

# NOTICE

Notice is hereby given that the 18th Annual General Meeting ("AGM") of the members of Dynamic Cables Limited ("the Company") will be held on Monday, June 30, 2025 at 02:00 PM (IST) through Video conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 0.50/- per Equity share for the Financial year ended March 31, 2025.
3. To appoint a director in place of Mr. Sumer Singh Punia (DIN: 08393562) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

4. To re-appoint Mr. Ashish Mangal (DIN: 00432213) as Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and pursuant to Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of members, be and is hereby accorded to re-appoint Mr. Ashish Mangal (DIN-00432213) as the Managing Director of the company for a period of three(3) years with effect from July 21, 2025 on such terms & conditions as set out in the explanatory statement annexed to the notice of the 18th Annual General Meeting (AGM) (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration and the terms and Condition of appointment of Mr. Ashish Mangal, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are severally hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint M/s. V. M. & Associates, Company Secretaries, Jaipur (Firm Registration No. P1984RJ039200) as Secretarial Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and other rules, guidelines and circulars issued in this regard, from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. V. M. & Associates, Practicing Company Secretaries, Jaipur (Firm Registration No. P1984RJ039200 and Peer Review Certificate No.: 5447/2024) be and is hereby appointed as Secretarial Auditors of the Company to hold office for a term of 5 (five) consecutive years commencing from April 01, 2025 to March 31, 2030 at an annual audit fee as mentioned in the explanatory statement annexed hereto, with an authority to the Board of Directors to revise the terms and conditions of appointment, including any increase in remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, matters, deeds and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**6. To increase the Authorised Share Capital of the Company and consequent alteration of the Capital Clause of the Memorandum of Association of the Company.**

To consider and if thought fit, to pass the following resolution as an resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 read with the rules framed thereunder (including any Statutory modification(s) or re- enactment(s) thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the basis of recommendation of the Board of Directors of the Company, the consent of members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 equity shares (Two Crores Fifty Lacs) having a face value of Rs.10/- (Rupees Ten Only) each to Rs.50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 equity shares (Five Crores) having a face value of Rs.10/- (Rupees Ten only) each by creation of additional 2,50,00,000 (Two Crores Fifty Lakhs) equity shares having a face value of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the consent of members be and is hereby accorded for substituting the existing Clause V of the Memorandum of association with the following clause-

**V.** The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the new equity shares shall rank pari passu in all respect with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the Board Of Directors be and is hereby authorized for filling of various forms and documents with regulatory authorities including the Registrar of Companies, Rajasthan, Jaipur and to do all such acts, matters, deeds and things as proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the members of the Company.”

**7. To Issue Bonus Shares.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014 of the Company and provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (“the ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and all other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company subject to approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, consent of the members be and is hereby accorded to the Board of Directors of Company (the Board, which term include any Committee authorized by the Board to exercise its powers including power conferred on the Board by this resolution) for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of Bonus Equity Shares of Rs. 10/- (Rupees ten Only) each credited as fully paid-up Equity Shares to the holders of the existing Equity shares of the Company whose name appear in the Register of Members / Register of Beneficial Owners on the 'Record Date' to be determined by the Board for the purpose, in the proportion of 1:1 i.e. 1 (one) Bonus Equity Share of Rs. 10/- each for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- each held by them and the Bonus Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Equity Share Capital of the Company held by each such Member.

**RESOLVED FURTHER THAT** the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make appropriate adjustments due to bonus issue of equity shares, to the stock options granted under the DYNAMIC CABLES LIMITED - EMPLOYEE STOCK OPTION PLAN 2024 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options (vested but not exercised and unvested stock options), the number thereof and the number of stock options available for future grant(s) as on the Record Date shall be proportionately adjusted.

Place: Jaipur  
Date: 30.05.2025

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the ICDR Regulations and Listing Regulations and other applicable regulations, rules and guidelines.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the payment of the remuneration of Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable GST, and reimbursement of out of pocket expenses (at actuals) incurred for the purpose of audit to be paid to M/s Maharwal & Associates, Cost Auditors (FRN: 1015566), Jaipur who were appointed by the Board of Directors of the Company as "Cost Auditors" on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company for financial year ending on March 31, 2026, be and is hereby ratified and approved.

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

For & on behalf of Board of Directors of  
For Dynamic Cables Limited

Naina Gupta  
(Company Secretary & Compliance Officer)  
M No. A56881

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

## NOTES:

**(1)** The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2024 dated September 19, 2024 and earlier circulars issued in this regard ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and earlier circulars issued in this regard ('SEBI Circulars'), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the aforesaid MCA Circulars & SEBI Circulars, the AGM of the Company will be held through VC and physical attendance of the Members to the AGM venue is not required. The registered office of the Company shall be deemed to be the venue for the AGM.

**(2)** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business given in the Notice of the AGM and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India is annexed hereto.

**(3)** The Notice convening this 18th AGM along with the Annual Report for Financial Year (FY) 2024-25 is being sent by electronic mode to those Members whose e-mail address is registered with the Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Annual Report for FY 2024-25 will also be available on the Company's website [www.dynamiccables.co.in](http://www.dynamiccables.co.in), website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of Central Depository Services (India) Limited (CDSL) at [www.evoting.cdslindia.com](http://www.evoting.cdslindia.com). The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members viz. manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

Further, in terms of Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address.

**(4)** Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Monday, June 23, 2025 ("Cut-off date") may join the AGM anytime 15 minutes before the scheduled time, by following the procedure outlined in the Notice. A person who is a Member as on the Cut-off date shall be eligible to attend and vote on resolutions proposed at the AGM. Any person who is not a Member as on the Cut-off date shall treat this Notice for informational purpose only.

**(5)** Attendance through VC/OAVM is restricted and hence, Members shall be eligible to join the meeting on first-come-first-serve basis. However, attendance of Members holding more than 2% of the paid-up equity share capital, Institutional investors, Directors, Key Managerial Personnel, and Auditors will not be restricted on first-come-first-serve basis.

**(6) Appointment of Proxy and Attendance Slip:** Since the 18th AGM is being held through VC/OAVM in accordance with the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 18th AGM, and therefore, proxy form and attendance slip are not annexed to this Notice.

**(7)** The Board of Directors has appointed Ms. Priyanka Agarwal (FCS: 11138, COP: 15021) Practicing Company Secretary as Scrutinizer and failing her, Ms. Sunita Manish Agarwal (FCS: 11024; COP: 10097) Practicing Company Secretary as an Alternate Scrutinizer for scrutinizing the remote e-voting process as well as voting at the 18th AGM in a fair and transparent manner.

**(8)** Institutional / Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified 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, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [investor.relations@dynamiccables.co.in](mailto:investor.relations@dynamiccables.co.in). Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter, etc., by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.



**(9)** In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

**(10) Record Date:**

Members may kindly note that Monday, June 23, 2025 has been fixed as the "Record Date" to determine entitlement of Members to the Final Dividend for the Financial Year 2024-25, if approved at the AGM.

**(11) Dividend:**

**11.1** Members wishing to claim unclaimed dividends are requested to correspond with the RTA of the company at their email ID investor@bigshareonline.com or at their address Bigshare Services Pvt. Ltd, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093 or the Company Secretary of the company at investor.relations@dynamiccables.co.in. The company has uploaded the details of unclaimed dividend amounts lying with the company on the website of the company at www.dynamiccables.co.in.

**11.2** Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

**11.3** The Board of Directors at its meeting held on May 13, 2025, has recommended a final dividend of 0.50/- (5%) per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Monday, June 23, 2025 and payment of such dividend will be made, subject to deduction of tax at source (TDS) to all those shareholders, whose names are made available to the Company by National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') within the stipulated timeline.

**11.4** Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source at the prescribed rates from the dividend paid to Members. For the prescribed rates for various categories, Members are requested to refer to the Finance Act, 2020, as amended. Members are requested to update their Permanent Account Number (PAN) with their respective Depository Participant(s) (DP) and with the RTA in case the shares are held in physical form.

A Resident individual Shareholder with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at the rate of 20% (twenty per cent) as per the provisions of the Income Tax Act and/or Rules framed thereunder.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Shareholders can send Form 15G/15H and Form 10F, along with the requisite supporting documents to the registrar Bigshare tds@bigshareonline.com. The Shareholders may also download these forms from Bigshare Services Pvt. Ltd website and send physical copies of the duly filled forms/documents to Bigshare's Registered Office at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093, Maharashtra. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Monday, June 16, 2025 by 11:59 p.m. (IST) to Bigshare Services Pvt. Ltd. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

In case of any queries / difficulties in submission of these forms, Shareholders may write to Bigshare Services Pvt. Ltd at tds@bigshareonline.com

**11.5** The final dividend once approved at the AGM, will be paid on or before July 29, 2025, by way of electronic mode to members who have updated their bank account details. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details and to the Members who have not updated their bank account details, dividend shall be paid to them electronically only upon completion of KYC and bank account details.

**(12) Updation of PAN and KYC details:**

As per SEBI Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, SEBI has mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

a) The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circulars are available on <https://www.bigshareonline.com> b) 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.

In view of the above, Shareholders can submit the KYC Form, duly completed along with Investor Service Request Form ISR-1 and the required supporting documents as stated in Form ISR-1 at the earliest to RTA at their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or at their address Bigshare Services Pvt. Ltd, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093.

In terms of Section 72 of the Companies Act, 2013, Nomination facility is available to individual Shareholders holding Shares in the physical form. The Shareholders who are desirous of availing this facility, may kindly write to RTA of the Company, at their email ID [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or at their address Bigshare Services Pvt. Ltd, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093, quoting their folio number. In case of shares held in Demat form, such nomination is to be conveyed to the Depositories as per the formats prescribed by them.

### **(13) Details of e-voting and joining AGM through VC**

- In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 and Regulation 44 of the Listing Regulations, the Company has extended the facility of voting through electronic means including 'Remote e-voting' (e-voting other than at the AGM) to transact the business mentioned in the Notice convening the 18th AGM.
- Necessary arrangements have been made by the Company to facilitate 'Remote e-voting' as well as e-voting at the aforementioned AGM. Members shall have the option to vote either through remote e-voting (during the remote e-voting window) or at the AGM.
- For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- Voting rights of Members shall be reckoned on the paid up value of equity shares registered in their name as on the Cut-off date.
- Members whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM, as the case may be.
- The procedure for e-voting on the day of the AGM is identical to Remote e-voting instructions as outlined in this Notice.
- Any person who becomes a Member of the Company after dispatch of the Notice and holds equity shares as on the Cut-off date can vote by following the procedure for e-voting, as outlined in the Notice.
- Any person holding shares in physical form, who acquire equity shares of the Company and become Member after the notice is sent through e-mail and is holding shares as of the Cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or company/RTA. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- Members present at the 18th AGM and who have not cast their vote on resolutions set out in the Notice convening the AGM through remote e-voting and who are not otherwise barred from doing so, shall be allowed to cast their vote through e-voting facility during the AGM.
- However, Members who have exercised their right to vote during the Remote e-voting period may attend the AGM but shall not be entitled to cast their vote again.
- Once the vote on a resolution is cast, Member shall not be allowed to change the same subsequently or cast vote again.
- Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- 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 this Notice.
- The attendance of the Members attending the 18th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- As per the provisions of Section 72 of the Act SEBI Master Circular No. SEBI / HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, 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 register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to the RTA in case the shares are held in physical form.

#### (14) Inspection of documents:

During the AGM, the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, the Certificate from Secretarial Auditor of the Company certifying that the ESOP Scheme of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendment thereof and the Memorandum and Articles of Association of the Company shall be available for inspection upon login to CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com).

#### (15) Speaker registration/facility for non-speakers:

##### • Process

##### Registration as speaker at the AGM

Members who wish to raise query at the AGM may register themselves as 'Speaker' by sending request to the said effect from their registered e-mail address, to e-mail ID: [investor.relations@dynamiccables.co.in](mailto:investor.relations@dynamiccables.co.in) quoting their name, DP Id. and Client Id./Folio number, on or before Friday, June 20, 2025. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

##### Facility for non-speakers

Members who wish to obtain any information on the Annual Report for FY25 or have questions on the financial statements and/or matters to be placed at the 18th AGM, may send a communication from their registered e-mail address to the e-mail ID [investor.relations@dynamiccables.co.in](mailto:investor.relations@dynamiccables.co.in) quoting their name, DP Id. and Client Id./Folio number, on or before Friday, June 20, 2025.

The Company reserves the right to restrict the number of questions and/or number of speakers during the AGM, depending upon availability of time and for smooth conduct of the meeting. However, the Company will endeavour to respond to the questions which have remained unanswered during the meeting to the respective shareholders.

#### (16) Declaration of results of voting:

The Scrutinizer will submit her report to the Chairman and Managing Director or as authorised by the Chairman of the Company after completion of the scrutiny of votes cast through remote e-voting process and e-voting at the AGM within 2 working days from the date of completion of said e-voting. The result of the voting will be announced by the Chairman and Managing Director or the Company Secretary of the Company consequently. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at <https://www.dynamiccables.co.in/voting-results.html> and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall be communicated to the Stock Exchanges simultaneously.

#### (17) Online Dispute Resolution Portal

SEBI vide its notification dated SEBI/HO/OIAE/OIAE\_IAD3/P/CIR/2023/195 dated July 31, 2023 (as amended), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the link given on Company's website [www.dynamiccables.co.in](http://www.dynamiccables.co.in).

**The details of the process and manner for remote e-Voting and joining AGM through VC are as under:**

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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.

- (i) The voting period begins on Thursday, June 26, 2025 at 10.00 A.M. (IST) and ends on Sunday, June 29, 2025 at 5.00 P.M. (IST).
- (ii) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday June 23, 2025 of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/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.

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.

(v) 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) 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. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) 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.nsdl.com">https://eservices.nsdl.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 re-directed 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.</p>



Type of shareholders	Login Method
<b>Depository</b>	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

(vi) 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>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 OR Date of Birth (DOB)	<p>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.</p> <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>

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

(viii) 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.

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

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

(xi) 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.

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

(xiii) 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.

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

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

(xvi) 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.

(xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xviii) 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
- 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; [investor.relations@dynamiccables.co.in](mailto:investor.relations@dynamiccables.co.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (2) 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.
- (3) 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.
- (4) Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
- (5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (6) 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.

- (7) 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 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor.relations@dynamiccables.co.in](mailto:investor.relations@dynamiccables.co.in) (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 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.
- (8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (9) Only those shareholders, who are present in the AGM 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 AGM.
- (10) If any Votes are cast by the shareholders through the e-voting available during the 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.

**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](mailto: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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

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 21 09911.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 8 of the accompanying Notice:

### ITEM NO. 4

Mr. Ashish Mangal was first appointed on the Board in April 03, 2007 and further designated as Managing Director of the company on July 21, 2022.

The Members of the Company at the 15th Annual General Meeting (AGM) of the Company held on August 24, 2022, had approved re-appointment of Mr. Ashish Mangal as a Managing Director for a period of 3 (three) years effective 22nd July 2022. Accordingly, the present term of Mr. Ashish Mangal as an Managing Director shall be completed on July 21, 2025.

During his term, Mr. Ashish Mangal has continued to render invaluable services in his capacity as Managing Director of the Company. Under his rich experience, strategic foresight, and dynamic leadership, the Company has emerged as one of the leading cable manufacturers globally. His unwavering commitment to excellence, innovation, and sustainable growth has significantly contributed to strengthening the Company's market position & expanding its global footprint. In recognition of his dedicated and meritorious service, and to ensure continuity in leadership aligned with the Company's long-term vision and strategic objectives, based on the recommendation of Nomination and Remuneration Committee at its meeting held on May 13, 2025 and subject to approval of the Members, the Board of Directors at its meeting held on May 13, 2025 approved the re-appointment of Mr. Ashish Mangal as Managing Director for a period of 3 (three) years effective from July 21, 2025 on the terms and conditions including remuneration in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder subject to the approval of the shareholders. The details of annual remuneration to be paid to Mr. Ashish Mangal subject to approval of members are as follows:

### REMUNERATION:

A. Basic Salary: Rs. 1,50,00,000/- Per annum which may be altered from time to time by the Board to the extent recommended by the Nomination and Remuneration Committee.

B. Perquisites & Allowances: He will be entitled to furnished/non-furnished accommodation or house rent allowance, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, personal accident insurance, company maintained car, telephone and such other perquisites in accordance with the Company's rules, the monetary value of such perquisites to be determined in accordance with the Income-Tax Rules, 1962 being restricted to Rs. 1,50,00,000/- Per annum.

C. Incentive: Incentive upto 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act but not exceeding Rs. 3.00 Crores P.a. (Rupees Three Crores Only) w.e.f July 21, 2025 to July 20, 2028, notwithstanding the fact that overall managerial remuneration paid to Mr. Ashish Mangal may exceed 5% of the Net Profits of the Company computed in accordance with the provisions of Section 198 of the Act.

D. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

E. Reimbursement of Expenses: Apart from the remuneration as aforesaid, Mr. Ashish Mangal shall be entitled for reimbursement of such expenses as are genuinely and actually incurred in the efficient discharge of his duties in connection with the business of the Company.

F. Sitting Fees: No sitting fees shall be paid to Mr. Ashish Mangal, Managing Director for attending the meetings of Board or any committee thereof.

### OTHER TERMS AND CONDITIONS:

A. Retire by Rotation: He shall not be liable to retire by rotation.

B. Mr. Ashish Mangal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

C. Either party giving the other party one month's prior notice in writing to that effect may terminate the agreement.

Mr. Ashish Mangal satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions as set out under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for re-appointment. The Company has received his consent to act as Managing Director and disclosure for non-disqualification/ debarment by any Statutory Authority.

The brief resume of Mr. Ashish Mangal, Managing Director, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

Accordingly, the Board of Directors recommends the Special Resolution as set out at item no. 4 of the accompanying Notice for approval of the Members of the Company.



None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Ashish Mangal, being an appointee and Mr. Rahul Mangal, Chairman & Non-Executive Director of the Company being interested, financially or otherwise in the said resolution as set out at item no. 4 of the Notice.

**The following additional detailed information as per Section II OF PART II of Schedule V is as follows:**

S NO.	Particulars	
<b>I</b>	<b>General Information:</b>	
1	Nature of Industry	The Company carries business of manufacturing and supply of Cables and conductors
2	Date or expected date of commencement of commercial production	Commercial Operations commenced on 3rd day April, 2007
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable as company is old and established company
4	Financial performances based on given indicators	In the financial year 2024-25, the Company made a total revenue of Rs. 1,03,188.82 lakhs as compared to Rs. 77,149.22 lakhs in previous Financial year and Net Profit after tax (PAT) has increased from Rs. 3,777.14 lakhs to Rs. 6482.05 lakhs.
5	Foreign Investments or Collaborations, if any	Company does not have foreign collaborators and thus does not have equity participation by foreign collaborators in the Company.
<b>II</b>	<b>Information about the appointee</b>	
6	Background details	As stated in the Explanatory Statement to Item No. 4.
7	Past Remuneration and details	Rs. 2.50 Crores per Annum plus Incentive up to 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act.
8	Recognition or awards	Nil
9	Job profile and his suitability	Mr. Ashish Mangal is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate governance, brand equity and talent development.

S NO.	Particulars	
10	Remuneration proposed	Rs. 3.00 Crores per Annum plus Incentive up to 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act. Mr. Mangal, being the promoter, is not entitled to any stock options of the Company.
11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Ashish Mangal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Managing Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
12	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Ashish Mangal is brother of Ms. Rahul Mangal who is Chairman & Non Executive director of the company
III	<b>Other Information:</b>	
13	Reasons of loss or inadequate profits	Not applicable
14	Steps taken or proposed to be taken for improvement	Not applicable as the Company has adequate profits.
15	Expected increase in productivity and profits in measurable terms	

#### ITEM NO. 5

In accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), every listed company and certain prescribed class of companies are required to annex a Secretarial Audit Report issued by a Company Secretary in practice, with their Board's Report prepared under Section 134(3) of the Act.

Further, SEBI vide its notification dated December 12, 2024, amended Regulation 24A of the Listing Regulations. The amended provisions read with the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 inter-alia prescribes the term of appointment/ re-appointment, eligibility criteria, qualifications and disqualifications of the Secretarial Auditor of a listed entity.

Pursuant to the aforesaid amendment, every listed entity is required to appoint a Secretarial Auditor who holds a valid Peer Review Certificate and annex the Secretarial Audit Report to its Annual Report. Moreover, the Listing Regulations stipulates that the appointment/ re-appointment of an individual as Secretarial Auditor cannot be for more than one term of 5 (five) consecutive years and in case of a firm, it cannot exceed two terms of 5 (five) consecutive years each. Such appointment/re-appointment must be approved by the shareholders of the Company at the Annual General Meeting, based on recommendation of the Board of Directors. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025 shall be excluded while calculating the permissible tenure.

Accordingly, in compliance with the above provisions and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 13, 2025, approved and recommended for the approval of the members, the appointment of M/s V.M. & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from April 01, 2025 to March 31, 2030.

It is pertinent to note that M/s V.M. & Associates served as the Secretarial Auditor of the Company for the FY 2024-25 and in preceding years. While considering their appointment, the Board of Directors and the Audit Committee considered several factors, including the firm's familiarity with the Company's business and operations, technical expertise, professional competence, industry knowledge and ability to navigate a dynamic and regulated business environment. Based on this evaluation, M/s V.M. & Associates was found to be suitably qualified to conduct the Secretarial Audit of the Company effectively.

#### **Brief Profile of the Secretarial Auditor:**

M/s V.M. & Associates (Firm Registration No.: P1984RJ039200 and Peer Review Certificate No.: 5447/2024) ("VM"/ "The firm") is a leading firm of Practicing Company Secretaries with over three decades of rich and diverse professional experience. Renowned for its commitment to excellence, the Firm specializes in Secretarial Audits, Due Diligence, IPOs and provides a comprehensive range of advisory, representation and compliance services under Company Law, SEBI Regulations, FEMA Regulations, RBI Directions, Mergers & Acquisitions, amongst others.

Over the years, VM has successfully catered to clients across a broad spectrum of industries including Banking, Financial Services, Information Technology, Leather, Textiles, Mining, Wire & Cables, Stock Broking, Education, Tourism, Real Estate, FMCG etc.

Backed by a dedicated and highly skilled team of professionals, VM is committed to meeting the evolving expectations of the corporate sector, while upholding the highest standards of corporate governance and professional integrity.

M/s V.M. & Associates shall be paid an annual audit fee of Rs. 2,55,000/- (Two Lakh Fifty Five Thousands) plus applicable taxes and reimbursement of out-of-pocket expenses incurred at actuals, for conducting the Secretarial Audit of the Company for the FY 2025-26.

M/s V.M. & Associates has given its consent to act as the Secretarial Auditor of the Company and has provided the requisite consent-cum-eligibility letter, confirming that the proposed appointment, if made, will be within the limit specified by the Institute of Companies Secretaries of India and in compliance with the provisions of the Act and the Listing Regulations.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at item no. 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the resolution set out at item no. 5 of the Notice.

#### **ITEM NO. 6**

Presently, the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore and Fifty Lacs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only).

The members are informed that the Board of Directors of the Company ("Board") at its meeting held on May 30, 2025 has, subject to the approval of shareholders of the company, approved the issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each.

To accommodate further issue of shares on account of Bonus, it is necessary to increase the authorized share capital. and considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on May 30, 2025, have recommended increasing the Authorised Share Capital of the Company to Rs. 50,00,00,000 (Rupees Fifty Crores Only) by creation of additional 2,50,00,000 (Two Crores fifty lakh) equity shares of Rs. 10/- (Rupees Ten only).

The increase in Authorised Share Capital as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 6 of the Notice.

As per the provisions of Section 13 read with Section 61 of the Companies Act, 2013 and further read with Articles of Association of the Company, any increase in Authorised Share Capital and consequent amendment in Memorandum of Association of the Company requires approval of the members of the Company by way of an ordinary resolution. Accordingly, approval of the members is being sought by way of an ordinary resolution.

A copy of the Memorandum of Association of the Company containing the proposed alterations is hosted on Company's website during the AGM upon login to CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com) and would be available for inspection by the Members of the Company during business hours on any working day.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at item no. 6 of the accompanying Notice for approval of the Members of the Company.

None of the Director, Key Managerial Personnel and / or their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

**ITEM NO. 7**

The Board of Directors at its meeting held on May 30, 2025, have recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered appropriate.

The Article No. 61 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Further, the aforesaid bonus issue would, inter alia, require fair and reasonable adjustment to the stock options granted or yet to be exercised or stock options to be granted and also to the exercise price of such options, under the DYNAMIC CABLES LIMITED - EMPLOYEE STOCK OPTION PLAN 2024 as on the Record Date. The Scheme provides for making a fair and reasonable adjustment to the outstanding stock options as mentioned above.

The proposed issue of bonus shares will be in line with the provisions of Section 63 of the Companies Act, 2013, rules made thereunder, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to the approvals, if required, from the statutory authorities. The applications will be made to the respective Stock Exchanges for permission to list and deal in such bonus shares.

Members are requested to note that in terms of the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/ its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Friday, June 20, 2025 to enable it to issue the bonus equity shares in dematerialised form.

With respect to the bonus equity shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus equity shares shall be credited in dematerialised form to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at item no. 7 of the accompanying Notice for approval of the Members of the Company

None of the Director, Key Managerial Personnel and / or their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

**ITEM NO. 8**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s Maharwal & Associates, Cost Auditors (FRN: 1015566) in its meeting held on May 13, 2025 to conduct the audit of the cost records of the Company, for the financial year 2025-26.

Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, the approval of members is sought for the payment of remuneration of Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable GST and reimbursement of out of pocket expenses (at actuals) as approved by the Board of Directors of the company for the financial year 2025-26.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at item no. 8 of the accompanying Notice for approval of the Members of the Company

None of the Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.



**Statement provided pursuant to Regulation 36(3) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.25 of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:**

**Mr. Ashish Mangal**

S NO.	Particulars	Details
1	Name	Mr. Ashish Mangal
2	DIN	00432213
3	Date of Birth & Age	22-12-1975 (49 Years)
4	Date of first appointment on the Board of the Company (Original)	03-04-2007
5	Qualifications	Bachelor of Commerce from University Of Rajasthan
6	Experience (including expertise in specific functional area)/Brief Resume	Ashish Mangal is the Managing Director of our Company. He holds a bachelor's degree in Commerce from the University of Rajasthan, Jaipur, and possesses over 29 years of experience in the wire cable and conductor industry. He commenced his professional journey in 1995 as a partner at Ashish Fluxes and Chemicals. Since the incorporation of our Company, he has been a driving force behind its growth and development. In his role as Managing Director, he is responsible for defining long-term strategic direction, leading business expansion and diversification initiatives, and overseeing the Company's day-to-day operations.
7	Terms and Conditions of Appointment /Re-appointment	Refer Explanatory statement for item no. 4.
8	Remuneration last drawn for the FY 2024-25	Rs. 2.50 Crores per Annum plus Incentive up to 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act.
9	Remuneration sought to be paid	Rs. 3.00 Crores per Annum plus Incentive up to 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act.
10	Names of listed entities in which the person also holds the directorship and the membership/chairmanship of Committees of the board or have resigned in past three years	Nil
11	Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	Indo Krates Pvt. Ltd. Dynamic Cables and Conductors Private Limited Mangal Powertech Private Limited KrishanKripa Holiday Resorts Private Limited Mangal Electrical Industries Limited RAMS creative Technologies Private Limited
12	Number of Board Meetings attended during the Financial Year 2024-25	05
13	Disclosure of relationships between directors/Key Managerial Personnel	He is brother of Mr. Rahul Mangal (Chairman) except him he is not related to any director or Key Managerial Personnel of the Company.
14	Shareholding of director	77,08,069 equity shares having a face value of Rs.10 each as on March 31, 2025.

**Mr. Sumer Singh Punia**

S NO.	Particulars	Details
1	Name	Mr. Sumer Singh Punia
2	DIN	08393562
3	Date of Birth & Age	08-09-1966(58 years)
4	Date of first appointment on the Board of the Company (Original)	13-02-2021
5	Qualifications	Bachelor of Arts(Economics) from Ajmer University
6	Experience (including expertise in specific functional area)/Brief Resume	Mr. Sumer Singh Punia is a Non-Executive Director of our Company and holds a Bachelor's degree in Arts from Ajmer University. With over 28 years of experience in taxation, he brings deep expertise and insight into tax planning, compliance, and advisory. Alongside his core specialization, he has also gained meaningful exposure to financial and regulatory matters, allowing him to contribute effectively to strategic decision-making. As a Non-Executive Director, he continues to offer valuable guidance to the Board, supporting the Company's governance and long-term vision.
7	Terms and Conditions of Appointment /Re-appointment	In terms of Sec 152(6) of the Companies Act,2013 he is liable to be retired by rotation and being eligible offer himself for re-appointment.
8	Remuneration last drawn for the FY 2024-25	Nil
9	Remuneration sought to be paid	Nil
10	Names of listed entities in which the person also holds the directorship and the membership/chairmanship of Committees of the board	Nil
11	Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	Mangal Electrical Industries Limited
12	Number of Board Meetings attended during the Financial Year 2024-25	06
13	Disclosure of relationships between directors/Key Managerial Personnel	Nil, He is not related to any directors/Key Managerial Personnel
14	Shareholding of director	1,052 equity shares having a face value of Rs. 10 each as on March 31,2025.

Place: Jaipur  
Date: 30.05.2025

For & on behalf of Board of Directors of  
For Dynamic Cables Limited

**Naina Gupta**  
(Company Secretary & Compliance Officer)  
M No. A56881

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