



# Dynamic Cables Limited

(Govt Recognised STAR Export House)

Date: July 30, 2022

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai—400 001  
Scrip Code – 540795

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor, Plot No. C/1  
G-Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai-400 051  
NSE Symbol- DYCL

**Sub: Notice of 15th Annual General Meeting of the members of the Company**

**Dear Sir/ Madam,**

This is to inform you that the 15th Annual General Meeting of the Company is schedule to be held on Wednesday, August 24, 2022 at 04:00 P.M. through Video Conferencing/OAVM.

In this regard, please find attached herewith notice of 15th Annual General Meeting of the Company.

Kindly take on record the same.

Thanking you,

**For Dynamic Cables Limited**

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



**Mangal Group**  
promoting value engineering



**intertek**  
Total Quality. Assured.

CIN: L31300RJ2007PLC024139

Regd. Office & Unit-1: F-260, Road No.13, VKI Area, Jaipur-302013 (INDIA)  
Ph: +91 141 2262589, 4042005 | Fax: +91 141 2330182 | Email:info@dynamiccables.co.in

# NOTICE

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting ("AGM") of Dynamic Cables Limited will be held on Wednesday, August 24, 2022 at 04:00 P.M. 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, 2022 together with the reports of the Board of Directors and Auditors thereon
2. To appoint a director in place of Mr. Rahul Mangal (DIN: 01591411), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare final dividend of Rs. 0.50/- per Equity share for the Financial year ended March 31, 2022.

## SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 and in this regard, 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. 20,000/- (Rupees Twenty 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" to conduct the audit of the cost records maintained by the Company for financial year ending on March 31, 2023, 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 and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint Mrs. Shweta Jain (DIN- 01162983) as an Independent director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Shweta Jain (DIN- 01162983) who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 3<sup>rd</sup> June, 2022 and whose term of office expires at this Annual General Meeting ('AGM') in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 3<sup>rd</sup> June, 2022 and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is 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

6. To reappoint Mr. Ashok Kumar Bhargava (DIN: 02736069) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Ashok Kumar Bhargava (DIN: 02736069), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years with effect from November 03, 2022 .

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory amendments, modifications(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby also granted for the continuation of second term of Mr. Ashok Kumar Bhargava (DIN: 02736069), who will attain the age of 75 years, during a second term of his appointment as Non-Executive Independent Director."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is 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."

7. To Reappoint Mr. Ashish Mangal (DIN: 00432213) as Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) for the time being in force) and various other laws, rules, regulations as may be applicable, from time to time, 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 applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ashish Mangal (DIN: 00432213),

as Managing Director of the Company for a period of three years w.e.f. July 22, 2022 of the Company on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. Ashish Mangal, material terms of which are set out in the Explanatory Statement annexed hereto.

**"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"

8. To Approve Material Related Party Transactions with Mrs. Shalu Mangal, Vice President of Accounts Department (SMP) and in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 188(1) (f) and other applicable provisions, if any, of Companies Act, 2013 read with the rules made thereunder and regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendations of Audit Committee and NRC Committee held on 21<sup>st</sup> July, 2022, approval of shareholders is hereby accorded to enhanced the prescribed limit of the salary payable to Mrs. Shalu Mangal, Vice President of Accounts Department (SMP), wife of Mr. Ashish Mangal, Managing Director and holding an place of profit under applicable provisions of Companies Act, 2013 and its allied rules from Rs. 300,00,00/- per annum to Rs.1 crore per annum and such other perquisites with the Company rules.

**RESOLVED FURTHER THAT** Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Shalu Mangal holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is 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”.

9. To re-appoint Mr. Saurav Gupta (DIN: 07106619) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Saurav Gupta (DIN: 07106619), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years with effect from June 10, 2023 to June 09, 2028.

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is 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.

Place: Jaipur  
Date: 21.07.2022

For and on behalf of 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. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 13<sup>th</sup> January 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021 and 5<sup>th</sup> May 2022 respectively, ("MCA Circulars" ) read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 31<sup>st</sup> December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized eVoting'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.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.dynamiccables.co.in](http://www.dynamiccables.co.in) The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter by the governing body to the Company or upload on the VC portal / e-voting portal.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 24, 2022. Members seeking to inspect such documents can send an email to [cs@dynamiccables.co.in](mailto:cs@dynamiccables.co.in)
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s Bigshare Services Private Limited, in case the shares are held in physical form.
10. The Register of Members and Share Transfer Books will remain closed from Thursday, August 18, 2022 to Wednesday, August 24, 2022 (both days inclusive) for the



purpose of 15<sup>th</sup> AGM for determining the entitlement of the shareholders to the dividend, if declared at the AGM

11. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as Wednesday, August 17, 2022 for both physical and demat holding of the members. The recommended final dividend is Rs. 0.50 per equity share.
12. Members are requested to quote their Regd. Folio Number/ DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
13. Non Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd, Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093
15. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office address. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Companies Act, 2013, and the applicable rules.
16. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent.
17. Process and manner for members opting for voting through electronic means:
  - I Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.
  - II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Wednesday August 17, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this notice as intimation only.
  - III. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e. August 17, 2022, shall be entitled to exercise his/ her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part
  - IV. The remote e-voting will commence on Saturday at 10:00 A.M. on August 20, 2022 and will end on Tuesday at 05:00 P.M. on August 23, 2022. During this period, the member of the Company holding shares either in Physical form or in Demat form as on the Cut-off date i.e.. August 17, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.



- V. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. August 17, 2022
- VII The Company has appointed CS Manoj Maheshwari, Practicing Company Secretary, Jaipur (Membership No. FCS: 3355 CP No. 1971), partner of M/s V. M. & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting process as well as the e-voting on the date of the AGM, in a fair and transparent manner.

**18. The instructions for the shareholders for remote evoting and joining virtual meeting 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 Saturday at 10:00 A.M. on August 20, 2022 and will end on Tuesday at 05:00 P.M. on August 23, 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 17<sup>th</sup> August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation

44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>





Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 1800 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (v) 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>

- |   |   |
|---|---|
| <p>(vi) After entering these details appropriately, click on "SUBMIT" tab.</p>  | <p>"OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.</p>  |
| <p>(vii) 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.</p> | <p>(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p>  |
| <p>(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p>  | <p>(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p>  |
| <p>(ix) Click on the EVSN for the relevant Dynamic Cables Limited on which you choose to vote.</p>  | <p>(xv) 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 &amp; enter the details as prompted by the system.</p>   |
| <p>(x) 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.</p>  | <p>(xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.</p> <ul style="list-style-type: none"> <li>Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves in the "Corporates" module.</li> <li>A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>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.</li> <li>The list of accounts linked in the login should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> </ul> |
| <p>(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p>   |   |
| <p>(xii) 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</p>   |   |



- 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 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; [cs@dynamiccables.co.in](mailto:cs@dynamiccables.co.in) (designated email address by company), 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 on or before

August 13, 2022 to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before August 13, 2022 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 shall 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.
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 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 on 1800 22 55 33.

19. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 05, 2022 read with SEBI Circular dated May 13, 2022, Notice of the AGM with Annual Report 2021-22 is being sent only through electronic mode and instructions for e-voting are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s).
20. Members may also note that the Notice of the 15<sup>th</sup> AGM and the Company's Annual Report 2021-22 will be available on the Company's website at <https://www.dynamiccables.co.in/> and on the website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
21. A copy of Audited Financial Statements (Standalone) for the year ended on March 31, 2022 together with the Board's and Auditor's Report thereon are enclosed herewith
22. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard

2 on General Meetings issued by ICSI, the relevant details of Directors retiring by rotation and/or seeking appointment/ re-appointment at the ensuing AGM are furnished as Annexure A to this notice of AGM. The Directors have furnished consent/ Declaration on their appointment / reappointment as required under the Companies Act, 2013 and the Rules made there under.

23. Members may please note the following:

After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote evoting facility earlier.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) two working days from the conclusion of the AGM.

The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company i.e. <https://www.dynamiccables.co.in/> and on Service Provider's website i.e. [www.evotingindia.com](http://www.evotingindia.com) within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited



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

### ITEM NO. 4

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 30, 2022 to conduct the audit of the cost records of the Company, for the financial year 2022-23. 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, ratification by the members is being sought for the payment of remuneration of Rs. 20,000/- (Rupees Twenty 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 2022-2023.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members.

### ITEM NO. 5

Board has appointed Mrs. Shweta Jain. (DIN- 01162983) as an Additional Director of the Company up to the date of AGM, and based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board in its meeting held on 21<sup>st</sup> July, 2022 has recommended to appoint Mrs. Shweta Jain as an Independent Director subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Shweta Jain shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Shweta Jain are provided as Annexure to this Notice.

The Company has also received a declaration from Mrs. Shweta Jain confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India

(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time. Mrs. Shweta Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. She has also confirmed that she is not debarred from being appointed or continuing as director of Company by any statutory authority in terms of Securities and Exchange Board of India and any other regulatory authority. In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management. She confirmed that her name is included in IICA data bank.

Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Shweta Jain on the Board of the Company and accordingly the Board recommends the appointment of Mrs. Shweta Jain as an Independent Director as proposed in the Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Details of Mrs. Shweta Jain are provided in the "Annexure A to the notice pursuant to the provisions of (i) the Securities and Exchange Board of India( Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mrs. Shweta Jain, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the notice.

The Board recommends the Special Resolution as set out at item no. 5 in the notice for approval by the members.

### ITEM NO. 6

Mr. Ashok Kumar Bhargava (DIN: 02736069) was appointed as an Independent Director of the Company by the members at the Extra Ordinary General Meeting of the Company held on 04.11.2017 for a period of five consecutive years.



As per Section 149(10) of the Companies Act, 2013 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) an Independent Director shall hold office for a term of upto 5 (Five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (Five) consecutive years on the Board of a Company.

Mr. Ashok Kumar Bhargava, age 71 years, have a wide knowledge and experience on Corporate Governance and Banking/Financial Institutions. On the basis of the report of performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Kumar Bhargava being eligible for re-appointment as an Independent Director and offering himself for re-appointment for second term of 5 (Five) consecutive years from November 03, 2022 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Ashok Kumar Bhargava, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time.

The Company has also received a declaration from Mr. Ashok Kumar Bhargava confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time. Mr. Ashok Kumar Bhargava is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has also confirmed that he is not debarred from being appointed or continuing as director of Company by any statutory authority in terms of Securities and Exchange Board of India and any other regulatory authority. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management. He confirmed that his name is included in IICA data bank and he has also provided exemption certificate from appearing in online proficiency exam.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for

proposing the candidature of Mr. Ashok Kumar Bhargava to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Details of Mr. Ashok Kumar Bhargava are provided in the "Annexure A to the notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India/

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Ashok Kumar Bhargava, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 6 of the notice.

The Board recommends the Special Resolution as set out at item no. 6 in the notice for approval by the members.

#### **Item No. 07**

Mr. Ashish Mangal was appointed as Managing Director of the Company for a period of 5 years by passing a special resolution by the shareholders at the Extra Ordinary General Meeting of the Company held on July 22, 2017.

Based on the recommendation of Nomination and Remuneration Committee and the Board, the members at its meeting held on 21<sup>st</sup> August, 2019 had approved the amendment in terms of remuneration in the managerial remuneration of Mr. Ashish Mangal, Managing Director of the company from Rs. 1.20 crores to Rs. 1.50 crores per annum.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ashish Mangal as Managing Director. Accordingly, in view of the above the Board of Directors of the Company has, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on July 21, 2022 proposed the re appointment of Mr. Ashish Mangal (DIN: 00432213) as Managing Director of the Company for further period of 3 years from 22<sup>nd</sup> July 2022, 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 at remuneration exceeding five percent of Net Profit calculated as per Section 198 of Companies Act 2013.



As per Section 197 (1) and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together subject to the approval of the shareholders by special resolution in general meeting

The details of annual remuneration to be paid to Mr. Ashish Mangal subject to approval of members are as follows:

Particulars	Amount (Rs. in lakhs)
Basic Salary	Rs. 12500000.00/-
HRA	Rs. 3125000.00/-
Conveyance	Rs. 3125000.00/-
Washing Allowance	Rs. 600000.00/-
Uniform Allowance	Rs. 600000.00/-
Servant Allowance	Rs. 900000.00/-
Child Education Allowance	Rs. 1200000.00/-
Other Allowances	Rs. 2950000.00/-
<b>TOTAL</b>	<b>Rs. 2,50,00,000</b>

Mr. Ashish Mangal is one of the Promoters and contributor to the growth and development of the Company and he is focused in the execution of Mission and Vision of the Company. During his tenure, the Company has achieved decent growth. He is responsible for overall strategic planning and business development of the Company. Head of Departments of Sales, Marketing, Productions, Quality, Audit, HR, Finance &

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

S. No General Information :		
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 3 <sup>rd</sup> 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 2021--2022, the Company made a total revenue of Rs. 56,356.91 lakhs as compared to Rs. 34266.20 lakhs in previous Financial year with an increase of 64.46% and Net Profit after tax (PAT) has increased from Rs. 984.50 lakhs to Rs. 3,089.98 lakhs

Accounts and other departments reports to him on daily basis. He has attended all the Board Meetings and the meetings of the Committees of which he is a member, during his tenure as Managing Director. Mr. Ashish Mangal has been evaluated on parameters including proactive discussions, understanding of the Company's business and engagement with the Company's management.

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 reappointment. 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. The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 7 of this 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. 7 of the Notice.

<b>S. No General Information :</b>		
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.
6.	Background details	As stated in the Explanatory Statement to Item Nos. 7
7.	Past Remuneration and details	Rs. 1.20 crores Per Annum
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.
10	Remuneration proposed	Rs. 2.5 crores per Annum
11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Ashish Mangal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
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
<b>Other Information:</b>		
13	Reasons of loss or inadequate profits	The increase in sales is not commensurate with the cost towards manpower and other resources resulting inadequate profits.
14	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During FY 2021-22 showed considerable recovery in demand and business results.
15	Expected increase in productivity and profits in measurable terms	Dynamic Cables is hopeful of its better performance in all measurable parameters in the coming years.

**Item No. 08**

The Board has appointed Mrs. Shalu Mangal being relative of Director, as Vice President – Accounts in the Company for a remuneration of Rs. 2.5 lakhs per month on recommendation of Nomination and Remuneration Committee and Audit Committee on 31<sup>st</sup> January, 2022.

Pursuant to section 188 (1)(f) Appointment of relative of director to any office or place of profit in the company, its subsidiary company or associate company for monthly remuneration exceeding Rs. 2.5 lakhs requires approval of members. The Board of Directors at its meeting held on July 21, 2022 based on recommendation of Nomination and Remuneration Committee and Audit Committee, approved the increase in remuneration of Mrs. Shalu Mangal, Vice President of Accounts Department (SMP) relative of Mr. Ashish Mangal, Managing Director and Mr. Rahul Mangal, Chairman & Non-Executive Director from Rs. 30 lakhs per annum to Rs. 1 crore per annum subject to approval of members in AGM.

Brief profile of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 for the perusal of the members, are as under :-



<b>Name of the related party</b>	<b>Mrs. Shalu Mangal</b>
Nature of relationship	Wife of Managing Director
The nature, and particulars of the contract or arrangement	Appointment as VP – Accounts (office or place of profit)
The duration/tenure of the proposed transaction/contract	NA
The material terms of the contract or arrangement including the value, if any	Remuneration of upto Rs. 1 crore per annum as shall be determined by the Board of Directors from time to time on recommendation of Nominations and Remuneration Committee.
Justification as to why the RPT is in the interest of the listed entity;	Mrs. Shalu Mangal has rich experience in accounts and finance and she possess over 13 years of experience in cable industry.
Any advance paid or received for the contract or arrangement, if any	NIL
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	NIL
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	NA
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	NA
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	NA
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	NA
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	NA
Any other information relevant or important for the Board to take a decision on the proposed transaction	NIL

None of the directors and Key Managerial Personnel of the Company or their respective relatives, Except Mr. Ashish Mangal, Managing Director and Mr. Rahul Mangal, Chairman & Non-Executive Director are concerned or interested in the proposed Resolution.

The Board recommends the Ordinary Resolution set out at item no. 8 of the Notice for approval by the members.

#### **Item No. 09**

Mr. Saurav Gupta (DIN: 07106619) was appointed as an Independent Director of the Company by the members at the Annual General Meeting of the Company held on September 30, 2018 for a period of five consecutive years from 11<sup>th</sup> June, 2018 to 10<sup>th</sup> June, 2023

As per Section 149(10) of the Companies Act, 2013, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) an Independent Director shall hold office for a term of upto 5 (Five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (Five) consecutive years on the Board of a Company.

Mr. Saurav Gupta (DIN: 07106619) have a wide knowledge and experience in field of textile. On the basis of the report of performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Saurav Gupta being eligible for re-appointment as an Independent Director and offering himself for re-appointment for second term of 5 (Five) consecutive years from June 10, 2023 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Saurav Gupta, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time.

The Company has also received a declaration from Mr. Saurav Gupta confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time. Mr. Saurav Gupta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013,

as amended from time to time. He has also confirmed that he is not debarred from being appointed or continuing as director of Company by any statutory authority in terms of Securities and Exchange Board of India and any other regulatory authority. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

He confirmed that his name is included in IICA data bank and he has also provided exemption certificate from appearing in online proficiency exam.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Saurav Gupta to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Details of Mr. Saurav Gupta are provided in the "Annexure A" to the notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Saurav Gupta, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 9 of the notice.

The Board recommends the Special Resolution as set out at item no. 9 in the notice for approval by the members.

Place: Jaipur  
Date: 21.07.2022

For and on behalf of 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)



**ANNEXURE-A**

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

S. No.	Name	Mrs. Shweta Jain	Mr. Ashok Kumar Bhargava	Mr. Saurav Gupta
1.	Age	39 years	71 years	41years
2.	Remuneration last drawn for the FY 2021-22	NIL	NIL	NIL
3.	Remuneration sought to be paid	Not Applicable	Not Applicable	Not Applicable
4.	Date of Birth	12.11.1982	08.07.1951	02.07.1981
5.	Date of first appointment on the Board of the Company	03/06/2022	04/11/2017	11/06/2018
6.	Qualifications	Graduate in accounts and business statics	He holds a degree of B.Sc. with Physics, Chemistry & Mathematics from University of Rajasthan, M.A.(Economics) from University of Rajasthan, LL.B. from University of Rajasthan, Master of Financial Management (MFM) from Jamnalal Bajaj Institute of Management Studies, University of Mumbai, and Post Graduate Diploma in Project Planning & Infrastructure Management (PGDPPIM) from University of Rajasthan He has an additional qualification like Diploma in Business Finance (DBF).	Mr. Saurav Gupta is a Post Graduate Diploma holder in Apparel Marketing & Merchandising from NIFT
7.	Experience (including expertise in specific functional area)/ Brief Resume	Mrs. Shweta having an experience of around 17 years in handling accounts, finance, business consultancy and management.	He is having an experience over 35 Years in Banking/ Financial Institutions	He has been handling the marketing, merchandising and product development functions from past 15 years.
8.	Terms and Conditions of Appointment / Re-appointment	As per the resolution set out in this Notice read with the explanatory Statement hereto.	As per the resolution set out in this Notice read with the explanatory Statement hereto.	As per the resolution set out in this Notice read with the explanatory Statement hereto.
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL	Bella casa Fashion & Retail Limited (Whole time Director)

S. No.	Name	Mrs. Shweta Jain	Mr. Ashok Kumar Bhargava	Mr. Saurav Gupta
10.	Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	<ul style="list-style-type: none"> <li>Peacock Management Consultants Pvt. Ltd.</li> <li>Business now Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Arth Micro Finance Private Limited</li> </ul>	Bella casa Fashion & Retail Limited (Whole time Director)
11.	Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
12.	Disclosure of relationships between directors/ Key Managerial Personnel	Not related to any director/ Key Managerial Personnel	Not related to any director/Key Managerial Personnel	Not related to any director/ Key Managerial Personnel
13.	Shareholding of director	NIL	NIL	NIL
14.	Number of meetings of the Board attended during the year	NA	4	3
15.	In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the Nomination & Remuneration policy. Further, the Board has a defined list of core skills/ expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Bhargava and Mr. Saurav Gupta and Mrs Shweta and concluded that they possess the relevant skill and capabilities to discharge the role of Independent Directors.		



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

S. No.	Name	Mr. Ashish Mangal	Mr. Rahul Mangal
1.	Age	46 years	49 years
2.	Remuneration last drawn for the FY 2021-22	Rs. 1.20 crores per annum	NIL
3.	Remuneration sought to be paid	Rs. 2.50 crores per annum	NIL
4.	Date of Birth	22.12.1975	24.05.1972
5.	Date of first appointment on the Board of the Company	03/04/2007	First appointment as Director of the company w.e.f 03.04.2007. Further, designated as Non- Executive Director w.e.f 22.07.2017
6.	Qualifications	Bachelor of Commerce from University of Rajasthan	B.Sc (University of Rajasthan)
7.	Experience (including expertise in specific functional area)/Brief Resume	He has over 26 years of experience in the field of wires and cable industry. He was partner in the firm Ashish Fluxes and Chemicals since 1995. His expertise in Liasoning, Marketing, Field survey etc helps in the growth of the Company. He looks after production, marketing and quality control activities of the Company.	Mr. Rahul Mangal has around 30 years of experience in the field of wires and cable industry. His expertise in Liasoning, Marketing etc., he is proven influencer & negotiator and has realistic approach of getting the desired results which helps in the overall growth of the Company. He looks after production, marketing and quality control activities of the Company. His long career gives guidance to employees in achieving targets in a dynamic and complex business environment.
8.	Terms and Conditions of Appointment / Re-appointment	As per the resolution set out in this Notice read with the explanatory Statement hereto.	In terms of Section 152(6) of the Companies Act, 2013, Mr. Rahul Mangal is liable to retire by rotation.
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL

<b>S. No.</b>	<b>Name</b>	<b>Mr. Ashish Mangal</b>	<b>Mr. Rahul Mangal</b>
10.	Directorships held in other companies including listed companies (^) and excluding foreign companies as of the date of this Notice.	<ul style="list-style-type: none"> <li>• Indo Krates Pvt Ltd</li> <li>• Dynamic Cables And Conductors Private Limited</li> <li>• Mangal Powertech Private Limited</li> <li>• Krishan Kripa Holiday Resorts Private Limited</li> <li>• Mangal Electrical Industries Private Limited</li> <li>• Shiv Kripa Pipes Private Limited</li> <li>• Dynamic Powertech Private Limited</li> <li>• Rams Creative Technologies Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Dynamic Cables And Conductors Private Limited</li> <li>• Mangal Powertech Private Limited</li> <li>• Krishan Kripa Holiday Resorts Private Limited</li> <li>• Mangal Electrical Industries Private Limited</li> <li>• Shiv Kripa Pipes Private Limited</li> <li>• Dynamic Powertech Private Limited</li> <li>• Rams Creative Technologies Private Limited</li> </ul>
11	Name of listed entities from which the person has resigned in the past three years	Nil	NIL
12	Disclosure of relationships between directors/Key Managerial Personnel	Brother of Mr. Rahul Mangal (Chairman), and not related to any other director/Key Managerial Personnel	Brother of Mr. Ashish Mangal (Managing Director) and not related to any other director/Key Managerial Personnel
13	Shareholding of director	76,92,169	52,95,000
14	Number of meetings of the Board attended during the year	4	4



**Dynamic Cables Limited**  
(Govt. Recognized STAR Export House)  
(ISO 9001:2015, ISO 14001:2007 & OHSAS 18001:2007 Certified)  
[www.dynamiccables.co.in](http://www.dynamiccables.co.in)