



# DYNAMIC INDUSTRIES LIMITED

(A Govt. Recognised Export House)

Manufacturers & Exporters of Dyes, Pigments & Dye Intermediates

Regd. Office : Plot No. 5501/2, Phase III,  
Nr. Trikampura Cross Road, G.I.D.C.,  
Vatva, Ahmedabad - 382 445. Gujarat (INDIA)  
Tel. : 91-79-2589 7221-22-23  
E-mail : info@dynaind.com

Factory : Plot No. 125, Phase I,  
G.I.D.C. Estate, Vatva,  
Ahmedabad - 382 445. Gujarat (INDIA)  
Tel. : 91-79-2583 3835, 2589 1835  
Our Website : www.dynaind.com



CIN : L24110GJ1989PLC011989  
PAN : AAACD9872E  
GSTIN : 24AAACD9872E1ZN

Date: 13<sup>th</sup> August, 2024

<b>BSE Limited</b> 14 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001.	<b>Stock ID: DYNAMIND</b> <b>Scrip Code: 524818</b> <b>ISIN: INE457C01010</b>
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Dear Sir/ Madam,

**Sub: Submission of Notice of 35<sup>th</sup> Annual General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We enclose herewith the Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Tuesday, 10<sup>th</sup> September, 2024 at 1.00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with MCA General Circular Nos. 14/2020 dated April 08, 2020, 17 /2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021 and 2/2022 dated May 05, 2022 and SEBI Circular Nos. SEBI/HO/CFD/CMD1 /CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2 /CIR/P/2021/Lt dated January 15, 2021 and SEBI/HO/CFD/CMD2/CLR/P /2022/62 dated May 13, 2022.

The Notice of 35<sup>th</sup> AGM is also available on the website of the Company at [www.dynaind.com](http://www.dynaind.com).

This is for your information and records.

Thanking you,  
Yours faithfully,  
For Dynamic Industries Limited



**Apurva Kamleshbhai Modi**  
Whole-time director

Encl.: Notice of 35<sup>th</sup> Annual General Meeting

## NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Dynamic Industries Limited will be held on Tuesday 10<sup>th</sup> September, 2024 at 01:00 P.M. through video conferencing/other audio-visual means to transact following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2024 including Statement of Profit and Loss and Cashflow statement for the year ended 31<sup>st</sup> March, 2024, Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 0.50 (5%) per Equity Share of the nominal value of Rs.10.00 each for the year ended on 31<sup>st</sup> March, 2024.
3. To appoint Director in place of Mr. Apurva Kamleshbhai Modi (DIN: 07046796), who is liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 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 other applicable provisions, if any, Mr. Apurva Kamleshbhai Modi (DIN: 07046796), 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. Approval of Related Party Transactions:

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

“RESOLVED THAT in suppression of Special Resolution passed by the Members in its meeting held on 18<sup>th</sup> September, 2023 and pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and rules notified there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions for the period and up to maximum amount as mentioned below :

Name of the Related Party	Nature of transaction	Proposed amount of RPT (Rs. in Crore)
Prima Chemicals	Purchase / Sale of Goods, Services and/or any other business activities	Maximum amount up to Rs. 150 Crore during the FY 2024-25
Sujal Dyechem Private Limited	Purchase / Sale of Goods, Services and/or any other business activities	Maximum amount up to Rs. 6 Crore during the FY 2024-25

“RESOLVED FURTHER that Mr. Neeraj Shah, Managing Director and Mr. Apurva Modi, Whole- Time Director of the Company be and are 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.”

5. To re-appoint Mr. Apurva Kamleshbhai Modi (DIN:07046796) as Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to 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. Apurva Kamleshbhai Modi (DIN:07046796) as Whole Time Director for a period of 5 (Five) years commencing from 27<sup>th</sup> July 2024 to 26<sup>th</sup> July 2029, 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 re-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 where in any financial year during the tenure of the said whole time Director, if the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

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“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 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 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.”

6. To re-appoint Mr. Neeraj Shah (DIN: 05112261) as Managing Director of the Company.

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

“RESOLVED THAT pursuant to 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. Neeraj Shah (DIN: 05112261) as Managing Director for a period of 5(Five) years commencing from 27<sup>th</sup> July 2024 to 26<sup>th</sup> July 2029, 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 re-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 where in any financial year during the tenure of the said Managing Director, if the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

“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 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”

“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.”

7. To regularize appointment of Mr. Aditya Modi (DIN: 10680803) as a Non -Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Aditya Modi (DIN: 10680803), who was appointed as an Additional Non -Executive Independent Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 19<sup>th</sup> July, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to 18<sup>th</sup> July, 2029.”

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”



**8. To Set the Borrowing Limits of the Company:**

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

“RESOLVED THAT, pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the members of the company be and is hereby accorded to the board of directors of the company for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) shall not at any given point of time to exceed the sum of Rs. 45 crores (Rupees Forty Five Crore Only).”

“RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

**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/-****NEERAJ SHAH**  
*Managing Director*  
**DIN : 05112261****Place : Ahmedabad**  
**Date : 13/08/2024**

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### NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 20/2020 dated 5<sup>th</sup> May, 2020 and 9/2023 dated 25<sup>th</sup> September, 2023, and other circulars issued in this respect ("MCA Circulars") has allowed, inter- alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30<sup>th</sup> September, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI Circulars HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"). Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM, without the physical presence of the members at a common venue. The detailed procedure for participation in the Meeting through VC / OAVM is as per Note No. 19.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated Notice of the AGM alongwith the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 is also be available on the Company's website [www.dynaind.com](http://www.dynaind.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and notice of AGM is available on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com). Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent-Link Intime India Private Limited, Mumbai in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to [cschintanpatel@gmail.com](mailto:cschintanpatel@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
6. Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, Email Address, Telephone / Mobile Numbers, Permanent Account Number (PAN), Mandates, Nominations, Power of Attorney, Bank details such as, Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Private Limited, Mumbai in case the shares are held by them in physical form.
7. The Register of Members and Share transfer book of the Company will remain closed from 03<sup>rd</sup> September, 2024 to 10<sup>th</sup> September, 2024 (both days inclusive) for the purpose of the annual general meeting and payment of the final dividend.
8. The Board of Directors has recommended dividend of Rs. 0.5 (5%) per Equity Share of the nominal value of Rs.10.00 each for the Financial Year 2023-24.
9. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 and SEBI Listing Regulations, in respect of special businesses in the annual general meeting is annexed herewith and forms integral part of the Notice.
10. The Company has transferred the unpaid/unclaimed dividends up to the financial year 2015-16 to the Investor Education and Protection Fund Authority (IEPF Authority) established by the Central Government and uploaded the details of unpaid / unclaimed dividend on the website of the Company at [www.dynaind.com](http://www.dynaind.com).

Members who have not encashed their dividend warrants from the financial year 2016-17 onwards are advised to write to the Company at least a month before the due dates, as under for claiming dividends declared by the Company.

Members who have not encashed their dividend warrants from the financial year 2016-17 onwards are advised to write to the Company at least a month before the due dates, as under for claiming dividends declared by the Company.

Sr. No.	Financial Year	Date of Declaration	Due date for transfer to IEPF
1	2016-2017 (Final)	14-08-2017	13-09-2024
2	2017-2018 (Final)	31-07-2018	30-08-2025
3	2018-2019 (Final)	31-07-2019	30-08-2026
4	2019-2020 (Final)	31-08-2020	30-09-2027
5	2020-2021 (Final)	27-09-2021	26-10-2028
6	2021-2022 (Final)	27-09-2022	26-10-2029
7	2022-2023 (Final)	18-09-2023	17-10-2030

11. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs and its amendment made from time to time, all the shares on which dividend has not been paid or claimed for seven consecutive years or more, such shareholders' shares are required to be transferred to the Investor Education and Protection Fund. Company would be sending individual communications to all such shareholders whose dividend has not been paid or claimed for any year during the said seven consecutive years requesting them to claim their dividend before the due date of transfer failing which their shares would be transferred to the IEPF. Shareholders are requested to note that shares transferred to IEPF, including all benefits accruing on such shares, if any can be claimed back from the IEPF Authority after following the procedure prescribed under the said rules. The procedure is also available on the website of the IEPF Authority at [www.iepf.gov.in](http://www.iepf.gov.in). Such shareholders are requested to update their KYC, claim their shares and unclaimed / unpaid dividend immediately.
12. SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/ 70 dated 17<sup>th</sup> May, 2023 provides simplified norms for processing investor's service request, the shareholders holding shares in Physical mode are mandatorily require to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/Registrar & Share Transfer Agent (RTA) of the Company. Shareholders are also requested to make sure that their PAN is successfully linked with Aadhaar Card. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details at the earliest to Link Intime India Private Limited.  
  
The relevant formats for Change/Updating of KYC Details like, Mobile Number, Email ID, Bank Details, Signature and Registration of Nomination or Opting Out of Nomination are in Form ISR-1, ISR-2, ISR-3, SH-13, SH-14. All these form and SEBI circulars are available on Company website as well as the website of Link Intime India Private Limited.  
  
Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of their death. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission of shares by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository Participant (DP).
13. The Securities and Exchange Board of India ("SEBI"), vide Circulars dated 31<sup>st</sup> July, 2023, 4<sup>th</sup> August, 2023 and 20<sup>th</sup> December, 2023 respectively, has introduced a Common Online Dispute Resolution ("ODR") mechanism to facilitate online resolution of all kinds of grievances/disputes/complaints arising in the Indian Securities Market. The said ODR Portal (<http://smartodr.in/login>) permits the shareholder(s) an additional mechanism to resolve the grievances/complaints/ disputes. Details of the same are also made available on the website of the Company.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 31<sup>st</sup> August, 2024 through email on [cs@dynamind.com](mailto:cs@dynamind.com). The same will be replied by the Company suitably. All the documents, if any, referred to in this notice and explanatory statement are available for inspection of the members at the Registered Office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00p.m. up to the conclusion of this meeting.
15. Only those Shareholders whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 2<sup>nd</sup> September, 2024 shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting.

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16. During the AGM, the scanned copy of Minutes of the General Meetings, Register of Directors & Key Managerial Personnel and their Shareholding, Register of Charges, Register of Members, the Register of Contract maintained by the Company under the Companies Act, 2013, will be available for inspection by the members on the website of the Company.
17. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from 1st April, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source (TDS) from dividend paid to the members at the applicable rates.
18. Details of the Directors seeking appointment / re-appointment / alter in their tenure at the forthcoming Annual General Meeting of the Company (Pursuant to Section 102 of the Companies Act, 2013, and the LODR and Secretarial Standard)

Name of Director	Mr. Apurva Kamleshbhai Modi	Mr. Neeraj Shah	Mr. Aditya Modi
Director of Identification Number (DIN)	07046796	05112261	10680803
Age	40 Years	55 Years	40 Years
Date of Birth	19/08/1984	01/06/1969	14/06/1984
Date of Appointment	17/07/201	17/07/201	19/07/2024
disclosure of relationships between directors inter-se	Mr. Apurva Kamleshbhai Modi, Wholetime Director of Company is Son in Law of Mr. Harin Mamlatdarna, Chairman & Wholetime Director of the Company.	Mr. Neeraj Shah, Managing Director of the company has no relation with other Directors of the company.	Mr. Aditya Modi, independent Director of the company has no relation with other Directors of the company.
Qualifications	Master of Science in Organic Chemistry (US)	B.Com.	B.E.
Experience	Mr. Apurva Kamlesh Bhai 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. Mr. Apurva Kamlesh Bhai 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.	Mr. Neeraj Shah involved in the chemical business for almost 35 years and has a vast experience of running businesses from textiles to colours. The Board is of the opinion that his inclusion in the Board of Directors will be advantageous to the Company.	Aditya Modi is a seasoned IT professional with a Bachelor's degree in Engineering and the founder of a dynamic IT services company. Known for his robust background in system design, web and mobile application development, and cloud computing, Aditya has led his team to deliver innovative and effective solutions for his clients in his 18 years of experience.
Board Membership in other companies as on March 31, 2024	Director in Sujal Dyechem private limited	Director in M S Packages Private limited	Director in Tops Info Solutions Private limited

Chairman/Member of the Committee of the Board of directors in other companies as on March 31, 2024	Mr. Apurva Kamleshbhai Modi is member of Stakeholder's Relationship Committee		
Terms and conditions of appointment/re appointment	5 Years	5 Years	5 Years
Number of Shares held in the Company as on March 31, 2024	4,50,000 equity shares	1,74,246 equity shares	--
The number of Meetings of the Board attended during the year	NA	NA	NA

#### 19. INSTRUCTION FOR E-VOTING AND JOINING THE AGM :

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- The voting period begins on Saturday, 07<sup>th</sup> September, 2024 at 09.00 A.M. and ends on Monday, 09<sup>th</sup> September, 2024 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 2<sup>nd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



## DYNAMIC INDUSTRIES LIMITED

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Types of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.in or call at toll free no. : 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below :

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

## **DYNAMIC INDUSTRIES LIMITED**

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- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.

### **V) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cschintanpatel@gmail.com](mailto:cschintanpatel@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **VI) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email. s
  2. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  3. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
  4. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**VII) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
4. 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](http://www.evotingindia.com), under help section or you can write an E-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022 - 23058738 and 022 - 2305 8542 / 43 or call at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



## DYNAMIC INDUSTRIES LIMITED

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

#### Item No. 4 : Approval of Related Party Transactions:

The Audit Committee and the Board of Directors of the Company, at their respective meetings has approved a proposal for entering into following related party transactions :

Name of Related Party	Prima Chemicals
Name of Related Director or KMP	Mr. Apurva Modi
Nature of Relationship	Mr. Apurva Kamleshbhai Modi, Wholetime Director of the Company is Partner of Prima Chemicals, Partnership Firm. Mr. Kamlesh Modi, Father of Mr. Apurva Kamleshbhai Modi, Wholetime Director of the Company is also Partner of Prima Chemicals, Partnership Firm.
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	<u>N.A.</u>

Name of Related Party	Sujal Dyechem Private Limited
Name of Related Director or KMP	Mr. Apurva Modi
Nature of Relationship	Mr. Apurva Kamleshbhai Modi, Wholetime Director of the Company is Director of the Sujal Dyechem Private Limited. Mr. Kamlesh Modi, Father of Mr. Apurva Kamleshbhai Modi, is also Director of the Sujal Dyechem Private Limited.
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing is commensurate with the market value of the goods and shall be at arm's length.
Any other information relevant or important for the members to take a decision on the proposed resolution	<u>N.A.</u>

The transaction is Related Party Transaction and in terms of Section 188 of the Companies Act, 2013 and regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable rules there under prior approval of the Shareholders by way of Special Resolution is required. Accordingly, your directors recommend their solution at Item No. 4 for approval as Special resolution as set out in the notice of the meeting.

Except, Mr. Apurva Kamleshbhai Modi, Wholetime Director of the Company; Harin Dhanvantlal Mamlatdarna, Ms. Maya Harin Mamlatdarna, Ms. Asita H Mamlatdarna, Ms. Mansi H Mamlatdarna, Mr. Chandresh Dhanvantra Mamlatdarna, Mr. Kamlesh Modi & Harin D Mamlatdarna HUF Relative of Director; none of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs are concerned or interested in the Resolution.

**Item No 5: Re-appointment of Mr. Apurva Kamleshbhai Modi (DIN: 07046796) as Whole Time Director of the Company :**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 19<sup>th</sup> July, 2024, had re-appointed Mr. Apurva Kamleshbhai Modi (DIN: 07046796) as Whole Time Director of the Company for a period of 5 years commencing from 27<sup>th</sup> July 2024 to 26<sup>th</sup> July 2029 subject to approval of members in the ensuing General Meeting 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 there-appointment of Mr. Apurva Kamleshbhai Modi as Whole Time Director of the Company for a period of Five years w.e.f. 27<sup>th</sup> July, 2024 his period of office is to be expired on 26<sup>th</sup> July, 2029. The details of the remuneration payable to Mr. Apurva Kamleshbhai Modi, Whole Time Director and as contained in the resolution, are set out below :

- a) Salary : Gross Salary of Rs. 3.00 Lacs per annum with suitable increment on 1st 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. 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 remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

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

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 31 <sup>st</sup> March 2024)	<table> <thead> <tr> <th>Particulars</th> <th>Rs. In Lacs</th> </tr> </thead> <tbody> <tr> <td>Turnover (Net Sales)</td> <td>3613.86</td> </tr> <tr> <td>Gross Profit/loss</td> <td>(41.12)</td> </tr> <tr> <td>Net profit after tax</td> <td>(29.95)</td> </tr> <tr> <td>Debt Equity Ratio</td> <td>0.32</td> </tr> <tr> <td>Current Ratio</td> <td>1.85</td> </tr> <tr> <td>Net Worth</td> <td>4669.93</td> </tr> </tbody> </table>	Particulars	Rs. In Lacs	Turnover (Net Sales)	3613.86	Gross Profit/loss	(41.12)	Net profit after tax	(29.95)	Debt Equity Ratio	0.32	Current Ratio	1.85	Net Worth	4669.93
Particulars	Rs. In Lacs														
Turnover (Net Sales)	3613.86														
Gross Profit/loss	(41.12)														
Net profit after tax	(29.95)														
Debt Equity Ratio	0.32														
Current Ratio	1.85														
Net Worth	4669.93														
5. Export Performance	The Company has achieved export Turnover FOB value of Rs. 1517.84 Lacs for the financial year ended on 31 <sup>st</sup> March, 2024														
6. Foreign Investments or collaborators, if any	None														

## DYNAMIC INDUSTRIES LIMITED

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 15 years of rich experience in the field of dyes manufacturing and marketing.
2. Past Remuneration	3.00 Lacs per annum
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 continuous presence 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 reappointed 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.

OTHER INFORMATION :	
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 and sue to stabilization of new plant. So, profit for the financial year ended on 31st March, 2024 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 . Adoption of New modernize machines and technologies.
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.

**IV. DISCLOSURES :**

1. The remuneration package of Mr. Apurva Kamleshbhai Modi 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 appointment Mr. Apurva Kamleshbhai Modi as 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. Apurva Kamleshbhai Modi Whole Time Director for a period of Five 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 Five 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.

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 reappointment of Mr. Apurva Kamleshbhai Modi 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. 6 : To re-appoint Mr. Neeraj Shah (DIN: 05112261) as Managing Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 19<sup>th</sup> July, 2024, had re-appointed Mr. Neeraj Shah (DIN: 05112261) as Managing Director of the Company for a period of 5 years commencing from 27<sup>th</sup> July 2024 to 26<sup>th</sup> July 2029 subject to approval of members in the ensuing General Meeting 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. Neeraj Shah (DIN: 05112261) has been involved in the chemical business for almost 38 years. Initially started in the textile sector by representing several multinationals for their products. With this business ongoing, he then shifted focus to the dyes segment-focusing on development and marketing of colours for several applications. With a strong application end knowledge, he has been very successful in developing new markets and strong bonds with customers. He brings with him a vast experience of running businesses from textiles to colours. In view of the manifold increase in role and responsibility of Mr. Neeraj Shah, the Board approved the re-appointment of Mr. Neeraj Shah as Managing Director of the Company for a period of Five years w.e.f. 27<sup>th</sup> July, 2024 his period of office is to be expired on 26<sup>th</sup> July, 2029. The details of the remuneration payable to Mr. Neeraj Shah, Managing Director and as contained in the resolution, are set out below:

- a) Salary : Gross Salary of Rs.28.80 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.
- 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.



## DYNAMIC INDUSTRIES LIMITED

In case, no accommodation is provided to Mr. Neeraj Shah, 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 remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration. 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

<b>GENERAL INFORMATION</b>															
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 31 <sup>st</sup> March 2024)	<table><thead><tr><th>Particulars</th><th>Rs. In Lacs</th></tr></thead><tbody><tr><td>Turnover (Net Sales)</td><td>3613.86</td></tr><tr><td>Gross Profit/loss</td><td>(41.12)</td></tr><tr><td>Net profit after tax</td><td>(29.95)</td></tr><tr><td>Debt Equity Ratio</td><td>0.32</td></tr><tr><td>Current Ratio</td><td>1.85</td></tr><tr><td>Net Worth</td><td>4669.93</td></tr></tbody></table>	Particulars	Rs. In Lacs	Turnover (Net Sales)	3613.86	Gross Profit/loss	(41.12)	Net profit after tax	(29.95)	Debt Equity Ratio	0.32	Current Ratio	1.85	Net Worth	4669.93
Particulars	Rs. In Lacs														
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Gross Profit/loss	(41.12)														
Net profit after tax	(29.95)														
Debt Equity Ratio	0.32														
Current Ratio	1.85														
Net Worth	4669.93														
5. Export Performance	The Company has achieved export Turnover FOB value of Rs. 1517.84 Lacs for the financial year ended on 31 <sup>st</sup> March, 2024														
6. Foreign Investments or collaborators, if any	None														
<b>INFORMATION / RESUME ABOUT THE APPOINTEE:</b>															
1. Background Details/Qualification	Mr. Neeraj Shah has been involved in the chemical business for almost 35 years. Initially started in the textile sector by representing several multinationals for their products. With this business ongoing, he then shifted focus to the dyes segment- focusing on development and marketing of colours for several applications. With a strong application end knowledge, he has been very successful in developing new markets and strong bonds with customers. He brings with him a vast experience of running businesses from textiles to colours.														
2. Past Remuneration	28.80 per annum														
3. Recognition or Awards	Mr. Neeraj Shah involved in the chemical business for almost years and has a vast experience of running businesses from textiles to colours. The Board is of the opinion that his inclusion in the Board of Directors will be advantageous to the Company.														

4. Job Profile and his expertise in specific functional areas	Mr. Neeraj Shah involved in the chemical business for almost 38 years and has a vast experience of running businesses from textiles to colours. 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. Neeraj Shah has been reappointed Managing 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	There is no pecuniary relation whether directly or indirectly with the company.

**OTHER INFORMATION :**

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 and sue to stabilization of new plant. So, profit for the financial year ended on 31st March, 2024 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 . Adoption of New modernize machines and technologies.
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.

**DISCLOSURES :**

1	The remuneration package of Mr. Neeraj Shah 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 2023-24, wherever applicable

The reappointment Mr. Neeraj Shah as Managing 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 appointment Mr. Neeraj Shah as Managing Director for a period of Fiveyears 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.

## **DYNAMIC INDUSTRIES LIMITED**

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As the resolution for reappointment has been proposed for five 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.

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 reappointment of Mr. Neeraj Shah as Managing 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. 7 :To regularized appointment of Mr. Aditya Modi (DIN: 10680803) as a Non -Executive Independent Director of the Company.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 19<sup>th</sup> July, 2024 had appointed Mr. Aditya Modi (DIN: 10680803) as Additional Director (Non-Executive, Independent) of the Company for a first term of 5 (five) years effective from with effect 19th July, 2024. not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Aditya Modi consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. he doesn't hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Aditya Modi for the office of Directors of the Company.

#### **Brief profile of Mr. Aditya Modi is as under:**

Mr. Aditya Modi is a seasoned IT professional with a Bachelor's degree in Engineering and the founder of a dynamic IT services company Known for his robust background in system design, web and mobile application development, and cloud computing, Aditya has led his team to deliver innovative and effective solutions for his clients in his 18 years of experience.

Brief resume and other details of Mr. Aditya Modi are provided in the NOTE 18 of the Notice of Annual General Meeting.

Mr. Aditya Modi is deemed to be interested in the resolution setout respectively at Item No. 7 of this Notice with regard to his appointment. Except Mr. Aditya Modi, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution. Mr. Aditya Modi does not hold any shares in the company.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 7 of this Notice for your approval.

### **ITEM NO 8. : To Set the Borrowing Limits of the Company :**

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 45 crore (Rupees Forty Five Crore Only).

It is recommended that the resolution be passed as special resolution. None of the Directors is interested or concerned in the 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

**Place : Ahmedabad**  
**Date : 13-08-2024**

**By Order of the Board of Directors**

**-Sd/-**

**NEERAJ SHAH**  
*Managing Director*  
**DIN : 05112261**