

DYNAMIC CABLES LIMITED
Regd. Address: F-260, Road No. 13, VKI Area, Jaipur (302013) Rajasthan
CIN: L31300RJ2007PLC024139
☎ 0141-2262589 ☎0141-2330182;
(Website: www.dynamiccables.co.in; Email: cs@dynamiccables.co.in)

NOTICE

NOTICE is hereby given that 1/2019-20 Extra -Ordinary General Meeting [“EOGM/Meeting”] of the members of **DYNAMIC CABLES LIMITED** will be held on Thursday, January 16, 2020 at 12:00 P.M.at registered office of the company at F-260, Road No. 13, VKI Area, Jaipur- 302013 (Rajasthan) to transact the following business: -

SPECIAL BUSINESS:

1. AUTHORISATION TO BOARD FOR MAKING OF ANY INVESTMENT/ GIVING ANY LOAN OR GUARANTEE/ PROVIDING SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with The Companies (Meetings of Board and its Powers) Rules, 2014(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of Rs. 150 crores (Rupees One Hundred Fifty Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to invest in Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

2. APPROVAL FOR GIVING OF LOANS, GUARANTEE OR SECURITY TO ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013:

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

"**RESOLVED THAT** pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested, upto an aggregate sum of Rs. 5 Crores (Rupees Five Crores Only) (including the loans already advanced, guarantee already provided), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of the Company be and is hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

PLACE: JAIPUR
DATE: 23.12.2019

BY ORDER OF THE BOARD OF DIRECTORS
FOR DYNAMIC CABLES LIMITED

Ashish Mangal
Managing Director
(DIN: 00432213)

Registered Office:
F-260, Road No. 13, VKI Area, Jaipur
302013 (Rajasthan)

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the Special business under Item No. 1& 2 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON POLL IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, PROVIDED THAT SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. The instrument appointing the Proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A copy of Proxy form is attached herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the EOGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
6. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
7. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Quote the registered folio number/ DP-ID and CL-ID in all future correspondence.
 - iii) To address their grievances to the Company Secretary at the Registered Office of the Company.
8. The Notice of EOGM is being sent by electronic mode to those members whose email address is registered with the Company / Depositories. For members who have not registered their email address, physical copies are being sent by the permitted mode. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
9. Members/ authorized representatives and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate members intending to send their

authorized representatives to attend the EOGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of the relevant Board Resolution or Power of Attorney to the Company, authorizing their representative to attend and vote on their behalf at the EOGM.

11. Members may also note that the notice of EOGM is also available on the website of the company <https://www.dynamiccables.co.in/EGM-Notice-16.01.2020.pdf> for their download.
12. Company is exempted from conducting E – Voting vide Rule 20(2) of the Companies (Management & Administration) Rules, 2014(as amended).
13. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to contact their Depository Participants for nomination.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 01

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:-

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
 - 60% of the paid-up share capital and free reserves and securities premium account; or
 - 100% of the free reserves and securities premium account; whichever is higher.

Considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of Rs. 150 crores (Rupees One Hundred Fifty Crores Only).

No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.

The Board recommends passing the Special Resolution set out in Item No. 1 for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

ITEM NO. 02

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give

any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group.

Name of the entity (being covered under the category of 'a person in whom any of the directors of the company is interested'):

1. Mangal Electrical Industries Pvt. Ltd.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these abovementioned entity upto an aggregate amount of Rs. 5 Crores.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

PLACE: JAIPUR
DATE: 23.12.2019

BY ORDER OF THE BOARD OF DIRECTORS
FOR DYNAMIC CABLES LIMITED

Ashish Mangal
Managing Director
(DIN: 00432213)

Registered Office:
F-260, Road No. 13, VKI Area, Jaipur
302013 (Rajasthan)

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING – Thursday, January 16, 2020 at 12:00 P.M.

DP Id.	---	Name & Address of the registered Shareholder/Proxy
Client Id/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 1/2019-20EXTRA ORDINARY GENERAL MEETING of the Company being held on Thursday, January 16, 2020 at 12:00 P.M.at "F-260, Road No. 13, VKI Area, Jaipur 302013 (Rajasthan)"

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Member's/Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

FORM NO. MGT-11
Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: **L31300RJ2007PLC024139**

Name of the Company: **DYNAMIC CABLES LIMITED**

Registered office: **F-260, Road No. 13, VKI Area, Jaipur- 302013 (Rajasthan)**

Name of the member(s):
Registered Address:
E-mail Id:
Folio No/Client Id:
DP ID:

I/We, being the member(s) of DYNAMIC CABLES LIMITED, holding _____ shares of the above named Bank, hereby appoint

1. Name:.....Address:.....
.....
E-mail ID:Signature.....or
failing him/her

2. Name:.....Address:.....
.....
E-mail ID:Signature.....or
failing him/her

3. Name:.....Address:.....
.....
E-mail ID:Signature.....or
.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2019-20 Extra Ordinary General Meeting of the Company, to be held on Thursday, January 16, 2020 at 12:00 P.M. at F-260, Road No. 13, VKI Area, Jaipur 302013 (Rajasthan) and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Description
1.	SPECIAL BUSINESS: AUTHORISATION TO BOARD FOR MAKING OF ANY INVESTMENT/ GIVING ANY LOAN OR GUARANTEE/ PROVIDING SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013.

2.	APPROVAL FOR GIVING OF LOANS, GUARANTEE OR SECURITY TO ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013
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Signed this.....day of.....2019/2020.

Signature of _____
shareholder:
Signature of Proxy _____
holder(s) :

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map to the venue of the meeting

