board of Directors but within the limit of Schedule V and other applicable provisions of the Companies Act, 2013 So, long as he functions as such, he shall not be paid any sitting fees for attending meeting of the Board of Directors or committees thereof.
- b) **Perquisites :** Furnished accommodation, electricity, water, gas and furnishings, medical reimbursements, leave travel concessions for self and family, club fees, medical insurance, personal accident insurance, leave encashment, benefits of Provident Fund and Gratuity Fund, car and telephone, any other allowances etc. in accordance with the rules of the Company.

In case, no accommodation is provided to Mr. Harin Dhanvantlal Mamlatdarna, he will be paid House Rent Allowance as per rules of the Company. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing and Whole Time Directors in accordance with Schedule V to the Act or any amendments made hereafter in this regard. In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company may pay to Mr. Harin Dhanvantlal Mamlatdarna remuneration by way of Salary, allowances and perquisites as per section II of part II of Schedule V of the Companies Act, 2013.

The Company shall reimburse actual entertainment and travelling expense incurred by the Director in connection with the Company's business.

This statement containing following information is given as per Clause-A of Section II of part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION		
1. Nature of Industry	Manufacturing of Chemicals and dyes.	
2. Date or expected date of commencement commercial production.	Existing Company and hence not applicable.	
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.	
4. Financial Performance based on given indicators (As at 31st March 2021)	<b>Particulars</b> Turnover (Net Sales) Gross Profit Net profit before tax Debt Equity Ratio Current Ratio Net Worth	<b>Rs. In Lacs</b> 3498.56 775.66 44.49 0.04 3.74 4525.12

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	5. Export Performance	The Company has achieved export Turnover FOB value of Rs. 788.56 Lacs for the financial year ended on 31 <sup>st</sup> March, 2021
	6. Foreign Investments or collaborators, if any	None
<b>II. INFORMATION / RESUME ABOUT THE APPOINTEE :</b>		
	1. Background Details/Qualification	Mr. Harin Dhanvantlal Mamlatdarna is graduate in commerce and handling production, marketing, commercial matters, and administration of the Company. He has experience of 38 years in the field of dyes and chemicals.
	2. Past Remuneration	Remuneration paid for the financial year 2020-21 is Rs. 18 Lacs
	3. Recognition or Awards	Mr. Harin Dhanvantlal Mamlatdarna is Member of Committee of Administration and Chairman-Dyes & Dye Intermediates Panel of CHEMEXCIL.
	4. Job Profile and his expertise in specific functional areas	Mr. Harin Dhanvantlal Mamlatdarna Handling multiple portfolio in field of production, marketing, commercial matters, and administration. He has wide knowledge of the industry and markets that the company operates in, and has been instrumental in the turnaround of the company over the last few years
	5. Remuneration Proposed	As mentioned salary given in the preceding paras
	6. Comparative remuneration profile with respect to industry size of the company, profile of the position and person	The proposed remuneration is commensurate with level skills, experience of the appointee. Mr. Harin Dhanvantlal Mamlatdarna has been re-appointed and re-designated as Chairman and Whole Time Director having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.
	7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He belongs to promoter group and KMP of the Company apart from this There is no pecuniary relation whether directly or indirectly with the company, Mr. Apurva Kamleshbhai Modi, Wholetime Director of the Company is Son in Law of Mr. Harin Mamlatdarna, Chairman & Wholetime Director of the Company.
<b>III. OTHER INFORMATION :</b>		
	1. Reasons of loss or inadequate profits.	Due to increase in competition in the Chemical industry the profit margin were low in order to survive in the market. So, profit for the financial year ended on 31 <sup>st</sup> March, 2021 was inadequate to for payment of such remuneration.
	2. Steps taken or proposed to be taken for improvement	Efforts are made for cost cutting to improve margins. Further other administrative and other expenses will be controlled
	3. Expected increase in productivity and profits in measurable terms	Strict steps will be taken to control fixed costs and inventory costs, which will enable Company to improve its turnover and profits in years to come with normative numbers calculated with reference to good returns from the Chemical Industry.
<b>IV. DISCLOSURES :</b>		
	1	The remuneration package of Mr. Harin Dhanvantlal Mamlatdarna has been enumerated above. Resolution for the same include all the details.
	2	The required disclosure to the shareholders of the Company about remuneration package of the managerial person and all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc., of all the directors; details of fixed component and performance linked incentives along with the performance criteria; Service contract, notice period, severance fees; Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable has been made in the Annual Report of the Company for the Financial Year 2020-21, wherever applicable



The re-appointment Mr. Harin Dhanvantlal Mamlatdarna as Chairman and Whole Time Director of the company requires special majority of the members under Section 196, 197, 198 & 203 read with provisions of sub-clause (A) of section II of part II of Schedule V of the Companies Act, 2013, for payment of remuneration.

The Company has not made any default in repayment of any of its debts, loans (including public deposits) or debentures or interest payable thereon in terms of the proviso of sub clause (ii) of Clause B of section II of Part II of schedule V of the Companies Act, 2013.

Consequently the said resolution for re-appointment Mr. Harin Dhanvantlal Mamlatdarna as Chairman and Whole Time Director for a period of three years on the remuneration as set out in the resolution, requires approval of Members in General Meeting with special majority.

Hence, your directors recommend the resolution for your approval

As the resolution for re-appointment has been proposed for three years with remuneration within the limits prescribed under Clause-A of section II of part II of schedule V of the Act, and hence the approval of Central Government is not required.

Except Mr. Harin Dhanvantlal Mamlatdarna & Mr. Apurva Kamleshbhai Modi none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution and recommend your acceptance thereof in the interest of the Company.

The notice and explanatory statement may be treated as an abstract of terms and memorandum of interest under section 190 of the Companies Act, 2013, regarding re-appointment of Mr. Harin Dhanvantlal Mamlatdarna Chairman and Whole Time Director of the Company to be circulated to the shareholders of the company and the requirement of the said act may be deemed to have been sufficiently complied with.

#### Item No. 5 of the Notice :

Mr. Apurva Kamleshbhai Modi (DIN: 07046796) was appointed Wholetime Director of the Company for a period of 3 years (27<sup>th</sup> July, 2021 to 26<sup>th</sup> July, 2024) in the Board meeting held on 27/07/2021 subject to approval of members in the ensuing General Meeting. The Board Members appointed Mr. Apurva Kamleshbhai Modi as Whole Time Director of the Company on 27<sup>th</sup> July, 2021 for a period of three years w.e.f. 27<sup>th</sup> July, 2021 to 26<sup>th</sup> July, 2024 on the terms & conditions recommended by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has considered the matter and recommended the terms of the Remuneration to the Board, subject to the approval of members by way of special resolution under various Sections of the Act read with Schedule- V of the Companies Act, 2013.

Mr. Apurva Kamleshbhai Modi is Master of Science in Organic Chemistry (US). He has been involved in development of several new products, setting up of new plants to commercialize them and also developing the end markets. He brings with him 12 years of rich experience in the field of dyes manufacturing and marketing. In view of the manifold increase in role and responsibility of Mr. Apurva Kamleshbhai Modi, the Board approved the appointment of Mr. Apurva Kamleshbhai Modi as Whole Time Director of the Company for a period of three years w.e.f. 27<sup>th</sup> July, 2021 his period of office is to be expired on 26<sup>th</sup> July, 2024. The details of the remuneration payable to Mr. Apurva Kamleshbhai Modi, Whole Time Director and as contained in the resolution, are set out below :

- c) **Salary** : Gross Salary of Rs. 3.00 Lacs per annum with suitable increment on 1<sup>st</sup> April each year at the discretion of the Board of Directors but within the limit of Schedule V and other applicable provisions of the Companies Act, 2013 So, long as he functions as such, he shall not be paid any sitting fees for attending meeting of the Board of Directors or committees thereof.
- d) **Perquisites** : Furnished accommodation, electricity, water, gas and furnishings, medical reimbursements, leave travel concessions for self and family, club fees, medical insurance, personal accident insurance, leave encashment, benefits of Provident Fund and Gratuity Fund, car and telephone, any other allowances etc. in accordance with the rules of the Company.

In case, no accommodation is provided to Mr. Apurva Kamleshbhai Modi, he will be paid House Rent Allowance as per rules of the Company. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing and Whole Time Directors in accordance with Schedule V to the Act or any amendments made hereafter in this regard. In the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company may pay to Mr. Apurva Kamleshbhai Modi remuneration by way of Salary, allowances and perquisites as per section II of part II of Schedule V of the Companies Act, 2013.

The Company shall reimburse actual entertainment and travelling expense incurred by the Director in connection with the Company's business.

This statement containing following information is given as per Clause-A of Section II of part II of Schedule V of the Companies Act, 2013

## DYNAMIC INDUSTRIES LIMITED

I. GENERAL INFORMATION																
1. Nature of Industry	Manufacturing of Chemicals and dyes.															
2. Date or expected date of commencement commercial production.	Existing Company and hence not applicable.															
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Existing Company and hence not applicable.															
4. Financial Performance based on given indicators (As at 31st March 2021)	<table><tr><td><b>Particulars</b></td><td><b>Rs. In Lacs</b></td></tr><tr><td>Turnover (Net Sales)</td><td>3498.56</td></tr><tr><td>Gross Profit</td><td>775.66</td></tr><tr><td>Net profit before tax</td><td>44.49</td></tr><tr><td>Debt Equity Ratio</td><td>0.04</td></tr><tr><td>Current Ratio</td><td>3.74</td></tr><tr><td>Net Worth</td><td>4525.12</td></tr></table>		<b>Particulars</b>	<b>Rs. In Lacs</b>	Turnover (Net Sales)	3498.56	Gross Profit	775.66	Net profit before tax	44.49	Debt Equity Ratio	0.04	Current Ratio	3.74	Net Worth	4525.12
<b>Particulars</b>	<b>Rs. In Lacs</b>															
Turnover (Net Sales)	3498.56															
Gross Profit	775.66															
Net profit before tax	44.49															
Debt Equity Ratio	0.04															
Current Ratio	3.74															
Net Worth	4525.12															
5. Export Performance	The Company has achieved export Turnover FOB value of Rs. 788.56 Lacs for the financial year ended on 31 <sup>st</sup> March, 2021															
6. Foreign Investments or collaborators, if any	None															
II. INFORMATION / RESUME ABOUT THE APPOINTEE :																
1. Background Details/Qualification	Mr. Apurva Kamleshbhai Modi is Master of Science in Organic Chemistry (US). He has been involved in development of several new products, setting up of new plants to commercialize them and also developing the end markets. He brings with him 12 years of rich experience in the field of dyes manufacturing and marketing.															
2. Past Remuneration	Not Applicable															
3. Recognition or Awards	Mr. Apurva Kamleshbhai Modi is Master of Science in Organic Chemistry (US). He has been involved in development of several new products, setting up of new plants to commercialize them and also developing the end markets.															
4. Job Profile and his expertise in specific functional areas	Mr. Apurva Kamleshbhai Modi (DIN: 07046796) has rich experience of more than a decade in the field of dyes manufacturing and marketing. The Board is of the opinion that his inclusion in the Board of Directors will be advantageous to the Company.															
5. Remuneration Proposed	As mentioned salary given in the preceding paras															
6. Comparative remuneration profile with respect to industry size of the company, profile of the position and person	The proposed remuneration is commensurate with level skills, experience of the appointee. Mr. Apurva Kamleshbhai Modi has been appointed Whole Time Director having superintendence and control of the Board of Directors of the Company to carry out such duties on day to day basis as entrusted to him. The remuneration proposed is in line with and prevailing in similar industry and having regard to the size of the Company.															
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He belongs to promoter group and KMP of the Company apart from this There is no pecuniary relation whether directly or indirectly with the company. Mr. Apurva Kamleshbhai Modi, Wholetime Director of the Company is Son in Law of Mr. Harin Mamlatdarna, Chairman & Wholetime Director of the Company.															