DYNEMIC PRODUCTS LTD.

25th ANNUAL REPORT
2014-2015

THE NAME BEHIND
COLORS OF MODERN LIFE

Bhagwandas K. Patel
Managing Director

Dear Members,

I am pleased to present the 25th Annual Report of our Company for the financial year 2014-15. It's our 25th year of establishment wherein we had succeeded a lot with cooperation of all my colleagues, members, employees etc.

The Financial Year 2014-15, remained a challenging year though we continued to deliver satisfactory results. We achieved a sales turnover of Rs. 125 crores comprising Rs. 38 crores in the domestic market and Rs. 87 crores in exports. Comparing to previous year the turnover are high by 10% but net profits are low by 9%. The impact is due to violate market conditions, rising costs and strict pollution norms.

The setting-up of Unit-III in Dahej is currently under Government approval wherein we are going to undertake expansion in three phases. The set up of first phase will start immediately after receiving Government approval.

This year the Board of Directors had decided to skip dividend to go for expansion with internal accruals. Hope the members will respect the decision of Board.

As far as year 2015-16 is concerned, your Management is predicting this year also a challenging as looking to current scenario the market is much violate and much unpredictable.

On behalf of Board and the Management team, we wish to thank you for your undivided commitment, trust and faith in us. We will continue to build and deliver attractive returns. We would also like to thank our customers, vendors, bankers, insurance companies, consultants and advisors who always stood by us and extended strong support to us in all circumstances. We also take this opportunity to appreciate our employees who with their powerful sense of commitment and belonging helped the company to achieve the desired results.

Bhagwandas K. Patel
Managing Director

"I can't change the direction of wind, but I can adjust my sails to always reach my destination."

- Jimmy Dean

CORPORATE INFORMATION

BOARD OF DIRECTORS

Bhagwandas K. Patel	-	Managing Director
Dashrathbhai P. Patel	-	Whole Time Director
Rameshbhai B. Patel	-	Whole Time Director
Dixit B. Patel	-	Whole Time Director
Jagdishbhai S. Shah	-	Independent Director
Vishnubhai G. Patel	-	Independent Director (upto 14.02.2015)
Shankarlal B. Mundra	-	Independent Director
Ashishbhai R. Joshi	-	Independent Director
Rashmi A. Aahuja	-	Independent Director (wef 14.02.2015)

COMMITTEES OF DIRECTORS

Audit Committee
Ashishbhai R. Joshi
Jagdishbhai S. Shah
Bhagwandas K. Patel

Nomination and Remuneration Committee
Shankarlal B. Mundra
Jagdishbhai S. Shah
Vishnubhai G. Patel (upto 14.02.15)
Rashmi A. Aahuja (wef 30.05.15)

Stakeholders Relationship Committee
Shankarlal B. Mundra
Bhagwandas K. Patel

Corporate Social Responsibility Committee
Bhagwandas K. Patel
Jagdishbhai S. Shah
Ashishbhai R. Joshi

Company Secretary
Varsha Mehta

Chief Financial Officer
Amisha Patel

Registered Office
B-301, Satyamev Complex-1,
Opposite New Gujarat High Court,
S.G. Highway, Sola, Ahmedabad – 380060.
Telephone No. : 079-27663071/76 Fax No. : 079-27662176
Email : cs@dynemic.com Website : www.dynemic.com

Plant Location
Unit-1 : 6401, 6402, 6415, 6416, 6400, 6400/1,
GIDC Estate, Ankleshwar – 393 002.

Unit-2 : 3709/6, 3710/1, 3710/3,
GIDC Estate, Ankleshwar – 393 002.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Boards' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

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TWENTYFIFTH ANNUAL GENERAL MEETING

DATE : September 25, 2015
DAY : Friday
TIME : 4.00 P.M.
PLACE : The White Leaf Hotel, 10/2, Opposite The Grand Bhagwati, S.G. Road, Bodakdev, Ahmedabad – 380 054.
NOTE :
1. Shareholders are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
2. No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.
3. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Ms. Varsha Mehta, Company Secretary at the Registered Office of the Company at least ten days prior to the date of the Meeting, so that the information required can be made readily available at the Meeting.

DYNEMIC PRODUCTS LIMITED
Regd. Office : B-301, Satyamev Complex-1, Opposite New Gujarat High Court,
S.G. Highway, Sola, Ahmedabad – 380 060.
CIN : L24100GJ1990PLC013886

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Company will be held at The White Leaf Hotel, 10/2, Opposite The Grand Bhagwati, S.G. Road, Bodakdev, Ahmedabad – 380 054 on Friday, 25th September, 2015, at 4.00 p.m. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To appoint a Director in place of Shri Rameshbhai B. Patel, (holding DIN No. 00037568), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution :

   "RESOLVED THAT re-appointment of M/s. Shah Rajesh & Associates, Chartered Accountants, Ahmedabad, having firm registration no. - 109767W allotted by The Institute of Chartered Accoutants of India, as statutory auditors of the company to hold office, from the conclusion of this annual general meeting till the conclusion of the next annual general meeting for the 2nd year in the term of three years as recommended by the audit committee and approved by the board of directors of the company, in terms of section 139 of the Companies Act,2013 read with the Companies (Audit and Auditors) Rules, 2014 on such remuneration, as may be mutually agreed upon between the board of directors of the company and the statutory auditors in addition to reimbursement of service tax, travelling and out-of –pocket expenses, be and is hereby ratified."

Special Business :

4. 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 149, 150 & 152 and other applicable provisions of Companies Act, 2013("the Act") , if any, read with Schedule IV of the Act rules of Companies (Appointment and Qualification of Directors),2014 (the rules) and Clause 49 of the Listing agreement (including any statutory modification(s) or re-enactment thereof), Ms. Rashmi A. Aahuja, (DIN : 06976600), who was appointed as an Additional Director of the Company, w.e.f. 14/02/2015 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, and who holds office till the conclusion of this Annual General Meeting and who is eligible for appointment as a Independent Director pursuant to Companies Act, 2013 and Listing Agreement and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 consecutive years upto 25th September, 2020"
5. 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 197, 203, 196, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, Shri Bhagwandas K. Patel (DIN : 00045845) be and is hereby re-appointed as Managing Director of the Company for further period of five years with effect from September 1, 2015 on the following terms and conditions as set out hereunder :-

   Salary :

   Gross Salary Rs. 188500/- (Rupees One Lac Eighty Eight Thousand Five Hundred only) per month (in the scale of Rs. 200000/- to Rs. 400000/-), Bonus and Encashment of leave as per company's rule.

   Commission :

   Commission at the rate of 1.5% to 3% on the sale of products which are not manufactured by the Company, which is exclusively handled by the Managing Director.

   Commission @ 2% of the net profit of the Company, as calculated for the whole financial year.

   Period :

   From 01.09.2015 to 31.08.2020

RESOLVED FURTHER THAT the Board be and is hereby authorized 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, as amended from time to time.

SITTING FEES : As long as Shri Bhagwandas K. Patel functions as the Managing Director, he shall not be paid any sitting fees for attending the meetings of the Board of Directors / Committee thereof.

RESOLVED FURTHER THAT in the event of the Company not earning any profit / earning inadequate profits during any financial year during the currency of the tenure of Shri Bhagwandas K. Patel, as Managing Director, the remuneration payable shall be as per limit prescribed in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and deeds as may be expedient to give effect to this resolution."

6. To re-appoint Shri Dashrathbhai P. Patel (DIN : 00008160) as a Wholetime Director 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 Sections 197, 203 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, approval be and is hereby accorded to the re-appointment of Shri Dashrathbhai P. Patel as a Whole Time Director of the Company, for a period of 5 (five) years with effect from September 1, 2015, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or reenactment thereof. Upon re-appointment as a Whole time Director his office shall be liable to retire by rotation and the reappointment as such director shall not be deemed to constitute a break in his office of Whole Time Director."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution."

7. To re-appoint Shri Rameshbhai B. Patel (DIN : 00037568) as a Wholetime Director 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 Sections 197, 203 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the relevant provisions of the Articles of Association of the Company and all applicable guidelines as applicable from time to time, approval be and is hereby accorded to the re-appointment of Shri Rameshbhai B. Patel as a Whole Time Director of the Company, for a period of 5 (five) years with effect from September 1, 2015, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or reenactment thereof. Upon re-appointment as a Whole time Director his office shall be liable to retire by rotation and the reappointment as such director shall not be deemed to constitute a break in his office of Whole Time Director."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this Resolution."

8. To Consider and if thought fit to pass the following resolution with or without modification as an Ordinary Resolution:-

To ratify payment of remuneration to the Cost Auditors of the Company for FY 2015-16

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any of the Companies Act, 2013, payment of Remuneration of Rs. 85,000 (Rupees Eighty Five Thousand only) (apart from reimbursement of out-of pocket expenses incurred for the purpose of Audit) to M/s S.A. and Associates, Cost Accoutant Ahmedabad ((having firm registration No. 000347), for conducting the audit of Cost Records of the Company for the financial year 2015-16, be and is hereby approved and ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Ahmedabad
8th August, 2015

Varsha R. Mehta
Company Secretary
Membership No. A24312

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF, SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the commencement of the meeting.

3. **Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Ms. Varsha Mehta, Company Secretary at the Registered Office of the Company at least ten days prior to the date of the Meeting, so that the information required can be made readily available at the Meeting.**

4. All documents referred to in the notice and annexures thereto along with other mandatory registers / documents are open for inspection at the registered office of the Company on all working days (except Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.

6. **The instructions for members for voting electronically are as under:-**

   (i) The voting period begins on Tuesday, September, 22, 2015 (9.00 am) and ends on Thursday, September, 24, 2015 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 18, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

   (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

   (iv) Click on "Shareholders" tab.

   (v) Now Enter your User ID

      a. For CDSL: 16 digits beneficiary ID,

      b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

      c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   (vi) Next enter the Image Verification as displayed and Click on Login.

   (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (Serial No. on the Address sticker / Postal Ballot Form / Email) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

   (ix) After entering these details appropriately, click on "SUBMIT" tab.

   (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 18, 2015.

7. Mr. Rajesh Shah, Chartered Accountant of M/s Shah Rajesh & Associates, (Membership No. 036232, FRN 109767W), C-113-B, Ganesh Meridian, Opposite Kargil Petrol Pump, Near Gujarat High Court, S.G. Road, Sola, Ahmedabad - 380060 has been appointed as the Scrutinizer to scrutinize the e-voting process and voting through ballot papers at the AGM, in a fair and transparent manner.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Ms. Rashmi A. Aahuja was appointed as an Additional Director by the Board of Directors of the Company ("the Board") during the year. Pursuant to Section 161 of the Companies Act, 2013 ("the Act"), Ms. Rashmi A. Aahuja shall hold office upto the date of ensuing Annual General Meeting of the Company. Due notice and deposit under Section 160 of the Act has been received from member proposing the appointment of Ms. Rashmi Aahuja as an Director of the Company whose period of office shall not be liable to determination by retirement of Directors by rotation.

Ms. Rashmi A. Aahuja, has given a declaration to the Board that she meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Ms. Rashmi A. Aahuja fulfills the conditions specified in the Companies Act, 2013 and Listing Agreement for appointment as Independent Director.

Ms. Rashmi A. Aahuja, is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Copy of the draft letter for appointment setting out the terms and conditions are available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that the appointment of the said Independent Director would be of immense benefit to the Company in view of her qualification and expertise as also exposure to the corporate culture and governance and it is desirable to continue to avail her services as Independent Director.

A brief profile of Ms. Rashmi A. Aahuja is setout hereunder as required under Clause 49 of the Listing Agreement :-

Ms. Rashmi A. Aahuja (DIN : 06976600) aged 34 years is a Company Secretary by Profession. She was appointed as Additional Director of the Company on 14.02.2015. Apart from professional background she holds Directorship in M/s Star Trading & Investment Limited, Amrapali Industries Limited, Vatican Commercials Limited, Jarigold Textiles Limited and Colama Commercial Company Limited. At present she is working as a Company Secretary in Bhartia Bachat Limited.

Save and except above, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the above resolutions. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board of Directors recommends the said resolution for your approval.

Item No. 5

As the existing tenure of Shri Bhagwandas K. Patel will be expiring on 31st December 2015, Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee in its meeting held on 08.08.2015 has proposed to re-appoint him as a Managing Director of the company for a further period of five years with effect from 01.09.2015, subject to the approval of Members and that of the Central Government, if required on the terms and conditions as set out in the Notice at Item No. 5.

On re-appointment his office shall not be held to be liable to retire by rotation on the remuneration determined by the Nomination and Remuneration Committee and approved by the Board.

Shri Bhagwandas K. Patel is the Managing Director and is responsible for all the day to day operations of the Company subject to superintendence and control of the Board of Directors. A brief profile of Shri Bhagwandas K. Patel is setout hereunder as required under Clause 49 of the Listing Agreement :-

Shri Bhagwandas K. Patel aged 61 years is B.Com and Inter C.A. and a pioneer and founder of the Company. He has around 26 years of experience in Sales, Marketing, Operations, Management and Finance in the existing business. He was appointed as Managing Director of the Company for a period of 5 years with effect from 01.01.2011 which was approved by the shareholders in the 21st Annual General Meeting held on 18.08.2011.

Prior to joining Dynemic he was working with M/s Britco Surgicals as a Administrative & Finance head. He holds Directorship in Dynamic Overseas (India) Private Limited. Shri Bhagwandas K. Patel is holding 1197205 Equity Shares in the Company.

The remuneration proposed to be paid to the Managing Director is comparable with the remuneration being paid for similar assignments in the industry.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Bhagwandas K. Patel as Managing Director under Section 190 of the Act.

Your Directors commend the Resolution at Item No. 5 for your approval.

Shri Dixitbhai B. Patel, a Whole Time Director of the Company may be considered as concerned and interested as being relative of Shri Bhagwandas K. Patel and Shri Bhagwandas K. Patel may be considered as concerned and interested as the resolution pertains to himself. None of the other Directors, Key Managerial Personnel and relatives thereof are in any way, concerned or interested in the resolution at Item no. 5.

ITEM No. 6 & 7

As the existing tenure of Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel will be expiring on 31st December 2015, Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee in its meeting held on 08.08.2015 has proposed to re-appoint them as Whole Time Directors, for a further period of five years with effect from 01.09.2015, subject to the approval of Members and that of the Central Government, if required on the terms and conditions as set out hereunder.

A brief profile of Shri Dashrathbhai P. Patel is setout hereunder as required under Clause 49 of the Listing Agreement :-

Shri Dashrathbhai P. Patel aged 64 years is Bachelor of Science having rich experience in colour & chemical industry and is one of the promoter of the Company. He is technological sound person and at present is In-charge of total production, R&D of Unit II, Ankleshwar. He is also marketing head of the domestic market. He was appointed as Whole Time Director of the Company for a period of 5 years with effect from 01.01.2011 which was approved by the shareholders in the 21st Annual General Meeting held on 18.08.2011.

He holds Directorship in Dynamic Overseas (India) Private Limited. Shri Dashrathbhai P. Patel is holding 677875 Equity Shares in the Company.

A brief profile of Shri Rameshbhai B. Patel is setout hereunder as required under Clause 49 of the Listing Agreement :-

Shri Rameshbhai B. Patel aged 52 years is Bachelor of Science having rich experience of above 26 years in colour & chemical industry and is one of the promoter of the Company. He is in charge of total production/R&D of Unit I at Ankleshwar. He has been instrumental and a driving force for increasing efficiency of plants, developing new product/expanding product range, selecting technology at Dynemic Products Ltd. He was appointed as Whole Time Director of the Company for a period of 5 years with effect from 01.01.2011 which was approved by the shareholders in the 21st Annual General Meeting held on 18.08.2011.

He holds Directorship in Dynamic Overseas (India) Private Limited. Shri Rameshbhai B. Patel is holding 671018 Equity Shares in the Company.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel, as Whole Time Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel are as under :

(A) Salary :

Gross Salary Rs. 143500/- and Rs. 175500/- (Rupees One Lac Forty Three Thousand Five Hundred and One Lac Seventy Five Thousand Five Hundred only) per month (in the scale of Rs. 200000/- to Rs. 400000/-), each respectively. Bonus and Encashment of leave as per company's rule.

Period :

From 01.09.2015 to 31.08.2020

The remuneration proposed to be paid to the Whole Time Director is comparable with the remuneration being paid for similar assignments in the industry. In the event of the Company not earning any profit / earning inadequate profits during any financial year during the currency of the tenure of Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel, as Whole Time Director, the remuneration payable shall be as per limit prescribed in Schedule V of the Companies Act, 2013.

SITTING FEES : As long as Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel functions as the Whole Time Director, they shall not be paid any sitting fees for attending the meetings of the Board of Directors / Committee thereof.

(B) General :

(i) Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel satisfy all the conditions set out in Part-I of Schedule V to the Act for being eligible for the re-appointment.

(ii) The office of Whole Time Director may be terminated by the Company or the concerned Director by giving the other 1 (one) month prior notice in writing.

(iii) The employment of Whole Time Director may be terminated by the Company without notice or payment in lieu of notice :

- if the Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required to render services; or
- in the event of any serious repeated or continuing breach or non-observance by the Director of any of the stipulations contained in the terms of employment with the Company; or
- in the event the Board expresses its loss of confidence in the Director.

(iv) Upon termination by whatever means of the Whole Time Director's employment :

- The Director shall immediately tender his resignation from the office as Director of the Company and from such other offices held by him in the Company, in any subsidiary and associate company and other entities without claim for compensation for loss of office,
- The Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiary or associate company.

(v) The Whole Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall authority of the Managing Director.

(vi) The Whole Time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management personnel.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel as Whole Time Directors under Section 190 of the Act.

Your Directors commend the Resolution at Item No. 6 & 7 for your approval.

Except for Shri Dashrathbhai P. Patel and Shri Rameshbhai B. Patel, none of the other Directors, Key Managerial Personnel and relatives thereof are in any way, concerned or interested in the resolution at Item no. 6 & 7 respectively.

ITEM No. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board

Ahmedabad
8th August, 2015

Varsha R. Mehta
Company Secretary
Membership No. A24312

BOARDS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 25th Annual Report together with the audited Statement of Accounts of the Company for the year ended March 31, 2015.

FINANCIAL RESULTS **(Amount in Rs.)**

PARTICULARS	YEAR ENDED ON MARCH 31, 2015	YEAR ENDED ON MARCH 31, 2014
Sales And Other Operating Income	1,28,35,67,373	1,16,36,45,325
Other Income	28,14,734	37,09,855
(a) Total Income :	1,28,63,82,107	1,16,73,55,181
(b) Total Expenditure :	1,10,55,01,643	97,73,45,243
(c) Gross Profit :		
Before Interest, Depreciation & Amortisation Charges : (c) = (a) - (b)	**18,08,80,464**	**19,00,09,938**
Less : Interest	2,24,65,193	1,36,63,941
Gross Profit after Interest but before Depreciation and Amortisation Charges	15,84,15,271	17,63,45,997
Less : Depreciation & Amortisation Charges	3,02,44,548	1,81,06,075
Operational Profit / Profit Before Tax	**12,81,70,723**	**15,82,39,921**
Less : Current Tax	4,01,10,000	5,32,90,000
Deferred Tax	(47,68,284)	26,54,066
(Excess)/Short provision for taxes for earlier years	(5,90,540)	0
Profit After Tax	**9,34,19,547**	**10,22,95,856**
Add : Profit brought forward from previous year	23,79,90,310	16,42,92,535
Profit available for appropriation	**33,14,09,857**	**26,65,88,391**
Transfer to General Reserve	**50,00,000**	**50,00,000**
Proposed Dividend	**0**	**1,69,92,674**
Tax on Dividend	**0**	**28,87,905**
Balance Carried to Balance Sheet	**32,64,09,857**	**24,17,07,813**

DIVIDEND & RESERVES

The Board have considered it financially prudent in the long term interest of the Company to reinvest the profits into the business of the Company and so this year had skipped dividend. Appx. 5% of the Net Profit Rs. 50,00,000 has been transferred to General Reserves.

COMPANY'S OPERATIONS

Information on operational and financial performance, etc. of the Company for the financial year is given in the Management Discussion and Analysis which is setout as Annexure F to the Boards' Report.

CREDIT RATING

Company has got its credit rating through CRISIL, and CRISIL has assigned CRISIL BBB/Stable on the long-term and short-term bank facilities.

ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

The information to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are set out in Annexure A to this Report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As part of its initiatives under "corporate social responsibility" (CSR), the company has contributed funds for the scheme Awareness and Eradication of Thalassemia. The contributions in this regard has been made to the registered trust which is undertaking these scheme.

The Annual Report on CSR activities is annexed herewith as : Annexure B.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

DIRECTORS AND KEY MANAGERIAL PERSONNEL: