



# Excellence. Endurance. Growth.



**Dynamic Cables Limited**  
Annual Report 2021-22

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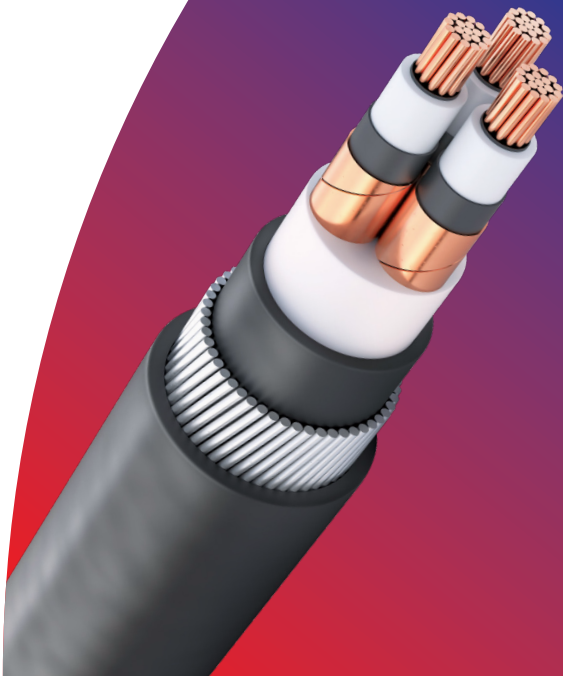
# Excellence. Endurance. Growth.

Our journey of over three decades has been a remarkable story of evolution and transformation as an organisation which has enabled us to build a competitive business of supplying high-quality cables and conductors to power transmission, substation, and distribution sectors.

We have undergone constructive changes in our structure, product lines, systems, and processes to facilitate development of value-added cables and conductors to fulfil evolving customer requirements. Challenges have come in the past and will keep coming, but we are ready to embrace them. Amidst the ebbs and flows of business cycles, we continued to stay on the growth path and ensured consistent value creation for our stakeholders.

Embracing innovation and state-of-the-art technology and processes at every step of the Company's operations, we are working to shape a stronger future by –

- **Achieving excellence in delivering topmost quality products**
- **Enduring long-lasting customer relationships**
- **Driving growth by capitalising on emerging industry opportunities**





# About Us

Dynamic Cables is amongst the world's leading and prominent manufacturers and suppliers of cables and conductors including LT, HT, EHVC, power control and instrumentation cables, flexible and industrial cables, solar cables, and railway signalling cables. We supply cables to government discoms, private distribution companies, private EPC contractors, and industrial customers in more than 40 countries who demand premium quality, safe, and reliable products for their critical infrastructure.

We have three state-of-the-art manufacturing units, of which two are situated in Jaipur and one in Reengus. These plants are equipped with the latest machinery and equipment to manufacture high-quality cables and conductors. We have been continuously expanding our capacities, capabilities, and product offerings and setting up new and modernised facilities to keep up with the evolving trends.



## Vision

To build a world-class organisation through reliability in the field of our expertise and provide a great place to work together with high business values of trust. To be a most preferred supplier with the feeling of perfection in the field related to our industry for the welfare of the Trade, People, State, and Nation.



## Mission

With an increasing overseas footprint and continuous investments in people, technology and processes, we are building a resilient business, with an objective to keep pace with changing technology, manufacturing process, quality controls, environment and safety requirements, timely delivery, after sales service, customer satisfaction, and winning customer confidence and trust.



# Product Portfolio

## HT Cables



66kV power cables



MV aerial bunched conductors



MV power cables copper

## LT Cables



LV power cables copper



LV aerial bunched cables



LV power cables aluminium



LV control cables



LV concentric cables



Railway signalling cables



Galvanised stay wires

## Conductors



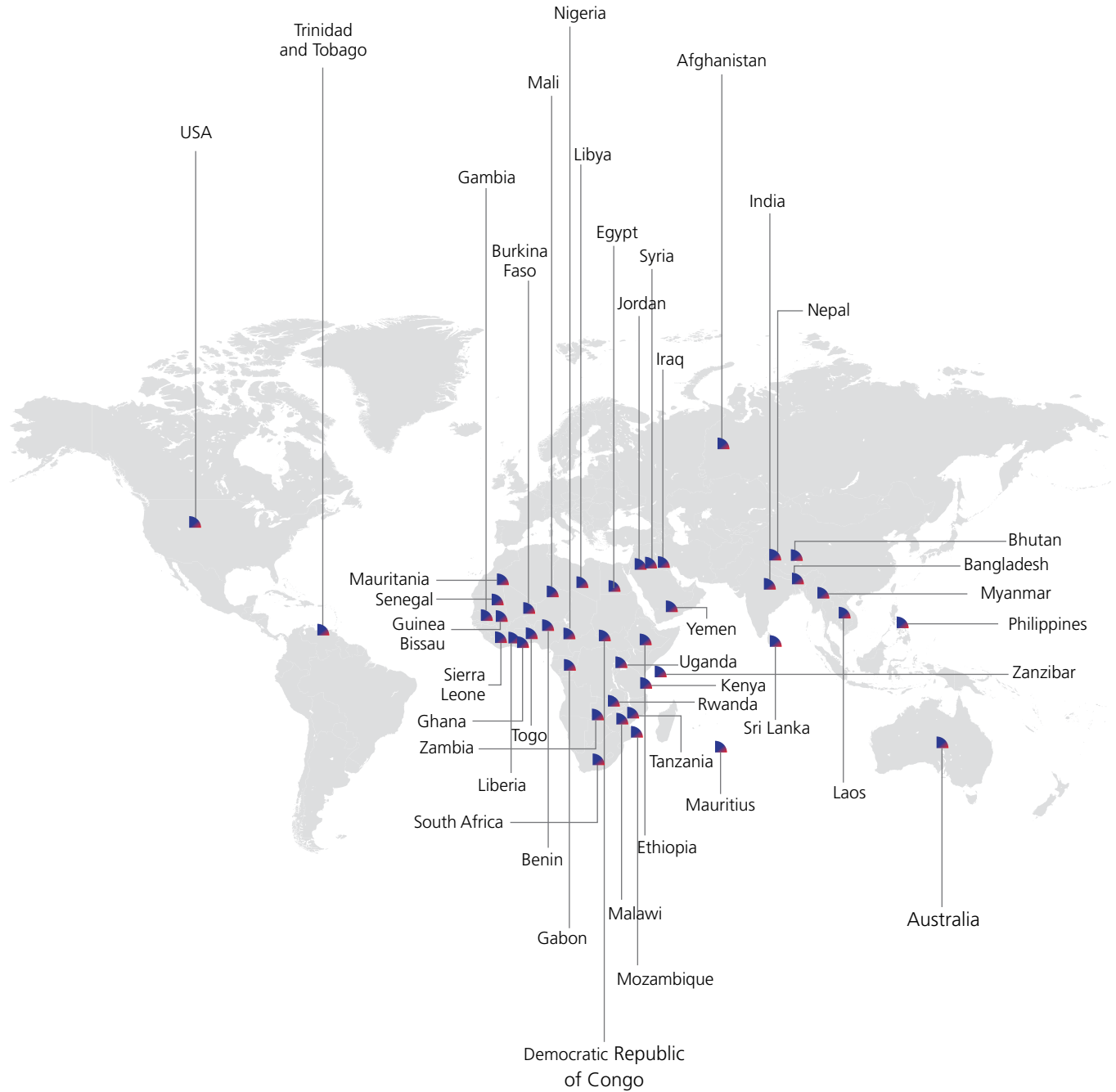
Bare conductors



MVCC insulated conductors



## Our Global Footprint



## Our Marquee Clientele

### Government Clients



### International Clients



### Private Clients



### Certification



### Quality and R&D Excellence

Our manufacturing facilities are fully equipped with modern testing laboratory which has the capacity to conduct all types of tests in compliance with international standards and specifications. Our highly experienced personnel conduct many other online tests at each stage of production to eliminate product defects.

We place utmost importance in augmenting the technical excellence and productivity enhancement of our products as per changing customer demands. Our products are type tested and approved by NABL accredited laboratories like CPRI, ERDA, and TAG CORPORATION. Our products are CE certified as well. Certifications for ISO 9001:2015 (Quality management system), OHSAS 18001:2007 (Occupational Health & Safety) and ISO 14001:2015 (Environment Safety) have helped us establish streamlined operations right from planning, purchase, and production to after-sales services.

# Managing Director's Message



**I am pleased to report that we have achieved new benchmarks and reported the highest ever operating margins and net profit.**

## **Dear Shareholders,**

The year gone by was an extraordinary year marked by unprecedented challenges posed by the pandemic, supply chain disruptions caused by the Russia-Ukraine war, and volatility in commodity prices. Inflationary pressures have heightened across geographies, and central banks are aggressively tightening liquidity conditions.

Against this backdrop, the Indian economy has registered a solid 8.7% GDP growth in FY 2021-22 and has set the stage for accelerated growth in the future. Proactive policy interventions along with successful vaccination and improved consumer confidence have propelled economic growth.



India's power and power transmission sector is set to witness robust growth in the coming years. Fast-growing Indian economy, rapid urbanisation, increasing energy access, and initiatives by the government towards clean energy transition, reforming power transmission planning, cross-border interconnections, and improving financial health of the distribution sector are fuelling the growth.

Despite the challenges and uncertainties in the external environment, we reported a strong performance in FY 2021-22 with regard to improving market sentiments and focus on profitability alongside business growth and debt reduction. Our performance was driven by operational improvement as a result of lean manufacturing practices, selecting the right set of business, cost optimisation, and increase in productivity.

I am pleased to report that we have achieved new benchmarks and reported the highest ever operating margins and net profit. Revenue for the year stood at Rs. 563.6 crores as compared to Rs. 342.6 crores in FY 2020-21, marking a growth of 65%. Operating EBITDA improved by 10.6% to Rs. 59.8 crores as against Rs. 25.6 crores in the previous year. PAT increased to Rs. 30.9 crores in FY 2021-22 from Rs. 9.8 crores in FY 2020-21.

Capex announcements are at a multi-decadal high, reflecting robust demand from both government and private sectors.

Since our inception, we have continued to grow and evolve, creating value by building a competitive global scale business and delivering increased shareholder value. Today, we are one of the leading and formidable players in the cables and conductors market given our established track record and balance sheet strength. Our continued investments

in our people, capacities, technology, and infrastructure continue to ensure sustained growth for our business.

We believe that there are significant opportunities in the institutional cables demand backed by robust capex cycle, high government revenues, and normalisation of business activities post the pandemic. Increasing privatisation of the power distribution sector and strong focus on supporting the power discoms and improving their financial and operational health will accelerate investments in power infrastructure.

India's infrastructure sector is expected to remain robust on the back of flagship schemes such as the National Infrastructure Plan, Gatishakti program, Sagarmala, Bharatmala, Production-Linked Incentive (PLI) schemes, etc. Demand will also come from increasing focus on electrification of railways, development of metros and highways along with strong push on electric vehicles and renewable energy.

Recently, we have bagged prestigious orders in the signalling segment for Indian railways. The railway signalling business has a sizeable share in the overall business and is expected to drive considerable growth in the coming years. At the same time, we intend to develop speciality cables which could be ROCE accretive investment for our Company.

Cognisant of the external challenges and rising inflationary pressures, we remain agile and nimble with our business portfolio and growth plans. Our strategic initiatives with regard to railway supplies, new product development, and exports will fuel our growth engine going ahead. We are focussed on deploying consistent efforts towards introduction of newer products as well as extension of our core products. We are also steadily expanding our presence in the existing and emerging markets in India and overseas.

**Our strategic initiatives with regard to railway supplies, new product development, and exports will fuel our growth engine going ahead. We are focussed on deploying consistent efforts towards introduction of newer products as well as extension of our core products.**

Finally, we are mindful of our responsibilities towards the environment and society and continue to undertake wide-ranging initiatives to make the world a better place and improve the livelihoods of people.

I would like to thank our Board of Directors as well as all our stakeholders, and, most importantly, our employees for their continued trust and support. I believe that we are fundamentally strong and well placed to accelerate the power transition journey and deliver sustainable value in the years ahead.

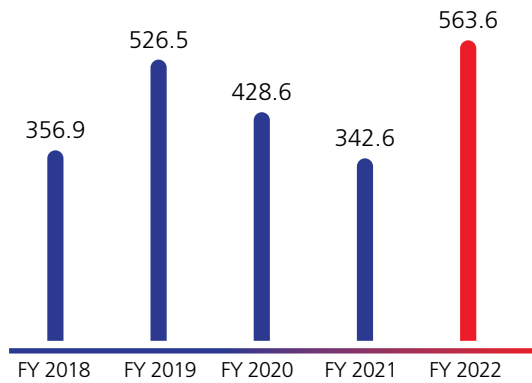
**Yours sincerely,**

Ashish Mangal  
Managing Director  
DIN: 00432213

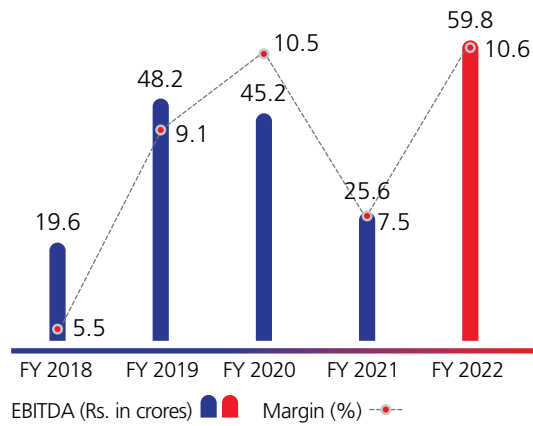


# Financial Highlights

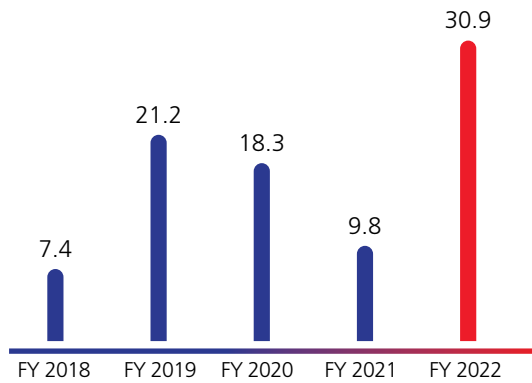
**Revenue** (Rs. in crores)



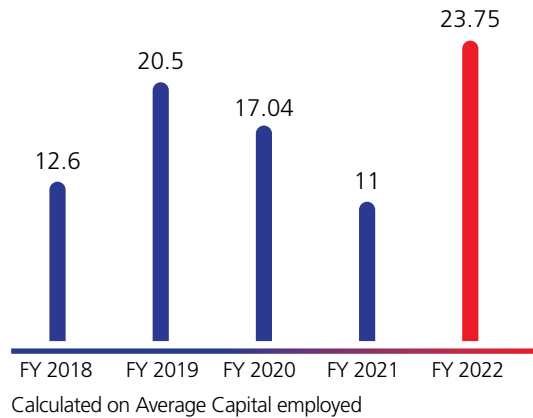
**EBITDA** (Rs. in crores)



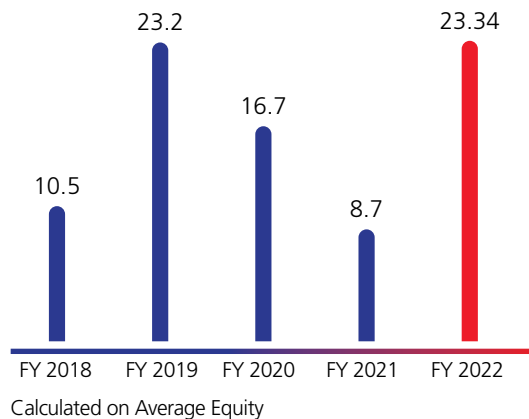
**PAT** (Rs. in crores)



**ROCE** (%)



**ROE** (%)



# CSR Initiatives





# Board of Directors



## **Mr. Rahul Mangal**

Chairman and Non-Executive Director

DIN: 01591411

Mr. Rahul Mangal is the Chairman and Non-Executive Director of our Company. He is Bachelor of Science. He was partner in the firm Ashish Fluxes and Chemicals since 1990. He has over 30 years of experience in the field of wires and cable industry. He is a proven influencer & negotiator and has realistic approach of getting the desired results. His long career gives guidance to his employees in achieving targets in a dynamic and complex business environment. He was originally appointed on the Board on April 03, 2007 and further designated as Chairman and Non-Executive Director of the Company on July 22, 2017.



## **Mr. Ashish Mangal**

Managing Director

DIN: 00432213

Mr. Ashish Mangal is the Managing Director of our Company. He is Bachelor of Commerce from University of Rajasthan and has around 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 Liaisoning, Marketing, Field Survey etc. helps in the growth of the Company. He looks after production, marketing and quality control activities of the Company. He has a good administrative power and is responsible for overall management of the Company. He was originally appointed on the Board on April 03, 2007 and further designated as Managing Director of the Company on July 22, 2017.



### Mr. Sumer Singh Punia

Non-Executive Director  
DIN: 08393562

Mr. Sumer Singh Punia has wide knowledge and experience in the field of taxation with expertise in Indirect Taxation. He has graduated in B.A. (Economics) from Ajmer University in the year 1988. His total work experience in the field of taxation is 26 years.



### Mr. Ashok Kumar Bhargava

Independent Director  
DIN: 02736069

Mr. Ashok Kumar Bhargava, aged 71 years is Independent Director of our Company appointed on Board vide Extra Ordinary General Meeting held on November 04, 2017. 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 also has an additional qualification like Diploma in Business Finance (DBF). He is having an experience over 35 years in Financial sector.



### Mr. Saurav Gupta

Independent Director  
DIN: 07106619

Mr. Saurav Gupta, aged 41 years is Independent Director of our Company appointed with effect from June 11, 2018. He has a wide knowledge and experience in the field of textile, with an experience of over 14 years in fashion business. He is a B.Com Graduate from Commerce College, Rajasthan University, 2002 and has a Post Graduate Diploma in Apparel Marketing & Merchandising from NIFT Delhi, 2004 (Gold Medalist). He is Promoter and Director of Bella Casa Fashion & Retail Ltd.



### Mrs. Shweta Jain

Independent Director  
DIN: 01162983

Mrs. Shweta Jain is a post graduate in accounts and business statistics, having an experience of around 17 years in handling accounts, finance, business consultancy and management and has been serving as a director of Peacock Management Consultants Private Limited since 2013 and recently has started a new compliance venture for corporates in the name of Comply Relax under the undertaking Businessnow Private Limited.



# Advisory Board



## Mr. Neeraj Bali

Major General Neeraj Bali, Sena Medal, is an Indian Army veteran, a corporate professional, an experienced leadership trainer, a certified Life Coach and the Leadership Circle administrator, and a professional speaker. Earlier in his career, he has worked with member companies of Indian Electrical and Electronic Manufacturers Association (IEEMA). He has also conducted two global workshops on Competitive Intelligence with participants from Columbia, Mexico, Belgium, England, Germany, Malaysia and India.

Maj Gen Neeraj Bali is a teaching faculty of the Institute for Competitive Intelligence, Germany. He has also delivered talks on leadership, disruption, organisational culture, and competitive intelligence on several prestigious forums, including Indian Institute of Management, Ahmedabad, XLRI Jamshedpur, Strategic Competitive Intelligence Professionals summits in the US and Portugal, Institute of Competitive Intelligence conference in Germany, CXO conference of Tata Group of Companies, Infosys, Wipro, Kirloskar Brothers, PSU heads at MDI and two summits of Institute of Chartered Accountants of India.

After his retirement, he has also been associated with a leading Engineering PMC Company with over 75 major infrastructure projects in India and abroad.

He is an M.Sc and M Phil in Defence Studies and also has attended a study program in the USA at the Asia Pacific Centre of Security Studies, Hawaii. A life-long learner, he is also a qualified Independent Director and an ISO Lead Auditor for Occupational Health and Safety.



## Mr. Govind Saboo

Mr. Govind Saboo leads the investor relations function at Dynamic Cables. He advises the company on critical areas of capital allocation, corporate governance, corporate finance & investor communication strategies. He has vast experience of 16+ years in capital markets.

Prior to this, he was founding team member at multiple funds leading their set up, investment and mentoring the investee companies.

He has been advisor to companies like AU Small Finance Bank, Aavas Housing, Ess Kay Fincorp in their growth phase. Presently he is on the board of listed companies such as Raghav Productivity Enhancers Ltd & Capital Trust Ltd as an Independent Director. He is founding partner of Srujan Alpha Capital Advisors, a SEBI registered Category 1 Merchant Bank.

An avid market follower, Mr. Saboo is a rank holder Chartered Accountant.

# Awards





# Corporate Information

## Corporate Identification Number

CIN : L31300RJ2007PLC024139

## Board of Directors & KMP

### Mr. Rahul Mangal

Chairman and Non-Executive Director  
DIN : 01591411

### Mr. Ashish Mangal

Managing Director  
DIN : 00432213

### Mrs. Shalu Mangal

Whole Time Director  
DIN : 00432482  
(up to : December 18, 2021)

### Mr. Sumer Singh Punia

Non-Executive Director  
DIN : 08393562

### Mr. Ashok Kumar Bhargava

Independent Director  
DIN : 02736069

### Mr. Saurav Gupta

Independent Director  
DIN : 07106619

### Ms. Nehal Sharma

Independent Director  
DIN : 08780239  
(up to : June 03, 2022)

### Mrs. Shweta Jain

Independent Director  
DIN : 01162983  
(w.e.f. June 03, 2022)

## KMP

### Chief Financial Officer

Mr. Murari Lal Poddar

## Company Secretary & Compliance Officer

Mr. Yagya Dev Shram (up to June 15, 2022)  
Ms. Naina Gupta (w.e.f. July 21, 2022)

## Statutory Auditor

### Madhukar Garg & Company

Chartered Accountant  
2<sup>nd</sup> Floor, K-28, Raj Apartment, Keshav Path  
Ahinsa Circle, C-Scheme, Jaipur – 302001

## Secretarial Auditor

### V. M. & Associates

Company Secretaries  
403, Royal World  
S.C. Road  
Jaipur – 302001 (Rajasthan)

## Registrar & Share Transfer Agent

### 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  
[www.bigshareonline.com](http://www.bigshareonline.com)

## Bankers

### Bank of Baroda

Road No. 5 VKI Area, Jaipur

### SIDBI

LIC Building, Ambedkar Circle, Jaipur

## Registered & Corporate Office

F-260, Road No. 13, VKI Area,  
Jaipur – 302013 (Rajasthan)  
Email : [cs@dynamiccables.com](mailto:cs@dynamiccables.com)  
Tel : 0141-2262589, 4042005

## Regional Offices:

Delhi, Mumbai, Hyderabad, Kolkata and Vadodara



# Board's Report

To,  
The Members of Dynamic Cables Limited

Your directors are pleased to present 15<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended on March 31, 2022.

## 1. HIGHLIGHTS OF FINANCIAL PERFORMANCE

The Company has recorded the following eminent financial performance, for the year ended on March 31, 2022:

Particulars	(Rs. in lakhs)	
	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from Operation	56,356.91	34,266.20
Other income	272.43	801.45
<b>Total Income</b>	<b>56,629.34</b>	<b>35,067.65</b>
<b>Profit before Interest and Depreciation</b>	<b>6,256.46</b>	<b>3,364.25</b>
Finance Cost	1,300.46	1,188.91
Depreciation	805.35	836.87
<b>Profit before Tax</b>	<b>4,150.65</b>	<b>1,338.47</b>
Income Tax Expenses	1,060.67	353.97
<b>Profit after Tax</b>	<b>3,089.98</b>	<b>984.50</b>
<b>Earning Per Share</b>		
<b>Basic (in INR)</b>	<b>14.04</b>	<b>4.47</b>
<b>Diluted (in INR)</b>	<b>14.04</b>	<b>4.47</b>

## 2. BUILDING BACK BETTER POST COVID

The second wave of coronavirus has struck like a storm throughout the country, with record new cases and deaths. The entire economic activity was once again severely impacted, plunging global economy into worst recession since World War II. The pace of economic recovery has been affected with disruptions in supply chains and contraction in demand.

Recovery from the second wave of the pandemic was swifter as compared to the first wave in 2020, vaccination holds the key to mitigating the impact of the second wave on economic activity and boosting consumer sentiment.

We at the Board level, with support from all our hard working and dedicated employees, suppliers and other stakeholders have contributed our skills, networks and

resources to shape the COVID-19 recovery and build back better. As a result, in spite of the pandemic, our Company has surpassed all past performances, with highest ever Revenue and Margins, our sales increased by 65%, operating profit increased by 134% and net profit zooms Three Times higher than last year.

We believe that it is the beginning of a new growth era for institutional cable demand backed by robust capex cycle, high government revenues and normalization of business activities post pandemic.

## 3. STATE OF COMPANY'S AFFAIRS AND PERFORMANCE

Your Company is engaged in the business of manufacturing and supply of cables and conductors across India and many overseas countries. There has been no change in the



business of the Company during the financial year ended on March 31, 2022.

During Financial year 2021-22, your company witnessed robust growth of 64.46% by achieving Rs. 56,356.91 lakhs revenue from operations as compared to Rs. 34,266.20 lakhs in previous financial year and delivered Net Profit after Tax (PAT) of Rs. 3,089.98 lakhs as compared to Rs. 984.50 in last financial year.

#### **4. CHANGE IN CAPITAL STRUCTURE**

The capital structure of the Company remains unchanged during the Financial year 2021-22. The Authorised share capital of the Company is Rs. 230,000,000 and the Paid up Equity Share Capital is Rs. 220,140,000 as on March 31, 2022, divided into 22,014,000 equity shares of Rs. 10/- each.

#### **5. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

The Company does not have any Subsidiary or Associate Company and Joint Venture.

#### **6. TRANSFER TO RESERVES**

For the financial year ended on March 31, 2022, the Company do not propose to transfer any amount to the General Reserves.

#### **7. DIVIDEND**

Your Company adequately divides its profits between itself and its shareholders, thus always strives to maintain a balance by providing an appropriate return to the Shareholders while simultaneously retaining a reasonable portion of the profit to maintain healthy financial leverage with a view to support and fund the future expansion plans.

During the financial year, the Board of Directors with the approval of the shareholders had declared the final dividend for the financial year 2020-21 of Rs. 0.25/- (2.5%) per equity share. Also, the Board of directors at its meeting held on May 30, 2022 has recommended a final dividend of Rs. 0.50/- (5%) per equity share for the Financial year 2021-22 and the same is subject to the approval of shareholders at the ensuing 15<sup>th</sup> Annual General Meeting of the Company. The proposed Final Dividend pay-out will be of Rs. 110.07 Lakhs (excl TDS). The Register of Members and Share Transfer Books will remain closed from 18<sup>th</sup> August, 2022 to 24<sup>th</sup> August, 2022 i.e. for seven days

(both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2022.

#### **8. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Section 124 of the Companies Act, 2013, ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), as amended, mandate the companies to transfer the dividend that has remained unclaimed/un-encashed for a period of seven years from the date of transfer to unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules also mandate that the shares on which dividend has not been claimed or encashed for seven consecutive years or more be transferred to the IEPF.

It is hereby informed that pursuant to Section 124 of the Act and the applicable Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority. During the financial year under review, there were no funds/shares which were required to be transferred to Investor Education and Protection Fund (IEPF) by the Company. The same is available on the Company's website i.e. [www.dynamiccables.co.in](http://www.dynamiccables.co.in)

#### **9. MATERIAL CHANGES & COMMITMENTS**

In pursuance of Section 134(3) (l) of the Companies Act, 2013, No material changes and commitments have occurred after the end of the financial year to which the financial statements relate till the date of this report, affecting the financial position of the Company.

#### **10. MATERIAL ORDERS**

In pursuance of Rule 8 (5) (vii) of the Companies (Accounts) Rules, 2014, No significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

#### **11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 forms a part of the Notes to the financial statements provided in this Annual Report.

## 12. CREDIT RATING

During the Financial year 2021-22, on the basis of recent development including operational and financial performance of the Company, Credit Rating Agency – CRISIL Ratings Limited has reaffirmed stable rating as follows:

Facilities	Rating
Fund Based (Long Term)	CRISIL BBB+
Fund Based (Short Term)	CRISIL A2
Non Fund Based (Short Term)	CRISIL A2

## 13. RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2022, all the contracts or arrangements or transactions that were entered into with related party as defined under the Companies

Act, 2013 and regulation 23 of Listing Regulations, were on an arm's length basis and in the ordinary course of business. However, pursuant to Regulation 23(2) of Listing Regulations, prior approval of the Audit Committee was sought for entering into related party transactions.

The Company has made transactions with related parties pursuant to Section 188 of the Companies Act, 2013. The particulars of material contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act in the Form AOC-2 is annexed herewith as Annexure-II.

The Company has formulated a policy on materiality of related party transactions and also on dealing with related party transactions which has been uploaded on the Company's website at the web link <https://www.dynamicables.co.in/Policy-on-Related-Party-Transactions.pdf>

## 14. NUMBER OF MEETINGS OF THE BOARD

The details of Board and number of meetings of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee & Finance Committee and Corporate Social Responsibility Committee meetings held during the financial year ended on March 31, 2022 are set out in the Corporate Governance Report which forms part of this report. The gap between two consecutive meetings was held within the time period stipulated under the Companies Act, 2013, Secretarial Standard-1 and the listing regulations. In the financial Year 2021-22 the board meet four times in a year on following dates:

Name of the Director	Date of Board Meetings and Attendance thereat				Attendance at 14 <sup>th</sup> AGM held on September 06, 2021
	June 9, 2021	August 08, 2021	November 13, 2021	January 31, 2022	
Mr. Rahul Mangal	Yes	Yes	Yes	Yes	Yes
Mr. Ashish Mangal	Yes	Yes	Yes	Yes	Yes
Mrs. Shalu Mangal	Yes	Yes	Yes	-	Yes
Mr. Sumer Singh Punia	Yes	Yes	Yes	No	Yes
Mr. Ashok Kumar Bhargava	Yes	Yes	Yes	Yes	Yes
Mr. Saurav Gupta	Yes	Yes	Yes	No	Yes
Ms. Nehal Sharma	Yes	Yes	Yes	Yes	Yes

## 15. Directors & Key Managerial Personnel

### a) Directors

At the 14<sup>th</sup> Annual General Meeting the AGM of the Company held on 6<sup>th</sup> September, 2021, following appointment/re-appointment were approved by the members:

- In accordance with the provisions of the Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mrs Shalu Mangal Non-

executive Director of the Company retired by rotation and reappointed in previous AGM.

- Mr. Sumer Singh Punia (DIN: 0893562) was appointed as Director in previous AGM.

During the year under review, the following changes occurred in the Board of Directors of the Company:

- Pursuant to provisions of Companies Act, 2013 ('Act') and the Articles of Association of the



- Company, Mr. Rahul Mangal (DIN: 01591411) is liable to retire by rotation and being eligible, offer himself for re-appointment. The Nomination and Remuneration Committee and Board of Directors have recommended their re-appointment for the approval of the shareholders of the Company in the forthcoming Annual General Meeting of the Company.
- ii. During the year under review, Mrs. Shalu Mangal (DIN: 00432482), Whole time Director of the Company resigned from Directorship with effect from December 18, 2021. The Board places on record its appreciation for the services rendered by Mrs. Shalu Mangal during her tenure as Director of the Company.
  - iii. Ms. Nehal Sharma (DIN: 00013580), Non-executive Independent Director of the Company resigned from Directorship w.e.f. June 03, 2022. The Board places on record its appreciation for the services rendered by Ms. Nehal Sharma during her tenure as Director of the Company. Although, the aforementioned change in board of directors occurred after the closure of financial year, however, your directors find it prudent to keep their shareholders informed about the said change.
  - iv. The Board of director has appointed Mrs Shweta Jain as an Additional Director w.e.f 3<sup>rd</sup> June,2022 and recommended to appoint her an an Independent Director to the members of the company in ensuing AGM .
  - v. The Board of Directors at its meeting held on 21<sup>st</sup> July, 2022 subject to approval of the shareholders, approved the re-appointment of Ashish Mangal (DIN: 00432213) as the Managing Director of the Company for a further period of three years with effect from July 22, 2022.
  - vi. The Board of Directors, subject to approval of shareholders in the ensuing AGM, has approved the re-appointment of Mr. Ashok Kumar Bhargava (DIN: 02736069), as an Independent Director with effect from November 03, 2022. The reappointment is recommended based on knowledge, skills, experience and performance evaluation of Mr. Bhargava. Accordingly, it is

proposed to re-appoint him as an Independent Director (for second term) at the ensuing Annual General Meeting for a period of 5 (Five) years commencing from November 03, 2022.

- vii. The Board of Directors (NRC), subject to approval of shareholders in the ensuing AGM, has approved the re-appointment of Mr. Saurav Gupta (DIN: 07106619) as an Independent Director with effect from June 10, 2023,. The reappointment is recommended based on knowledge, skills, experience and performance evaluation of Mr. Bhagava. Accordingly, it is proposed to re-appoint him as an Independent Director (for second term) at the ensuing Annual General Meeting for a period of 5 (Five) years commencing from June 10, 2023.

Necessary resolutions for the appointment/reappointment of aforesaid Directors, wherever applicable, have been incorporated in the notice convening the ensuing AGM. As required under the SEBI(LODR) and Secretarial Standards 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 the notice of AGM.

#### **b) Key Managerial Personnel (KMPs)**

During the year under review, the following changes occurred in the Key Managerial Personnel (KMPs)of the Company:

- i. Mr. Honey Chordia, Company Secretary and Compliance Officer tendered his resignation from his post on February 04, 2022.
- ii. Mr. Yagya Dev Sharma was appointed as the Company Secretary and Compliance Officer with effect from February 05, 2022.

The below Changes in KMP occurred after the closure of financial year, however, your directors find it prudent to keep their shareholders informed about the said change.

- iii. Mr. Yagya Dev Sharma, Company Secretary and Compliance Officer tendered his resignation from his post w.e.f June 15, 2022.

- iv. Ms. Naina Gupta was appointed as the Company Secretary and Compliance Officer with effect from, 21<sup>st</sup> July, 2022.

## 16. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given a declaration under section 149(7) of the Act confirming that they fulfil the criteria of independence as provided under section 149(6) of the Act [including compliance of Rule 5 and 6 of Companies (Appointment and Qualification of Directors) Rules, 2014] and regulations 16(1)(b) & 25 of SEBI (LODR).

All the Independent Directors of the Company are registered in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). In terms of section 150 of the Act read with rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, In the opinion of the Board all Independent Directors possess strong sense of integrity and having requisite experience (including proficiency), qualification, skills and expertise and fulfill the conditions specified in the listing regulations and are independent of the management and affirmed compliance with Code of Conduct as required under Regulation 26(3) of the SEBI (LODR). For further details, please refer Corporate Governance Report.

In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfill the conditions of independence as specified in the Act and the Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Companies Act, 2013.

## 17. ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 of Listing Regulations, the Board has carried out an annual performance evaluation of its own performance and that of its statutory committee's viz. Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and that of the individual Director

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

In a separate meeting of independent directors held on January 30, 2022, performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee in their meeting held on August 08, 2021 reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

The Company is pleased to announce that the overall evaluation showed the performance of your board, its committees, and directors as highly satisfactory.

## 18. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In compliance with the requirements of the Companies Act, 2013 and the Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights, and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of such familiarization programmes imparted to Independent Directors are posted on the website of the Company at <https://www.dynamiccables.co.in/Familiarization-Programme-for-Independent-Directors.pdf>.

## 19. AUDITORS AND AUDITORS' REPORT

### (a) Statutory Auditors

Pursuant to Section 139 of Companies Act, 2013 M/s Madhukar Garg & Company, Chartered Accountants (FRN: 000866C) the Statutory Auditors of the Company were appointed at 11<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2018 for a period of five years subject to the ratification at every AGM. The Company has received confirmation from the Auditors that they are eligible to continue as the statutory auditors of the Company.



As per the provisions of Section 40 of the Companies (Amendment) Act, 2017 there is no requirement for ratification of appointment of Statutory Auditor at every Annual General Meeting of the Company and therefore, it is not required to ratify the appointment every year.

The Auditor's Report for the financial year 2021-22 doesn't contain any reservation, qualification or adverse remark. As per sub section 12 of Section 143 of Companies Act, 2013 during the financial year, no fraud was reported by the Statutory Auditor of the Company in their Audit Report.

### (b) Secretarial Auditor

Pursuant to provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, M/s. V. M. & Associates, Company Secretaries (FRN P1984RJ039200) was appointed as Secretarial Auditors to conduct the secretarial audit of the Company for the financial year 2021-22.

The Secretarial Audit Report by M/s V.M. & Associates, Company Secretaries, in respect of the secretarial audit of the Company for the financial year ended March 31, 2022, is annexed herewith and marked as Annexure – B to this Report.

#### Explanation to the observations in secretarial audit report:

The Secretarial audit report for the year 2021-22 contains following observations.

- i. Non-compliance of Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for delay in submission of disclosure of related party transactions to Stock Exchange for the half year ended on September, 2021
- ii. Non-compliance of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on June, 2021 September 2021 and December, 2021

In this regard, it is submitted that

- l) The Company has received the Notice regarding the NonCompliance/Delayed Compliance under Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 for delay in submission of disclosure of related party transactions to Stock Exchange for the half year ended on September, 2021. The Company has delayed in filing due to procedural oversight. The Company has paid the monetary fines towards the same.

- ii) The Company has received the Notice regarding the Non-compliance of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on June 2021, September 2021 & December 2021. The company was listed on the SME platform of BSE Limited dated December 14, 2017 and migrated to Main Board with effect from 1<sup>st</sup> October 2020. Company has always made due compliance of the applicable provisions of Listing Regulations from time to time. The Company is having a woman director on the Board, since its applicability to the Company and till date. The company duly rectified as soon as it came to its knowledge. In order to rectify the non-compliance, Mrs. Shalu Mangal (Promoter and Executive Director) has stepped down from the Board of the Company with effect from December 18, 2021. The same has been intimated to the Bombay Stock Exchange on 18 December, 2021. The Company has paid monetary fines towards the quarter September 2021 and December 2021 and for June, 2021 Company has submitted the waiver request to the Exchange.

In relation to the above non compliances, the Company has paid the fine, wherever levied by the Stock Exchanges within the due timeline.

Further, pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD1/27/2019, dated February 08, 2019, the Annual Secretarial Compliance Report for the financial year 2021-2022 was filed with BSE Limited, on May 30, 2022. In terms of section 204 of the Companies Act, 2013 on the recommendation of the Audit Committee, the Board of Directors of the Company appointed M/s. V. M. & Associates as the Secretarial Auditor of the Company for the financial year 2022-2023. During the financial year 2021-22, no fraud was reported by the Secretarial Auditor of the Company in their Audit Report.

### (c) Cost Auditor

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has appointed M/s Maharwal & Associates (FRN: 101556) as Cost Auditors for the financial year 2021-22.

The Company has received Cost Audit Report on the cost accounts of the Company for the financial year ended on March 31, 2022 and the same will be filed with Ministry of Corporate Affairs (MCA) within the prescribed time limit provided under the Companies Act, 2013 and rules made thereunder.

The Board has re-appointed M/s Maharwal & Associates (FRN: 101556) as Cost Auditor to conduct the audit of cost records of your Company for the financial year 2022-23. The payment of remuneration to Cost Auditor requires the approval/ratification of the members of the Company and necessary resolution in this regard has been included in the notice of the ensuing Annual General Meeting of the Company

During the financial year 2021-22, no fraud was reported by the Cost Auditor of the Company in their Audit Report.

### (d) Internal Auditor

In accordance with the provisions of Section 138 of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company has appointed M/s Ritul Patwa & Company, Chartered Accountants (FRN: 017878C) as the Internal Auditors to conduct the Internal Audit of the Company for the Financial Year 2021-22.

The Company has received consent from M/s Ritul Patwa & Company, Chartered Accountant (FRN: 017878C) to conduct internal audit of the Company for the financial year ending March 31, 2022. Further, the Board has appointed M/s Ravi Sharma & Co, Chartered Accountant (FRN: 015143C) as Internal Auditors of the Company for the Financial Year 2022-23. They have confirmed their eligibility for the said appointment and has also given written consent to act as Internal Auditors of the Company.

During the financial year 2021-22, no fraud was reported by the Internal Auditor of the Company in their Audit Report.

## 20. PREVENTION OF INSIDER TRADING

Pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto, the Company has in place

a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"). The code inter alia prohibits purchase/sale of shares of the Company by its Designated Persons and other connected persons while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the trading window is closed. The Code is available on the Company's website i.e. <https://www.dynamiccables.co.in/CODE-OF%20PRACTICES-AND-PROCEDURES-FOR-FAIR-DISCLOSURE-OF-UPSI.pdf>

## 21. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the Code of Conduct of the Company. It also provides for adequate safeguards against the victimization of employees who avail the mechanism, and allows direct access to the chairperson of the audit committee in exceptional cases.

During the year no person was denied access to the audit committee and there was no whistle blower event reported during the financial year 2021-22. The policy provides systematic mechanism to report the concerns and adequate safeguards against the victimization if any. The policy is available on the website of the Company i.e. <https://www.dynamiccables.co.in/whistle-blower-policy.pdf>

## 22. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in Annexure-C of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, kindly refer to the Corporate Governance Report, which is a part of this report. The Company has CSR Policy in place and the same can be accessed at <https://www.dynamiccables.co.in/CSR-Policy.pdf>

## 23. RISK MANAGEMENT POLICY

The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The Risk Management Policy defines the risk management approach across



the enterprise at various levels including documentation and reporting.

There are various elements of risk which, in the opinion of the Board, may threaten the existence of the Company some of which are as follows:

- Economic Environment and Market conditions
- Political Environment
- Competition
- Fluctuations in Foreign Exchange
- Contractual Compliance
- Operational Efficiency

Our risk management approach is composed primarily of three components:

- Risk Governance
- Risk Identification
- Risk Assessment and Control.

All the Senior Executives under the guidance of the Chairman and Board of Directors has the responsibility for over viewing management's processes and results in identifying, assessing and monitoring risk associated with Organization's business operations and the implementation and maintenance of policies and control procedures to give adequate protection against key risk. In doing so, the Senior Executive considers and assesses the appropriateness and effectiveness of management information and other systems of internal control, encompassing review of any external agency in this regards and action taken or proposed resulting from those reports.

## **24. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company recognises its duty to provide safe and secure working environment at the workplace and thus, in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has in place a Policy for prevention of Sexual Harassment of Women at the workplace and has also set up an Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Board takes pride in presenting the summary of sexual harassment complaints received and disposed of during the year 2021-22:

- Number of complaints pending at the beginning of the year : NIL
- Number of complaints received during the year : NIL
- Number of complaints disposed off during the year: Not Applicable
- Number of cases pending at the end of the year : Not Applicable

## **25. ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 the Annual Return as on March 31, 2022 is available on the Company's website at <https://www.dynamiccables.co.in/Annual-Report-2021-22.pdf>

## **26. DEPOSITS**

During the financial year under review, your Company has neither invited nor accepted or renewed any fixed deposit from public in terms of provisions of Section 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on March 31, 2022. Please refer Note No.15&41 of financial statement pursuant to Rule 2 (1) (c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014 for borrowings from directors.

## **27. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY**

Your Company has adopted policies and procedures adequate with the size of its business operations for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. For more details, refer to the 'Internal control systems and their adequacy' section in Management's discussion and analysis, which forms part of this Annual Report.

During the financial year under review, the Statutory Auditor in their Report on the Internal Financial Control with reference to financial statements for the financial year 2021-22 has given unmodified report.



Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the year under review.

## 28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ sustainable technology for more efficient operations.

The particulars relating to the Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo pursuant to Section 134 of the Companies Act, 2013 read with rules made thereunder is annexed herewith and marked as Annexure– D to this report.

## 29. NOMINATION AND REMUNERATION POLICY

In compliance with Section 178 of the Companies Act, 2013, the Nomination and Remuneration Policy of the Company has been designed to keep pace with the dynamic business environment and market linked positioning. The Policy has been duly approved and adopted by the Board pursuant to recommendations of Nomination and Remuneration

Committee of the Company and is duly available on the website of the Company at following link: <https://www.dynamiccables.co.in/nomination-&-remuneration-policy.pdf>

## 30. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on appointment of directors is available on the Company's website on <https://www.dynamiccables.co.in/Policy-on-Diversity-of-Board-of-Directors.pdf>

The policy on remuneration and other matters provided in Section 178(3) of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on the Company's website on <https://www.dynamiccables.co.in/nomination-&-remuneration-policy.pdf>

## 31. CORPORATE POLICIES

Your Board seeks to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) mandate the formulation of certain policies for all listed companies. The corporate governance policies are available on the Company's website, at <https://www.dynamiccables.co.in/policies-codes.html>!The policies are reviewed periodically by the Board and updated as needed. During the year the Board revised and adopted some of its policies.

## 32. PARTICULARS OF EMPLOYEES

The information under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to median remuneration	% increase in remuneration in financial year
<b>Non- Executive Directors:</b>		
Rahul Mangal	-	-
Sumer Singh Punia	-	-
Nehal Sharma*	-	-
Ashok Kumar Bhargava*	-	-
Saurav Gupta*	-	-



Name	Ratio to median remuneration	% increase in remuneration in financial year
<b>Executive Director:</b>		
Ashish Mangal	61.27	0
Shalu Mangal	26.04	0
<b>Chief Financial Officer:</b>		
MurariLalPoddar	10.32	11.34
<b>Company Secretary:</b>		
Honey Chordia	3.08	17.76
Yagya Dev Sharma	3.33	0

\*No remuneration paid except, payment of eligible sitting fees.

\* Mrs. Shalu Mangal resigned from the directorship w.e.f. 18<sup>th</sup> December, 2021

\* Honey Chordia resigned from the post of Company Secretary on 4<sup>th</sup> February, 2022

- (ii) The percentage increase in the median remuneration of employees in the financial year is 13.21%
- (iii) The total number of permanent employees on the rolls of Company: 595
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- Average increase in the remuneration of all employees excluding KMP is 13.01%
  - Average increase in the remuneration of KMP is 12.60%
- (v) Increase in salary is based on the Company's performance, individual performance. It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.

(vi) The statement containing particulars of employees as required under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the names of the top 10 employees in terms of remuneration drawn during the year is given herein below:

S. No	Name of Employee	Designation	Remuneration (Rs. in lakhs)	Nature of employment (contractual or otherwise)	Qualification	Experience (in yrs.)	Date of commencement of employment	Age	Last employment held by such employee before joining the Company	Whether Relative of the Director, if yes name of the Director	Percentage of equity shares held by the employee in the Company
1.	Mr. Ashish Mangal	Managing Director	120.00	Contractual	B.Com	26	03.04.2007	47	Own Business	Husband of Mrs. Shalu Mangal & brother of Mr. Rahul Mangal	34.91
2.	Mrs. Shalu Mangal	Wholetime Director till December 18, 2021 after appointed as an VP, Accounts	Rs 36.46 lakhs as an WTD and Rs 5.00 lakhs as an VP, Accounts	Contractual	MBA	14	22.07.2017	43	Own Business	Wife of Mr. Ashish Mangal	0.10
3.	Mr. Murari Lal Poddar	CFO	20.22	Onroll Employee	CA	23	14.06.2003	50	Wires & Fabrics (S.A) Ltd.	-	-
4.	Mr. Manavalan Srinivasan	Vice President	17.66	Onroll Employee	Graduate (Economics)	33	06.02.2018	61	Diamond Power Infrastructure Ltd.	-	-
5.	Mr. Pijus Mandal	General Manager (Production)	18.80	Onroll Employee	PG in BSM, BE (ECS)	24	25.04.2020	49	Sterilite Power Transmission	-	-
6.	Mr. Hanmath Singh Bhati	General Manager (Maintenance)	15.26	Onroll Employee	Dip in Mech. Engg	20	01-10-2019	54	Dynamic Metals	-	-
7.	Mr. Ashok Kumar Sharma	Assistant Vice president	15.16	Onroll Employee	B.E, MBA	18	01.04.2016	56	Krishna Electricals Industries Ltd.	-	-
8.	Mr. Vijay Kumar Kushnappa	Vice President	14.43	Onroll Employee	B.Sc (Mathematics)	44	13.08.2018	66	Diamond Power Infrastructure Ltd.	-	-
9.	Mr. Mahesh Inderjit	Senior General Manager	12.20	Onroll Employee	B.sc	28	20.08.2021	57	Ravin Cables	-	-
10.	Mr. Mistry Umesh bhai Natavarfal	Assistant General Manager	11.86	Onroll Employee	Master of Science	18	26.04.2021	41	Hind Aluminium Industries Ltd	-	-



### 33. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forming part of this Annual Report and has been annexed with the Board's Report. The Management Discussion and Analysis Report is annexed herewith as Annexure-E

### 34. CORPORATE GOVERNANCE

Your board has put their sincere efforts in doing a good job by following good governance practices. Accordingly the Company has complied with the requirements of corporate governance as stipulated under the Listing Regulations. The corporate governance report and certificate from practicing Company Secretary confirming compliance of conditions as required by Regulation 34(3) read with Part E of Schedule V of the Listing Regulations, form part of the Board's Report.

### 35. LISTING OF SHARES

Your Company's shares are listed at BSE Limited and the annual listing fees for the year 2021-22 has been duly paid.

### 36. COMPLIANCE OF SECRETARIAL STANDARDS ISSUED BY THE ICSI

The Institute of Company Secretaries of India (ICSI) has issued Secretarial Standards (SS) on various aspects of corporate law and practices. The Company has duly complied with all the applicable Secretarial Standards.

### 37. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013 the Board of Directors hereby confirms and accepts the responsibility for the following in respect of the Audited Financial Statements for the financial year ended March 31, 2022:

- i. In the preparation of the annual accounts, the applicable accounting standards had been

followed along with proper explanation relating to material departures;

- ii. that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the directors had prepared annual accounts for the financial year ended March 31, 2022 on a going concern basis;
- v. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and

### 38. OTHER DISCLOSURES

- The Company has not issued any shares with differential voting rights/ sweat equity shares.
- There was no revision of financial statements and Board's Report of the Company during the year under review;
- There has been no change in the nature of business of the Company as on the date of this report;
- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and

Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable;

### 39. ACKNOWLEDGEMENT

The Directors place on record their appreciation for the assistance, help and guidance provided to the Company

by the Bankers, Auditors, Financial Institution(s) and Authorities of Central and State Government(s) from time to time. The Directors also place on record their gratitude to employees and shareholders of the Company for their continued support and confidence reposed in the management of the Company.

Place: Jaipur

Date: 21.07.2022

For and on behalf of Board of Directors

For **Dynamic Cables Limited**

**Rahul Mangal**

Chairman

(DIN: 01591411)

**Registered Office:**

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



# Annexure - A

## Form No. AOC-2

### (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
  - a) Name(s) of the related party and nature of relationship: Not Applicable
  - b) Nature of contracts/arrangements/transactions: Not Applicable
  - c) Duration of the contracts/arrangements/transactions: Not Applicable
  - d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
  - e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
  - f) Date(s) of approval by the Board: Not Applicable
  - g) Amount paid as advances, if any: Not Applicable
  - h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

S No.	Name(s) of Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
1	Indo Krates Pvt. Ltd. Mr. Ashish Mangal (Managing Director) &Mrs. Shalu Mangal (Whole time Director) are Directors.	Leasing of Property (Rent Paid)	Ten Years	Indo Krates Pvt. Ltd. has rented its property situated at F-259, Road No.13, VKI Area, Jaipur 302013 (Rasjathan) to Dynamic Cables Ltd. at a monthly rent of Rs. 0.10 lakhs.  The company has paid Rs. 1.20 lakhs to Indo Krates Pvt. Ltd in FY 2021-22	04.04.2016	Nil

S No.	Name(s) of Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
2	Shiv Kripa Pipes Pvt. Ltd. Mr. Ashish Mangal (Managing Director) & Mr. Rahul Mangal (Chairman & Director) are Directors.	Leasing of Property (Rent Paid)	Ten Years	Shiv Kripa Pipes Pvt. Ltd. has rented its property situated at A-129, A-129A, A-130, SKS Industrial Area, Reengus, Tehsil Shree Madhopur, Distt., Sikar-332404 (Rajasthan) to Dynamic Cables Ltd. at a monthly rent of Rs. 0.50 lakhs.  The company has paid Rs. 6 lakhs to Shiv Kripa Pipes Pvt. Ltd in FY 2021-22.	04.04.2016	Nil
3	Mangal Electricals Industries Pvt. Ltd. Mr. Ashish Mangal (Managing Director) & Mr. Rahul Mangal (Chariman & Director) are Directors.	Leasing of Property (Rent Received)	Five Years	Dynamic Cables Ltd. has rented its property situated at C-61, Road No. 1 –C, VKI Area, Jaipur 302013 (Rajasthan) to Mangal Electricals Industries Pvt. Ltd. at a monthly rent of Rs. 0.30 lakhs.  The company has received Rs. 3.60 lakhs (including GST) from Mangal Electricals Industries Pvt. Ltd in FY 2021-22	22.08.2017	Nil



S No.	Name(s) of Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
(a)	(b)	(c)	(d)	(e)	(f)	
				Dynamic Cables Ltd purchased Transformer Oil and angle of Rs. 05 lakhs and sold wooden scrap of Rs. 0.25 lakhs from Mangal Electricals Industries Pvt. Ltd. The rate is same as of an unrelated party in the normal course of business and hence justifies Arm's Length Price.	04.04.2016	Nil
4	Aditi Mangal (Daughter of Mr. Ashish Mangal (Managing Director))	Manager - HR (Salary paid)	Regular	Ms. Aditi Mangal was appointed as Manager-HRD in the company w.e.f May 02, 2019 with an annual CTC of Rs. 12 lakhs per annum on such terms & conditions mentioned in her letter of appointment. The company has paid her a salary of Rs. 12 lakhs in FY 2021-22	20.07.2019	Nil
5	Dynamic Metals Mr. Ashish Mangal (Managing Director) is Proprietor	Availing or rendering of any services (Maintenance Charges paid)	Three years	Dynamic Cables Ltd. has paid Dynamic Metals Rs. 24 lakhs in FY 2021-22 for Maintenance charges. The rate is same as of an unrelated party in the normal course of business and hence justifies Arm's Length Price.	18.03.2020	Nil



S No.	Name(s) of Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
	(a)	(b)	(c)	(d)	(e)	(f)
6	Rasik Mangal (Son of Mr. Ashish Mangal (Managing Director))	Assistant Manager -Accounts	Regular	Mr. Rasik Mangal was appointed as an Assistant Manager -Accounts in the company w.e.f July 1, 2021 with an annual CTC of Rs. 12 lakhs per annum on such terms & conditions mentioned in his letter of appointment.  The company has paid him a salary of Rs. 9 lakhs in FY 2021-22	09.06.20201	Nil
7	Shalu Mangal (Wife of Mr. Ashish Mangal, Managing Director)	VP-Accounts	Regular	Mrs. Shalu Mangal was appointed as an VP -Accounts in the company w.e.f February 1, 2022 with an annual CTC of Rs. 30 lakhs per annum on such terms & conditions mentioned in her letter of appointment.  The company has paid her a salary of Rs. 5 lakhs in FY 2021-22	31.01.2022	NIL

Place: Jaipur  
Date: 21.07.2022

For and on behalf of Board of Directors  
For **Dynamic Cables Limited**

**Rahul Mangal**  
Chairman  
(DIN: 01591411)

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



# Annexure - B

## Form No. MR-3 SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Dynamic Cables Limited**  
F-260, Road No. 13, VKI Area  
Jaipur – 302 013 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dynamic Cables Limited** (here in after called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (repealed w.e.f. 13<sup>th</sup> August, 2021) **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 notified on 13<sup>th</sup> August, 2021 **(Not applicable to the Company during the Audit Period);**

- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (repealed w.e.f. 9<sup>th</sup> August, 2021) **(Not applicable to the Company during the Audit Period);**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 notified on 9<sup>th</sup> August, 2021 **(Not applicable to the Company during the Audit Period);**
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (repealed w.e.f. 10<sup>th</sup> June, 2021) **(Not applicable to the Company during the Audit Period);**
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 notified on 10<sup>th</sup> June, 2021 **(Not applicable to the Company during the Audit Period);**
- (k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);** and
- (l) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreement entered into by the Company with BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Company has not complied with Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t.

composition of the Board of Directors of the Company for the quarter ended on June 2021, September, 2021 and December 2021; and

2. Company has not filed/submitted disclosure of related party transactions on consolidated basis to Stock Exchange for the half year ended on September, 2021 pursuant to Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the prescribed time.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent director(s) were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has:

- a) Paid fine of Rs. 23,600/- (Basic Rs. 20,000 + GST Rs. 3,600) to BSE Limited for non-compliance of Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for delay in submission of disclosure of related party transactions to Stock Exchange for the half year ended on September, 2021;
- b) Paid fine of Rs. 5,42,800/- (Basic Rs. 4,60,000 + GST Rs. 82,800) to BSE Limited for non-compliance of Regulation 17(1) of Securities and Exchange Board of India (Listing



- Obligations and Disclosure Requirements) Regulations, 2015 for non-compliance with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on September 2021;
- c) Paid fine of Rs. 4,60,200/- (Basic Rs. 3,90,000 + GST Rs. 70,200) to BSE Limited for non-compliance of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for non-compliance with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on December 2021;
- d) Applied to the waiver committee of BSE Limited for waiver of fine of Rs. 5,36,900/- (Basic Rs. 4,55,000 + GST Rs. 81,900) for alleged non-compliance of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Non-compliance with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on June 2021; and
- e) Has made an application to National Stock Exchange of India Ltd for listing of its equity shares.

Place: Jaipur

Date: May 30, 2022

UDIN: F003355D000427394

**For V. M. & Associates**

Company Secretaries

(ICSI Unique Code P1984RJ039200)

PR 581 / 2019

**CS Manoj Maheshwari**

Partner

Membership No.: FCS 3355

C P No.: 1971

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

## Annexure A

To,  
The Members  
**Dynamic Cables Limited**  
F-260, Road No. 13, VKI Area  
Jaipur – 302 013 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Jaipur  
Date: May 30, 2022  
UDIN: F003355D000427394

**For V. M. & Associates**  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)  
PR 581 / 2019

**CS Manoj Maheshwari**  
Partner  
Membership No.: FCS 3355  
C P No.: 1971



# Annexure - C

## Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year 2021-22 [Pursuant to clause (o) of sub section (3) of Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

### 1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company inter-alia specifies the key focus areas for CSR activities/projects that could be undertaken by the Company, approach and process for undertaking CSR projects and the monitoring mechanism. CSR Policy of the company covers almost every aspect of the society including Community Development, and issues of National Importance. Community development deals with Education & Health, and emphasizes on community participation and ownership, and works on long term projects for sustainable outcomes. Issues of National Importance deals with areas like Rural Management etc.

The main objective of the Corporate Social Responsibility Policy of the company is to lay down guidelines to make Corporate Social Responsibility as one of the key focus areas to adhere to make progress strategy that focuses on making a positive contribution to society through high impact, sustainable programs.

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy available on the website of the Company at <http://www.dynamiccables.co.in/CSR-Policy.pdf>

### 2. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Rahul Mangal	Chairman & Non- Executive Director, Chairperson of CSR Committee	1	1
2.	Mr. Ashish Mangal	Managing Director, Member of CSR Committee	1	1
3.	Mr. Ashok Kumar Bhargava	Independent Director, Member of CSR Committee	1	1

During the year under review there was no change in the composition of CSR Committee.

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company

Composition of the CSR committee shared above is available on the Company's website at <https://www.dynamiccables.co.in/CSR-Policy.pdf>

The CSR Policy of the Company is available on our website, at <https://www.dynamiccables.co.in/CSR-Policy.pdf>

CSR projects - <https://www.dynamiccables.co.in/CSR-Policy.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any :

S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
1	2020-21	20,000	20,000

6. Average net profit of the Company as per Section 135(5): Rs. 2325.61 lakhs
7. a) Two percent of average net profit of the Company as per section 135(5): Rs. 46.51 lakhs
- b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- c) Amount required to be set off for the financial year, if any: Rs. 0.2 lakhs
- d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 46.31 lakhs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Rs. in lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 48.01 lakhs	N.A.	N.A.	N.A.	N.A.	N.A.

- (b) Details of CSR amount spent against ongoing projects for the financial year:

											(Rs. in lakhs)	
(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Project duration	Amount allocated for the project	Amount spent in the current financial Year	Amount transferred to Unspent CSR Account for the project as per Section 135(6)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
NIL												

**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

(Rs. in lakhs)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount Spent for the project	Mode of Implementation-Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Construction of School Blocks, Toilets, classrooms	(ii)	Yes	Rajasthan	Jaipur	37.5	No	Round Table India	CSR 00000895
2	Construction of School and Hostel Facility	(ii)	Yes	Rajasthan	Jaipur	0.50	No	Vandan Institute of Rehabilitation & Research	-
3	Providing Assets to School	(ii)	Yes	Rajasthan	Ajmer	0.60	Yes	-	-
4	CSR Initiatives - at different locations for environment sustainability	(vi)	Yes	Rajasthan	Jaipur	7.28	Yes	-	-
5	Distribution of COVID-19 Essentials (Oxygen Concentrator)	(i)	Yes	Rajasthan	Jaipur	2.13	Yes	-	-
<b>TOTAL</b>		-	-	-	-	<b>48.01</b>	-	-	-

**(d) Amount spent in Administrative Overheads:** Rs. 1.11 lakhs**(e) Amount spent on Impact Assessment, if applicable:** Not Applicable**(f) Total amount spent for the Financial Year (8b+8c+8d+8e):** Rs. 48.01 lakhs**(g) Excess amount for set off, if any:**

Sr. No.	Particular	Amount (in lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	46.31
(ii)	Total amount spent for the Financial Year	48.01
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.7
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.7



9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6)			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
1.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed / Ongoing
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year(asset-wise details)

(a) Date of creation or acquisition of the capital asset(s): None

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board of Directors  
**For Dynamic Cables Limited**

**(Ashish Mangal)**  
Managing Director  
(DIN-00432213)

**(Rahul Mangal)**  
Chairperson of CSR Committee  
(DIN-01591411)

Place: Jaipur  
Date: May 30, 2022

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



# Annexure - D

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption, foreign exchange earnings and outgo are given below and forms part of the Board's Report.

### (A) Conservation of Energy:

- i. the Steps Taken or impact on conservation of energy:

The Company requires energy for its operations and the Company is making all efforts to conserve energy by monitoring energy costs and periodically reviews of the consumption of energy. It also takes appropriate steps to reduce the consumption through efficiency in usage and timely maintenance / installation / upgradation of energy saving devices. The Company is fully focused towards energy conservation & strives to make the plant energy efficient. In the FY 2021-22 the company has equipped the manufacturing facility at Unit-I F-260, Road No.13, VKI Area, Jaipur and Unit-III at H-581A To H-592A , H 601 B, Road No. 6 at VKI Area, Jaipur with Solar Power Panels which has an overall capacity of 1880 KW, the company has invested Rs. 1.30 crores for solar Generation capacity Expansion at Unit I and Unit III. Solar energy is one of the most versatile renewable energy sources. It is considered to have the greatest potential of acting as a substitute for the traditional thermal or coal-fired energy. Nevertheless, the preference of solar energy over the conventional energy sources is not only a function of the drive towards green energy & sustainability but also gets influenced by solar energy cost.

Dynamic Cables recognize the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices and is committed to become an environment friendly organization. The dedicated team of professionals is focusing on energy conservation across all manufacturing sites.

Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

- ii. The steps taken by the company for utilizing alternate source of energy: Implementing of Solar Energy Project at Unit-I and Unit-III at VKI Jaipur.

- iii. the capital investment on energy conservation equipment's: Rs. 1.30 crores (approx. figure)

### (B) Technology Absorption:

- i. Efforts, made towards Technology absorption:

We have always been at the forefront of leveraging technology to facilitate business growth. The Company realizes that in order to stay competitive and avoid obsolescence, it will have to invest in technology across multiple product line and have to introduce the new products in line with the demand of the customers. In order to maintain its position of leadership, your Company has continuously and successfully developed state-of-the-art technology and methods for absorbing, adapting and effectively developing new products. We are constantly working to upgrade the technology used in the production process and bring to the table customer-centric meaningful innovations

Hence, the Company is making every effort to develop products to meet the changing demand of the public at large. The Company continues to perform Product Development activities to improve quality of products and to reduce production cost to serve its customer better.

- ii. Benefits derived as a result of the above efforts:

the benefits derived like product improvement, cost reduction, product development or import substitution; The adoption of the latest technology and innovative ideas has enabled your Company to have an edge on others due to highly productivity, better services and increased consumer confidence. It also has enabled the Company so as to explore new areas of generating the revenue. Huge savings have been accomplished in cost on power and fuel, wastage, better inventory management and reduce one process. It has also lead to reduction in the water and air pollution.

- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NA
- the details of technology imported; NA
  - the year of import; NA
  - whether the technology been fully absorbed; NA
  - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. the expenditure incurred on Research and Development; NA

### (C) Foreign Exchange Earnings and Outgo

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange outgo during the year in terms of actual outflows.

(Rs. in lakhs)		
PARTICULARS	2021-22	2020-21
<b>Earnings</b>		
Exports at FOB value	5282.52	2636.25
<b>OUTGO</b>		
CIF value of imported capital goods	27.67	237.74
CIF value of imported raw material	7646.73	8717.17
Foreign Travelling	-	-
Export Commission	-	18.14
Others	-	2.69

Place: Jaipur  
Date: 21.07.2022

For and on behalf of Board of Directors  
For **Dynamic Cables Limited**

**Rahul Mangal**  
Chairman  
(DIN: 01591411)

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



# Report on Corporate Governance

## CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

In accordance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereto), hereinafter referred to as ('Listing Regulations') the report containing the details of corporate governance systems and processes at Dynamic Cables Limited for Financial Year 2021-2022('the Company') is as follows:

The Company has a defined policy framework for ethical conduct of businesses. We believe that any business conduct can be ethical only when it considers customer value, ownership mind-set, respect, integrity, one team and excellence. Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success and we remain committed to maximizing stakeholder's value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the nation.

## COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built

to last. Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from business culture and ethics. The Company has a strong legacy of fair, transparent, and ethical governance practices.

The Company believes that corporate governance is not only a principle that the organization follows but it's a way of life that is embedded in its behaviour & culture. The philosophy of the Company's corporate governance ensures transparency in its affairs and the functioning of the Management and the Board and accountability towards its stakeholders. It also encompasses the oversight of business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

## BOARD OF DIRECTORS AND GOVERNANCE FRAMEWORK

i. The Board strives hard to achieve the long term vision of the Company. The Board's actions and decisions are aligned with the Company's best interests. The Board is committed to the goal of sustainably elevating the Company's value and brand creation. The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. As on March 31, 2022, the Company has six Directors out of the six Directors, five(i.e. 83.33%) are Non-Executive Directors including three Independent Directors. The profiles of Directors are available at <https://www.dynamiccables.co.in/board-of-directors.html>. The composition of the Board is in conformity with Regulation 17 of 'Listing Regulations' read with Section 149 of the Companies Act, 2013 ("the Act"). None of the Directors on the Board:

- holds directorships in more than ten public companies;
- holds office as a director, including any alternate directorship, in more than twenty companies
- member in more than ten committees or act as chairperson of more than five committees across all listed entities

- serves as Director or as Independent Directors in more than seven listed entities; and
- who are the Executive Directors serves as Independent Director in more than three listed entities.

There is no inter-se relationship between the Board members except Mr. Rahul Mangal (Brother of Mr. Ashish Mangal) & Mr. Ashish Mangal (Brother of Mr. Rahul Mangal).

All the Independent Directors on the Company's Board:

1. Are Independent as per the criteria stipulated under section 149(6) of the Companies Act read with the rules made thereunder Regulation 25 of the 'Listing Regulations' as well as qualified to act as an Independent Director. The maximum tenure of the Independent Director is in compliance with the Act
2. Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
3. Have furnished a declaration before the Board of Directors that they satisfy the conditions of their being independent as laid down under regulation 16 (1) (b) of Listing Regulations and under section 149(6) of the Companies Act and all such declaration were placed before the Board. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management.
4. Apart from receiving sitting fee, they do not have any material pecuniary relationship or transactions with

the Company, its promoters, its directors, its senior management, which may affect independence of the Directors.

- ii. The Board meets at least once in every quarter, in compliance with the relevant provisions of the Act and 'Listing Regulations' to discuss and decide on inter-alia business strategies/policies and review the financial performance and operations of the Company. It also meets as and when necessary to address specific issues relating to the business of the Company.

During the financial year 2021-22, the members of the Board met Four (4) times to review, discuss and decide about the business of the Company. The dates on which the said meetings were held are as follows:

The said meetings were held on: June 09, 2021; August 08, 2021; November 13, 2021; and January 31, 2022. The necessary quorum was present for all the meetings.

- iii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2022 are given herein below. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he / she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1) (b) of SEBI Listing Regulations.

The composition of the Board and other relevant details relating to Directors for the financial year ended March 31, 2022 are as under:

Name	Category	Number of Board Meetings attended during the FY 2021-22	Whether attended last AGM held on September 06, 2021	No. of Directorship in other Public companies		No. of Committee position in other Public companies		Directorship in other listed entity (Category of Directorship)
				Chairman	Member	Chairman	Member	
Mr. Rahul Mangal	Promoter, Non-Executive	4	Yes	-	-	-	-	-
Mr. Ashish Mangal	Promoter, Executive	4	Yes	-	-	-	-	-
Mrs. Shalu Mangal *	Promoter Group, Executive	3	Yes	-	-	-	-	-



Name	Category	Number of Board Meetings attended during the FY 2021-22	Whether attended last AGM held on September 06, 2021	No. of Directorship in other Public companies		No. of Committee position in other Public companies		Directorship in other listed entity (Category of Directorship)
				Chairman	Member	Chairman	Member	
Mr. Sumer Singh Punia	Non-Independent, Non-Executive	3	Yes	-	-	-	-	-
Mr. Ashok Kumar Bhargava	Independent, Non-Executive	4	Yes	-	-	-	-	-
Mr. Saurav Gupta	Independent, Non-Executive	3	Yes	-	-	-	-	Bella Casa Fashion & Retail Ltd. (Executive Director)
Ms. Nehal Sharma**	Independent, Non-Executive	4	Yes	-	-	-	-	-

\* Mrs. Shalu Mangal resigned from the directorship w.e.f. December 18, 2021.

\*\* Ms. Nehal Sharma resigned from the post of Independent Director w.e.f. June 03, 2022.

- The Directorships held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Limited Companies, which are not the subsidiaries of Public Limited Companies
- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited companies other than Dynamic Cables Limited. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees
- Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting

Name of the Director	Date of Board Meetings and Attendance thereat				Attendance at 14 <sup>th</sup> AGM held on September 06, 2021
	June 9, 2021	August 08, 2021	November 13, 2021	January 31, 2022	
Mr. Rahul Mangal	Yes	Yes	Yes	Yes	Yes
Mr. Ashish Mangal	Yes	Yes	Yes	Yes	Yes
Mrs. Shalu Mangal	Yes	Yes	Yes	-	Yes
Mr. Sumer Singh Punia	Yes	Yes	Yes	No	Yes
Mr. Ashok Kumar Bhargava	Yes	Yes	Yes	Yes	Yes
Mr. Saurav Gupta	Yes	Yes	Yes	No	Yes
Ms. Nehal Sharma	Yes	Yes	Yes	Yes	Yes

- iv. During FY 2021-22, information as mentioned in Part A of Schedule II of the 'Listing Regulations' has been placed before the Board for its consideration.

- v. During FY 2021-22, one meeting of the Independent Directors was held on January 30, 2022. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- vi. The Board periodically reviews the compliance reports of all laws applicable to the Company.
- vii. During the year, under review, no Independent Director has resigned from the Company before the expiry of their tenure.
- viii. Details of equity shares of the Company held by the Directors as on March 31, 2022 are given below:

Name	Category	No. of Equity Shares
Mr. Ashish Mangal	Executive	76,84,015
Mr. Rahul Mangal	Non-Executive	52,95,000
Mr. Sumer Singh Punia	Non-Executive	0
Mr. Ashok Kumar Bhargava	Independent, Non-Executive	0
Mr. Saurav Gupta	Independent, Non-Executive	0
Ms. Nehal Sharma	Independent, Non-Executive	0

The Company has not issued any convertible instruments.

- ix. The details of familiarization programmes imparted to Independent Directors are posted on the website of the Company and can be accessed at <https://www.dynamiccables.co.in/Familiarization-Programme-for-Independent-Directors.pdf>

The Board comprises qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

1. Leadership/Operational Experience
2. Strategy and Planning
3. Industry Experience,
4. Research & Development and Innovation

5. Global Business
6. Corporate Governance
7. Financial, Regulatory/Legal and Risk Management
8. Corporate Governance

While all the Board members possess the skills identified, their area of core expertise is given below:

Name of Director	Area of Expertise
Mr. Ashish Mangal	Leadership / Operational experience Strategic Planning Research & Development and Innovation Global Business Financial, Regulatory / Legal & Risk Management Corporate Governance
Mr. Rahul Mangal	Leadership / Operational experience Strategic Planning Research & Development and Innovation Global Business
Mr. Sumer Singh Punia	Strategic Planning Research & Development and Innovation Global Business Financial, Regulatory / Legal & Risk Management Corporate Governance
Mr. Ashok Kumar Bhargava	Strategic Planning Research & Development and Innovation Global Business Financial, Regulatory / Legal & Risk Management Corporate Governance
Mr. Saurav Gupta	Leadership / Operational experience Strategic Planning Research & Development and Innovation



Ms. Nehal Sharma

Global Business  
Financial, Regulatory /  
Legal & Risk Management  
Corporate Governance

Leadership /  
Operational experience  
Strategic Planning  
Research & Development  
and Innovation  
Global Business  
Financial, Regulatory /  
Legal & Risk Management  
Corporate Governance

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

## COMMITTEES OF THE BOARD

### 1. AUDIT COMMITTEE

The Committee is governed by, in line with the regulatory requirements mandated by Companies Act, 2013 and Regulation 18 of the 'Listing Regulations'. The primary objective of the Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The terms of reference of the Audit Committee, inter alia, include the following:

- i. Overseeing the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and Internal Auditors and fixation of audit fees and approval of payment for any other services
- iii. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Cost Auditor
- iv. To grant omnibus approval for related party transactions which are in ordinary course of the business and on an arm's length price basis and to review and approve such transactions subject to the approval of Board
- v. Scrutinize the Inter-Corporate loan and Investments.
- vi. Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(5) of the Companies Act
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Disclosure of any related party transactions.
  - Compliance with listing agreement and other legal requirements relating to financial statements.
- vii. Reviewing, with the Management, the quarterly Financial Statements before submission to the Board for approval.
- viii. Reviewing, with the Management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter.
- ix. Review the appointment, removal and terms of remuneration of Internal Auditors
- x. Reviewing, with the Management, performance of the Statutory and Internal auditors, adequacy of the Internal Control Systems.
- xi. Reviewing the adequacy of Internal Audit Functions, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- xii. Discussion with the Internal Auditors any significant findings and follow up thereon.



- xiii. Review the Management Discussion and Analysis of Financial condition and results of operations.
- xiv. Discussion with the Statutory Auditors, before the Audit commences, about the nature and scope of Audit as well as post audit discussions to ascertain any area(s) of concern.
- xv. Reviewing the Internal Audit Reports relating to internal control weaknesses.
- xvi. Carrying out any other function as mentioned in terms of reference of the Audit Committee.
- xvii. Reviewing the compliances regarding the Company's Whistle Blower policy.
- xviii. Approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background of the candidate.
- xix. To investigate any activity within terms of reference and seek information from any employee.
- xx. To obtain outside legal professional advice.
- xxi. Reviewing compliance of legal and regulatory requirements.
- xxii. Review the adequacy and effectiveness of Company's system and internal control.
- xxiii. Reviewing the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investment existing as on the date of coming into force of this provision.
- xxiv. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The Committee reviews information as specified in Part-C of Schedule-II of Listing Regulations.

### Composition

The Committee's composition is in line with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the 'Listing Regulations'. The Audit Committee comprises of Mr. Ashok Kumar Bhargava, Independent Director as Chairperson, Mr. Saurav Gupta, Independent Director, Ms. Nehal Sharma, Independent Director, and Mr. Rahul Mangal, Non- Executive Director of the Company as members as on March 31, 2022. The Company Secretary acts as Secretary to the Committee.

During the year under review, the Committee met on 4 (Four) times i.e. June 09, 2021, August 08, 2021, November 13, 2021 and January 31, 2022.

The Chairman of the Audit Committee was present in the Annual General Meeting of the Company to answer the shareholders' queries.

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings			
		June 09, 2021	August 08, 2021	November 13, 2021	January 31, 2022
Mr. Ashok Kumar Bhargava	Chairperson	Yes	Yes	Yes	Yes
Mr. Saurav Gupta	Member	Yes	Yes	Yes	No
Mr. Rahul Mangal	Member	Yes	Yes	Yes	Yes
Ms.Nehal Sharma	Member	Yes	Yes	Yes	Yes

The Chief Financial Officer, Internal Auditors, Statutory Auditors and Cost Auditor are permanent invitees to the Audit Committee Meetings.

## 2. NOMINATION & REMUNERATION COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act read with rules framed thereunder and Regulation 19 of the Listing Regulations, your Company has constituted the Nomination & Remuneration Committee.

The Nomination & Remuneration Committee comprises of three (3) Directors (two are Independent Directors). Sh. Ashik Kumar Bhargava, Chairman of Nomination and Remuneration Committee was present at the previous Annual General Meeting of the Company held on September 09, 2021. Company Secretary, acts as the Secretary to the Committee.



The terms of reference of Nomination and Remuneration Committee is in terms of the Act and Part D of Schedule II of the Regulation 19(4) of the Listing Regulations, which inter-alia, include the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Devising a policy on diversity of board of directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
6. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Formulation & review of remuneration policy of the Company;
8. Recommend to the board, all remuneration, in whatever form, payable to senior management.

## COMPOSITION

The Nomination and Remuneration Committee consists of Mr. Ashok Kumar Bhargava, Independent Director as Chairperson, Mr. Saurav Gupta, Independent Director, and Mrs. Rahul Mangal, Non-Executive Director as members as on March 31, 2022. During the year under review, the Committee met 2 (two) times i.e., August 08, 2021, and January 31, 2022. The composition of the Committee and attendance of the members at the meetings of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings	
		August 08, 2021	January 31, 2022
Mr. Ashok Kumar Bhargava	Chairperson	Yes	Yes
Mr. Saurav Gupta	Member	Yes	No
Mr. Rahul Mangal	Member	Yes	Yes

## REMUNERATION PAID TO DIRECTORS DURING THE FINANCIAL YEAR 2021-22

During the year, the Company has paid remuneration as mentioned below:

### Executive Directors

Rs. (in lakhs)

Name of the Director	Salary and Allowances	Perquisites	Retiral Benefits	Sitting Fees	Commission	Stock Options	Total
Mr. Ashish Mangal	Rs. 120 lakhs	-	-	-	-	-	120 lakhs
Mrs. Shalu Mangal	Rs. 36.47 lakhs	-	-	-	-	-	36.47 lakhs

\* Mrs. Shalu Mangal resigned from the directorship w.e.f. December 18, 2021.

**Non-Executive Directors**

Rs. (in lakhs)

Name of the Director	Sitting Fees	Commission	Total
Mr. Ashok Kumar Bhargava	Rs. 1.26	-	1.26
Mr. Saurav Gupta	Rs. 0.72	-	0.72
Ms.Nehal Sharma	Rs. 0.81	-	0.81

The Non-Executive Directors are entitled for sitting fees for attending meetings of the board/committees thereof. Besides sitting fees, no other fees or remuneration was paid to the Non-Executive Directors during the financial year 2021-22.

Services of the Managing Director can be terminated by either party by giving one month of notice in writing.

During the year, there were no other pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company.

**CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD**

As per the provisions of the 'Listing Regulations', the Nomination and Remuneration Committee (the "Committee") has laid down the evaluation criteria for performance evaluation of Independent Directors and the Board.

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter se between Board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

**3. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

In compliance with the provisions of section 178 of the Companies Act, 2013 & Regulation 20 of 'Listing Regulations' the Board has constituted the Stakeholders' Relationship Committee.

The terms of reference of the Stakeholders' Relationship Committee, inter alia, include the following

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company

**COMPOSITION**

The Committee comprises of Mr. Ashok Kumar Bhargava, Independent Director as the Chairperson, Mr. Saurav Gupta, Independent Director and Ms. Nehal Sharma, Independent Director, as members as on March 31, 2022.

The Company Secretary acts as Secretary to the Committee The composition of the Committee and attendance of the members at the meetings of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings
		January 31, 2022
Mr. Ashok Kumar Bhargava	Chairperson	Yes
Mr. Saurav Gupta	Member	No
Ms.Nehal Sharma	Member	Yes

Sh. Ashok Kumar Bhargava, Chairman of the Stakeholders' Relationship Committee was present at the previous Annual General Meeting (AGM) of the Company held on September 06, 2021 to answer the shareholders queries.

The Directors review the position on all major investors' grievances at meetings of the Board of Directors and the stakeholder's relationship committee.



**Name and Designation of the Compliance Officer**

Name: Mr. Yagya Dev Sharma

Designation: Company Secretary & Compliance Officer

**Note:** Mr. Yagya Dev Sharma resigned from the post of Company Secretary & Compliance Officer of the Company with effect from June 15, 2022 and in his place Ms. Naina Gupta was appointed as Company Secretary and Compliance Officer of the Company with effect from July 21, 2022.

During the financial year 2021-22, No complaints were received and there is no pending Complaints.

**5. CORPORATE SOCIAL RESPONSIBILITY (“CSR”) COMMITTEE**

In compliance with the provisions of section 135 of the Companies Act, 2013, the Company has constituted Corporate Social Responsibility Committee. The terms of reference of the Corporate Social Responsibility Committee are as follows:

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy.
- Monitor the Corporate Social Responsibility activities of the Company from time to time.

Composition of Corporate Social Responsibility Committee as on March 31, 2022:

The Committee comprises of Mr. Rahul Mangal , Non-Executive Director as the Chairperson, Mr. Ashok Kumar Bhargava, Independent Director, Mr. Ashish Mangal, Executive Director as members as on March 31, 2022. The Company Secretary acts as Secretary to the Committee. During the year under review, the Committee met 1 (one) time i.e. June 09,2021

The composition of the Committee and attendance of the members at the meeting of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings
		June 09,2021
Mr. Rahul Mangal	Chairperson	Yes
Mr. Ashish Mangal	Member	Yes
Mr. Ashok Kumar Bhargava	Member	Yes

During the financial year under review, the Company has spent the money on projects identified under CSR and the details of CSR budget and amount spent during the financial year 2021-22 is given as an annexure to the Board’s Report.

**6. Finance Committee**

The Company has in place a duly constituted Finance Committee. The Committee Comprises of three (3) members amongst the Board.

The terms of reference of the Finance Committee, inter alia, include the following:

- Review the Company’s financial policies, risk assessment and minimisation procedures, strategies and capital structure, working capital and cash flow management, and make such reports and recommendations to the Board with respect thereto, as it may deem advisable.
- Review banking arrangements and cash management.
- Exercise all powers to borrow money (otherwise than by issue of debentures) within limits approved by the Board, and take necessary actions connected therewith, including refinancing for optimisation of borrowing costs.
- Give guarantees / issue letters of comfort / providing securities within the limits approved by the Board;
- Borrow money by way of loan and / or issue and allot bonds / notes denominated in one or more foreign currencies in international markets for the purpose of refinancing the existing debt, capital expenditure, general corporate purposes, including working capital requirements and possible strategic investments within the limits approved by the Board.
- Provide corporate guarantee / performance guarantee by the Company within the limits approved by the Board.

**COMPOSITION**

The Committee comprises of Mr. Ashish Mangal, Executive Director and Mr. Rahul Mangal , Non-Executive Director, as members as on March 31, 2022. The Company Secretary acts as Secretary to the Committee.

The composition of the Committee and attendance of the members at the meeting of the Committee are as under:

Name of the Committee Members	Category	Attendance of the Committee members at the Committee Meetings		
		April 29,2021	July 27,2021	March 14, 2022
Mr. Ashish Mangal	Chairperson	Yes	Yes	Yes
Mr. Rahul Mangal	Member	Yes	Yes	Yes
Mrs Shalu Mangal	Member	Yes	Yes	NA

\* Mrs. Shalu Mangal resigned from the directorship w.e.f. December 18, 2021.

The terms of reference of these committees are available in "Our Policies" section on the website at <https://www.dynamiccables.co.in/policies-codes.html>

## GENERAL BODY MEETINGS

### i. General Meeting

#### a. Annual General Meeting ("AGM"):

The details of Annual General Meetings held in last three years are as under:

Financial Year	Day, Date and Time of AGM	Venue	Special Resolution Passed
2018-19	Wednesday, August 21, 2019 at 04:00 PM	Registered Office	<ol style="list-style-type: none"> <li>To revise the remuneration payable to Mr. Ashish Mangal (DIN: 00432213) Managing Director of the company.</li> <li>To revise the remuneration payable to Mrs. Shalu Mangal (DIN: 00432482) Whole time Director of the company.</li> </ol>
2019-20	Wednesday, September 30, 2020 at 04:00 PM	Registered Office (Deemed venue, meeting held through through Video Conferencing (VC)	<ol style="list-style-type: none"> <li>To appoint Ms.Nehal Sharma (DIN: 08780239) as an Independent Director.</li> </ol>
2020-2021	Monday, September 06, 2021 at 04:00 PM	Registered Office (deemed venue, meeting held through through Video Conferencing (VC)	NIL

- The company has sought approval of the shareholders by way of Special Resolution through Notice of postal ballot dated July 18, 2020 for Migration of the company from SME Board of BSE Ltd. to Main Board which was duly passed and results of which were announced and uploaded on website of BSE Ltd. and on Company's website.

### II. Postal Ballot

During the financial year 2021-22, no resolutions was passed by Postal Ballot hence no Postal Ballot has been done by the Company.

There is no immediate proposal for passing any special resolution through Postal Ballot

## MEANS OF COMMUNICATION:

- The quarterly, half-yearly and annual financial results are communicated through Newspaper advertisements in prominent national and regional dailies in English and Hindi (Vernacular) Language. The quarterly, half-yearly and annual financial results of the Company is generally published in Economic Times (English) and Nafa Nuksan & Business Remedies (Hindi)
- The Company's results and other corporate announcements are promptly sent to the BSE Limited (BSE).
- The financial results and other relevant information including press releases are also displayed on the website of the Company i.e. [www.dynamiccables.co.in](http://www.dynamiccables.co.in)

**GENERAL SHAREHOLDER INFORMATION****i. Annual General Meeting**

Day & Date: Wednesday, August 24, 2022; Time: 04:00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) will be hosted at Registered Office of the Company i.e. Dynamic Cables Limited, F-260, Road No. 13, VKI Area, Jaipur-302 013 (Rajasthan), India, Phone No. : 91-0141-2262589.

**ii. Financial Year****iii. April 1 to March 31****iv. Date of Book Closure**

As mentioned in the Notice of this AGM i.e Thursday August 18, 2022 to August 24, 2022.

**v. Tentative Schedule of Financial Results (For Financial Year 2022-23)**

June quarter ended results (Q1)	Within 45 days from the end of quarter
September quarter ended results (Q2)	Within 45 days from the end of quarter
December quarter ended results (Q3)	Within 45 days from the end of quarter
March quarter ended / financial year ended results (Q4 and yearly)	Within 60 days from the end of quarter / financial year

**vi. Dividend Payment Date**

The final dividend, if approved by the shareholders in the ensuing Annual General Meeting, will be made payable within 30 days of the date of declaration i.e. August 24, 2022.

**vii. Listing on Stock Exchanges**

BSE Limited (BSE) PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001; Scrip Code : 540795.

Listing Fees as applicable have been paid.

The company has filled in application to be listed on National Stock Exchange.

**viii. Corporate Identity Number (CIN) of the Company**

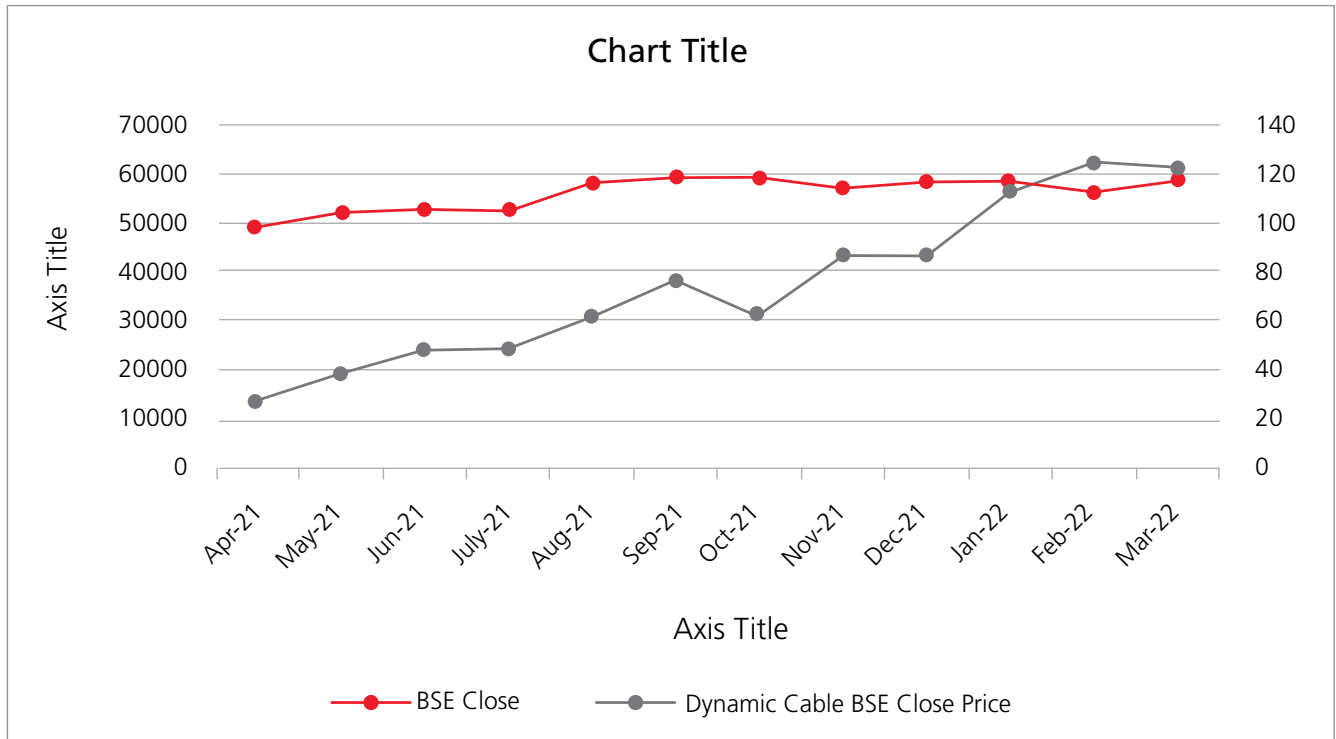
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**ix. Market Price Data:**

High, Low (based on daily closing prices) and number of equity shares traded during each month in FY 2021-22 on BSE:

Month	BSE		
	High	Low	Total No. of Equity shares traded
Apr-2021	30.5	22	3,26,884
May-2021	45	24.55	16,98,689
Jun-2021	54	38	12,00,861
Jul-2021	53.75	42.6	11,00,023
Aug-2021	68.95	47.1	15,93,015
Sep-2021	82.9	59.05	13,32,414
Oct-2021	77	60.1	4,53,575
Nov-2021	96.95	60.9	22,07,269
Dec-2021	98.9	82.35	8,36,010
Jan-2022	120.45	81.9	20,50,844
Feb-2022	154	118.05	18,84,192
Mar-2022	141.8	108.5	8,59,460

#### x. Share Prices Of Dynamic Cables Ltd. V/S BSE Sensex For The Financial year 2021-22



#### xi. Registrars and Transfer Agents:

Bigshare Services Pvt Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company for handling both electronic and physical shares transfers. The address and contact detail of the RTA is given below:

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093,  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

#### xii. Places for acceptance of documents:

Documents will be accepted at the above address between 10.00 a.m. and 3.30 p.m. (Monday to Friday except bank holidays).

#### xiii. Share Transfer System:

As mandated by SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 read with circular no SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 07, 2020, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In this regard, communication regarding dematerialisation of shares and explaining procedure thereof, is available on the website of the Company

During the year, the Company obtained, a certificate (annual) from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, sub-division, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the 'Listing Regulations' read with SEBI Circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/59, dated April 13, 2020. These certificates were duly filed with the Stock Exchanges.

**xiv. Shareholding Pattern as on March 31, 2022**

The shareholding pattern of the equity shares as on March 31, 2022 is given below

Category	No. of Shares	Percentage
Promoters	1,63,68,169	74.35
Public - Foreign Portfolio Investors	21564	0.10
Public – Non Institutions	5624267	25.55

**xv. Distribution Schedule as on March 31, 2022**

NOMINAL VALUE OF Rs. 10.00 EACH					
Share Holding of Nominal Value of Rs.	No. of Shareholders	Percentage of Total Shareholders	No. of Shares	Amount (in Rs.)	% of Total Shares
Upto 1,000	3442	52.8157	147590	1475900	0.6704
1,001 to 10,000	2341	35.9214	916471	9164710	4.1631
10,001 to 20,000	263	4.0356	419229	4192290	1.9044
20,001 to 30,000	199	3.0536	549009	5490090	2.4939
30,001 to 40,000	60	0.9207	215548	2155480	0.9791
40,001 to 50,000	43	0.6598	202213	2022130	0.9186
50,001 to 1,00,000	97	1.4884	720432	7204320	3.2726
1,00,001 and above	72	1.1048	18843508	188435080	85.5978
<b>TOTAL</b>	<b>6517</b>	<b>100</b>	<b>22014000</b>	<b>220140000</b>	<b>100</b>

**xvi. Dematerialization of shares and liquidity:**

The Company's shares are compulsorily traded in dematerialized form on BSE. Equity shares of the Company representing 100 percent of the Company's equity share capital are dematerialized as on March 31, 2022. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE600Y01019.

**xvii. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on March 31, 2022, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

**xviii. Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

**xix. Equity shares in the suspense account:**

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the Listing Regulations no equity shares of the company lying in suspense account.

**xx. Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:**

Pursuant to Sections 124 and 125 of Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven 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 seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.



In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends / shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at [www.dynamiccables.co.in](http://www.dynamiccables.co.in)

In light of the aforesaid provisions, the Company does not have during the year under review any unclaimed dividends, outstanding for seven years, of the Company.

#### xxi. Plant locations:

Site 1: F-260, Road No. 13, VKI Area Jaipur 302013, Rajasthan, India

Site 2: H-581-A to H-592-A & H1 -601 (B), Road No. 6, VKI Area, Jaipur 302013, Rajasthan, India

Site 3: A-129, A-129A, A-130, SKS Industrial Area, Reengus, Tehsil Shree Madhopur, Distt., Sikar-332404, Rajasthan, India

#### xxii. Address for correspondence:

##### Dynamic Cables Limited

F-260, Road No. 13, VKI Area Jaipur 302013, Rajasthan, India

Telephone: +91 0141 2262589

Designated e-mail address for Investor Services: [investor.relations@dynamiccables.co.in](mailto:investor.relations@dynamiccables.co.in)

For queries on IEPF related matters: [cs@dynamiccables.co.in](mailto:cs@dynamiccables.co.in)

Website: [www.dynamiccables.co.in](http://www.dynamiccables.co.in)

#### xxiii. Credit Ratings

CRISIL has given the credit rating of CRISIL BBB+ for long term debt instrument/facilities of the Company. The details of Credit Rating are available in the Board Report

#### xxiv. Disclosures

- i. The Company has followed all the relevant accounting standards to the extent applicable.
- ii. All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business of the Company. There is no materially significant related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company at large. All related party transactions are placed before the

Audit Committee and the Board for approval. The policy on related party transactions as approved by the Board is uploaded on the Company's website <https://www.dynamiccables.co.in/Policy-on-Related-Party-Transactions.pdf> as per Regulation 23 of the 'Listing Regulations'

- iii. There are no pecuniary relationships or transaction of Non-Executive Director vis-à-vis the Company which had any potential conflict with the interest of the Company at large.
- iv. The Board of Directors periodically reviews compliance reports of the laws applicable to the Company and the Company initiates requisite action for strengthening of its statutory compliance procedures, as may be suggested by the members of the Board from time to time.

Save as otherwise provided in this report, the Company has received the Notice regarding the Non-Compliance with provisions pertaining to Board Composition (Regulation 17) and Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received the Notice regarding the Non-compliance of Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on June 2021, September 2021 & December 2021. The company was listed on the SME platform of BSE Limited dated December 14, 2017 and migrated to Main Board with effect from 1<sup>st</sup> October 2020. Company has always made due compliance of the applicable provisions of Listing Regulations from time to time. The Company is having a woman director on the Board, since its applicability to the Company and till date. Unfortunately, the company inadvertently made this bona fide mistake which we sincerely regret and the same is duly rectified as soon as it came to knowledge of the company. In order to rectify the non-compliance, Mrs. Shalu Mangal (Promoter and Executive Director) has stepped down from the Board of the Company with effect from December 18, 2021. The same has been intimated to the Bombay Stock exchange dated December 18, 2021. The Company has paid monetary fines towards September 2021 for amount of Rs. 5,42,800/- and December 2021 for amount of Rs. 4,60,200/- and for June, 2021 Company has submitted the waiver request to the Exchange for amount Rs. 5,36,900/-

Further the Company has received the Notice regarding the Non Compliance/Delayed Compliance under Regulation 23(9) of Securities and Exchange Board of India (Listing



Obligations and Disclosure Requirements) Regulations, 2015 for delay in submission of disclosure of related party transactions to Stock Exchange for the half year ended on September, 2021. The Company has delayed in filing due to procedural oversight. The Company has paid the monetary fines amounting Rs. 23600 towards the same.

- v. Pursuant to section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the 'Listing Regulations' the Company has a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees. The policy has been hosted on the website of the Company at [www.dynamiccables.co.in](http://www.dynamiccables.co.in). No personnel have been denied access to the Audit Committee.
- vi. Pursuant to Regulation 16(1)(c) of the 'Listing Regulations' the Board adopted a policy for determining material subsidiaries and the same is available on Company's website i.e. <https://www.dynamiccables.co.in/whistle-blower-policy.pdf>
- vii. The Company has received a certificate from M/s. V. M. & Associates, Company Secretaries certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority for the financial year ended on March 31, 2022, which is annexed as Annexure B at the end of this report.
- viii. The Company has paid total amount of Rs. 3.50 lakhs as fees for all services rendered to the Company by the Statutory Auditors.

#### **xxv. Compliance Certificate**

A certificate as required under Regulation 17 (8) of the 'Listing Regulations' on financial statements for the financial year ended on March 31, 2022 is annexed as Annexure C at the end of this report.

#### **xxvi. Compliance Certificate on Corporate Governance**

As required under Regulation 34(3) read with Part E of Schedule V of the 'Listing Regulations', a certificate from Practising Company Secretary regarding compliance

of conditions of Corporate Governance is annexed as Annexure D at the end of this report.

#### **xxvii. Adoption of Mandatory and Non- Mandatory Requirements**

1. The Company has complied with all mandatory requirements of Regulation 27 and Regulation 34 of the 'Listing Regulations'. The status on the compliance with the non-mandatory requirements is as under:
  - The Company's financial statements for the financial year ended as on March 31, 2022 were not qualified.
  - The Company follows a robust process of communicating with the shareholders which has been mentioned in the report under "Means of Communication."
  - The Internal Auditor of the Company directly submits Internal Audit Report to the Audit Committee on quarterly basis.
2. In terms of the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company adopted a policy for prevention of Sexual Harassment of Women at workplace and also set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. During the financial year 2021-22, no new complaint has been received. Hence, no complaint is pending at the end of the financial year..
3. The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
4. The board has accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.
5. Details relating to fees paid to the Statutory Auditors are given in Note to the Financial Statements.
6. No Loans and advances are given in the nature of loans to firm /companies in which directors are interested

**DECLARATION BY DIRECTOR AND CEO UNDER PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING THE COMPLIANCE WITH CODE OF CONDUCT**

To  
The Members of  
**Dynamic Cables Limited**

I, Ashish Mangal, Managing Director of the Company, hereby certify that the members of the Board of Directors of the Company and the Management Personnel have affirmed the compliance with the code of conduct adopted by the Company for the financial year ended March 31, 2022 in terms of Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Ashish Mangal**  
(Managing Director)  
DIN: 00432213

Place: Jaipur  
Date: 21.07.2022



## COMPLIANCE CERTIFICATE

### Under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015

To,  
The Board of Directors,  
**Dynamic Cables Limited,**  
Jaipur

We, Ashish Mangal, Managing Director and MurariLalPoddar, Chief Financial Officer of Dynamic Cables Limited, to the best of knowledge and belief, certify that:

1. We have reviewed financial statements (Balance Sheet, Statement of Profit & Loss and all the Schedules and Notes to Accounts) and the Cash Flow Statement and Board's Report for the financial year 2021-2022 and based on our knowledge, belief and information:
  - i. These statements do not contain any materially untrue statement, omit any material fact, or contain any statement that may be misleading.
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations..
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2021-22 are fraudulent, illegal or violative of the Company's code of conduct.
3. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to ratify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Ashish Mangal**  
(Managing Director)  
DIN: 00432213

**Murari Lal Poddar**  
(Chief Financial Officer)  
DIN: 00432213

Place: Jaipur  
Date: July 21, 2022

## CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members,  
**Dynamic Cables Limited**  
F-260, Road No. 13  
V.K.I Area, Jaipur-302013 (Rajasthan)

- We have examined the compliance of conditions of Corporate Governance of **Dynamic Cables Limited ("the Company")** for the year ended on March 31, 2022 as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 (2) and other applicable regulations of Chapter IV pertaining to Corporate Governance and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as "**SEBI Listing Regulations**"].

### Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

- The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

### Our Responsibility

- Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.

- We have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India ("ICSI").

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations except that:

- Company has not complied with Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.r.t. composition of the Board of Directors of the Company for the quarter ended on June 2021, September, 2021 and December 2021; Further, Company has
  - Paid a fine of Rs. 5,42,800/- (Basic Rs. 4,60,000 + GST Rs. 82,800) levied by BSE Limited for the quarter ended on September 2021
  - Paid a fine of Rs. 4,60,200/- (Basic Rs. 3,90,000 + GST Rs. 70,200) levied by BSE Limited for the quarter ended on December 2021
  - Applied for waiver of fine of Rs. 5,36,900/- (Basic Rs. 4,55,000 + GST Rs. 81,900) to the waiver committee of BSE Limited for the quarter ended on June 2021 for alleged non-compliance of Regulation 17(1) of SEBI Listing Regulations; and
- Company has not filed/submitted disclosure of related party transactions on consolidated basis to Stock Exchange for the half year ended on September, 2021 pursuant to



Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the prescribed time. Further, Company has paid a fine of Rs. 23,600/- (Basic Rs. 20,000 + GST Rs. 3,600) levied by BSE Limited for the same.

6. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### Restriction on use

7. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any

other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Jaipur  
Date: July 21, 2022

For **V. M. & Associates**  
Company Secretaries  
UDIN: F003355D000662244  
(ICSI Unique Code P1984RJ039200)  
PR 581 / 2019

**CS Manoj Maheshwari**  
Partner  
Membership No.: FCS3355  
C P No.: 1971

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the**  
**SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
 The Members,  
**Dynamic Cables Limited**  
 F-260, Road No. 13  
 V.K.I Area, Jaipur-302013 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Dynamic Cables Limited** having **CIN: L31300RJ2007PLC024139** and having registered office at **F-260, Road No. 13, V.K.I Area, Jaipur-302013 (Rajasthan)** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN
1.	Ashish Mangal	00432213
2.	Rahul Mangal	01591411
3.	Ashok Kumar Bhargava	02736069
4.	Saurav Gupta	07106619
5.	Sumer Singh Punia	08393562
6.	Nehal Sharma	08780239

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Jaipur  
 Date: July 21, 2022

For **V. M. & Associates**  
 Company Secretaries  
 UDIN: F003355D000662191  
 (ICSI Unique Code P1984RJ039200)  
 PR 581 / 2019

**CS Manoj Maheshwari**  
 Partner  
 Membership No.: FCS 3355  
 C P No.: 1971



# Management Discussion and Analysis

## Company Overview

Dynamic Cables Limited is a manufacturer of power infra cables that includes LT, HT, EHVC, power control & instrumentation cables, flexible & industrial cables, solar cables and railway signalling cables. Our products are widely used for projects in power generation, electricity transmission and distribution, airports, railways and residential projects. The Company supplies cables to government distribution companies (discoms), private discoms, private EPC contractors, and industrial and export clients. Dynamic Cables has 3 manufacturing plants situated at Jaipur and Reengus. Business operations are managed through a corporate office in Jaipur and 5 regional sales offices across India. In the last 20 years, the Company has showcased its capabilities & focus on developing new products to meet the market requirements in line with the evolution of the industry.

## Sector Basics

Cables involve one or more conductors which are used for the transmission of electricity, data, or signals. Demand for cables and conductors are directly linked to the growth of the manufacturing and infrastructure sector like power, telecommunications, and residential and commercial real estate.

The Indian wire and cables market is estimated to have surged to around Rs. 600 billion in FY 2021-22 from Rs. 430 billion in FY 2020-21 and from Rs. 490 billion in FY 2019-20. It is estimated that the industry registered a volume growth of around 12% in FY 2021-22 and similar growth is expected in FY 2022-23 on the back of higher infrastructure spending by the government.

The cables industry can be broadly segmented into extra high voltage power cables greater than 66 KV, medium voltage power cables up to 33 KV and low voltage power cables up to 1 KV, instrumentation and control cables, light-duty cables, fibre optic cables, copper telephone cables, elastomer rubber cables and speciality cables.

## Economic Review

### Global Economic Review

The global economy contracted by 3.1% in Calendar Year 2020 due to the global outbreak of the Covid-19 pandemic. However, the Calendar Year 2021 saw the global economy bounce back

sharply by around 6% as economic activities resumed across the globe backed by favourable fiscal and monetary policies.

However, supply-side pressures, rising inflation and geopolitical tensions continued to weigh on global economic recovery. The Russia-Ukraine war since February 2022 has induced fuel and food price pressures across the globe. Central banks are hiking interest rates to rein in inflation, which can take a toll on economic growth in the near term.

For Calendar Year 2022, the International Monetary Fund (IMF) has slashed its global growth outlook to 3.6% from 4.4% projected earlier. Beyond 2023, global growth is forecasted to stay at about 3.3% over the medium term.

### Indian Economic Review

India was hit with a deadly second wave of the Covid pandemic in the early part of FY 2021-22. The last quarter too saw some disruption due to the spread of the third wave of the Omicron variant of the virus. However, the economic impact was not as severe as the first wave of the pandemic in 2020 due to partial lockdowns and higher vaccination penetration.

In FY 2021-22, India's economy grew by 8.7% after contracting by 6.6% in FY 2020-21. Positively a rebound in capex, both from the private sector and the government, was seen in FY 2021-22. Investments in the economy measured as Gross Fixed Capital Formation (GFCF) grew by 15.8% in FY 2021-22 after having contracted by 10.4% in FY 2020-21.

In FY 2021-22, the industrial sector grew by 10.3% led by a 9.9% growth in manufacturing, 11.5% growth in construction, and electricity and other utility sector growth of 7.5%.

In FY 2022-23, while many high-frequency indicators show that the economy is on the growth path, inflation has raised its head. The prospects for economic growth in FY 2022-23 will depend on trends in the global economy, settlements of geo-political tensions and the pace of monetary tightening by the RBI. In FY 2022-23, India's GDP is expected to grow by 7-7.5%.

High-frequency indicators like PMI and IIP and capacity utilization, which reached around 74% in Q4 FY 2021-22, is estimated to have increased further to the 75-80% range in Q1 FY 2022-23. This augurs well for demand from end market for the cables industry.



## Key structural drivers for the sector

The cables industry is at the cusp of a new growth era on the back of a robust capex cycle, both by the government and private sector, and the normalization of business activities post the Covid pandemic. The government's initiatives on various fronts like – power, housing, infrastructure and digitization will generate a lot of business for the wire and cable industry in the medium to long term.

Here is a list of a few structural drivers for the sector.

- 1) Consumption - demographic dividend, rising disposable income, trend towards nuclear families, evolving consumer behaviour.
- 2) Infrastructure – India's infrastructure market is expected to remain bullish on the back of flagship schemes such as the National Infrastructure Plan, Gati Shakti program, Sagarmala, Bharatmala, Jal Jeevan Mission, etc.
- 3) Capex push - Annual Budget 2023 outlined a notable boost for capex revival in India to invigorate the 'virtuous cycle of investment'. Private Capex is also expected to pick up on the back of the PLI scheme and 'Make in India' program.
- 4) Emerging levers - digitalization, renewable energy, electric vehicles, IoT.
- 5) Exports – Traction in electricity transmission & distribution to continue in the Middle East, SAARC and America.

## Financial performance

		2021-22		2020-21	
Debtors Turnover Ratio	Revenue from Operations	56356.91	3.93	34266.2	2.47
	Average Debtors	14351.82		13898.2	
Inventory Turnover Ratio	Revenue from Operations	56356.91	6.34	34266.2	5.03
	Average Inventory	8883.66		6819.03	
Interest Coverage Ratio	EBITDA excluding Other Income	5984.03	4.60	2562.8	2.16
	Interest Cost	1300.46		1188.91	
Current Ratio	Current Asset	29398.54	1.66	24073.73	1.64
	Current Liabilities	17659.01		14658.00	
Debt Equity Ratio	Total Debts	7657.75	0.52	11761.82	1.00
	Equity	14762.05		11717.03	
Operating Profit Margin	EBITDA excluding Other Income	5984.03	10.62%	2562.80	7.48%
	Revenue from Operations	56356.91		34266.20	

## Business overview

Corporate India has used the Covid-era to deleverage its balance sheet. Fresh Capex is at multi-decade high levels and the cables and wire industry is witnessing robust demand from both government and private sectors. Inflation is triggering corporates to revive their paused capex plans. This bodes well for our business.

Thus, despite sharp inflation witnessed in the last two-quarters of FY 2021-22, the overall business environment remained quite supportive for the Company. Projects delayed due to Covid have started to materialize in FY 2021-22. For the Company, the demand environment continued to remain encouraging from metro and railway projects, oil & gas, steel, and cement sectors and due to the push towards transitioning to renewable energy.

During the latter part of FY 2021-22, inflation in our raw material basket was in the mid-single digits. We continuously endeavour to safeguard our business model from raw material cost inflation.

Operating revenue in FY 2021-22 grew by 64.5% as compared to FY 2020-21 and around 32% as compared to FY 2019-20. Operating Margin improved to 10.62% in FY 2021-22 from 7.48% in FY 2020-21 and 10.5% in FY 2019-20. PAT increased to Rs. 3089.98 lakhs in FY 2021-22 as compared to Rs. 984.50 lakhs in FY 2020-21 and Rs. 1820 lakhs in FY 2019-20. Recently, the company has received an upgrade in its rating from BBB (Brickwork) to BBB+ (CRISIL). The benefit of moving towards a better credit rating agency will be easy access to debt markets.



		2021-22		2020-21	
Net Profit Margin	Net Profit After Taxes	3089.98	5.48%	984.50	2.87%
	Revenue from Operations	56356.91		34266.20	
Return On Equity	Net Profits After Taxes	3089.98	23.34%	984.50	8.75%
	Average Shareholder Equity	13239.54		11250.88	
Return on Capital employed	EBIT	5451.10	23.75%	2527.38	11%
	Avg Capital Employed	22949.00		22976.00	
Return On Asset	Net Profits After Taxes	3089.98	8.83%	984.50	3.32%
	Total of Balance Sheet	35011.92		29675.88	

## Segment-wise or product wise performance

### Customer segment wise sales break-up:

Segment	Sales (Rs. In lakhs)
<u>Domestic</u>	
- <u>Government</u>	12863
- <u>Private</u>	36788
<u>Export</u>	6184
<u>Others</u>	521
<b>Total</b>	<b>56356</b>

### Product wise sale break-up:

Product	Sales (Rs. In lakhs)
HT Cables	28513
LT Cables	18127
Railway Signaling Cable	785
Conductors	8191
Others	740
<b>Total</b>	<b>56356</b>

## Going Ahead

The Company continues to believe that there is a huge opportunity in the institutional business on the back of capex-led demand revival in the economy.

Dynamic Cables which was largely a discom supplier has explored new markets in the power sector. Even, exports and railways are expected to have high growth rates and will contribute significantly to our growth journey in the future. The Company also plans to explore the EV and Renewable cable market in the future.

We are focused on deploying efforts towards the development of new products as extensions to our core products. The current capacity of the Company's plants can generate Rs.8000 million to Rs.10000 million of revenue with marginal capex.

## Here are our focus areas.

**Product mix:** The management is focused on creating a resilient business model for sustainable growth by diversifying its product mix and market. This will help reduce our concentration risk. The Company has been tweaking its product mix towards high-margin accretive products like high voltage cables. Consequently, the share of low-margin conductors has come down from 44.6% in FY 2016-17 to 14.5% in FY 2021-22. Consequently, shares of HT products have increased from 16.2% in FY 2016-17 to 50.5% in FY 2021-22.

**Export Market:** Exports received better than expected traction for the Company in recent years. We continue to explore the global opportunity. Key growth opportunity for the Company is driven by power infrastructure investments in Africa and Asia. Export contributed a 10% share to overall sales in FY 2021-22, despite

the previous year being disrupted and fractured by Covid and global supply chain issues.

**Indian Railways & signalling:** The Company recently got a major breakthrough in the signalling segment for Indian railways. The railway signalling business may have a sizable share in the overall business that may bring higher than expected growth in the next 3-4 years.

**Power sector:** The government's thrust towards additional power distribution infrastructure and revamping of existing distribution infrastructure augur well for the Company. Increasing privatization of the power distribution sector and focus of the government to support the state power discoms and improve their financial and operational health will ensure the required investment in power infrastructure.

**New segments:** Such as electric vehicles, exports, railway electrification, import-substitution, etc. will evolve as sizable business opportunities for the Company. The Company has deployed its R&D team efforts towards development of special-purpose cables.

### Union Budget 2022-23 – starting of investment cycle

The Union Budget 2022-23 presented by the Finance Minister on 1 February 2022, laid a great emphasis on public capital expenditure to invigorate the 'virtuous cycle of investment' and thereby create employment. With a 35% jump in capex from Rs. 5.50 lakh crores in FY 2021-22 to Rs. 7.50 lakh crores in FY 2022-23, the push to 'crowd-in private investment' includes the announcement of a master plan for expressways, expanding national highway by 25,000 km, new multi-modal parks, 100 PM Gati Shakti cargo terminals, new trains, and ropeways and 50% rise in budget allocation to roads.

### Railway reforms & Signalling cable demand

Technology augmentation for modernization of Indian Railways is a continuous process. Indian Railways is on a mission mode to electrify its entire Broad-Gauge network to provide environment friendly, green & clean mode of transport under the 'Mission 100% Electrification - Moving towards net Zero Carbon Emission' plan.

Indian Railways have prepared a National Rail Plan (NRP) for India – 2030. The Plan is to create a 'future ready' Railway system by 2030. As part of the National Rail Plan, Vision 2024 has been launched for accelerated implementation of certain critical projects by 2024 such as 100% electrification.

In order to boost investment from the industry in the development of additional terminals for handling rail cargo, a new 'Gati Shakti Multi-Modal Cargo Terminal (GCT)' policy has been launched on 15.12.2021 and the target is to commission 100 Gati Shakti Cargo Terminals (GCTs) within the next three financial years, i.e., 2022-23, 2023-24 and 2024-25.

Fifty-eight Super critical Projects of a total length of 3750 km costing Rs. 39,663 crores and 68 Critical Projects of a total length of 6913 km costing Rs. 75,736 crores, have been identified for completion by 2024.

## SCOT analysis

### Strength

In the mid-tier cables suppliers' segment, the Company has consolidated its position on the back of its strong ability of order execution, high-quality product range and robust investment to build its R&D capabilities. In the last 20 years, Dynamic Cables has showcased its capabilities & focus on developing new products to meet the market requirements in line with the evolution of the industry. Recently, the Company has developed railway signalling cables and has received RDSO approval. The management has a track record of calculative capital allocation and rational capital structure.

### Challenges

The raw material prices like PVC, copper and aluminium are volatile. This can have an impact on the margins of the Company. While payment is certain, a weak financial position of power discoms can also lead to delays in payments. Further, the performance of the sector and the Company is contingent on macroeconomic developments, both domestic and global.

### Opportunity

The Indian wire and cables market surged to Rs.600 billion in FY 2021-22 from Rs. 430 billion in FY 2020-21 and Rs. 490 billion in FY 2019-20. The industry is likely to see a healthy growth rate of 11-12% in the near to medium term. Various Indian government initiatives on housing, smart cities, telecom and a major focus on the infrastructural sector will lead to a huge opportunity for the cable and wire market growth. According to an estimate by research firm TBRC the global wires and Cables market is expected to reach worth US \$292 billion by the calendar year 2024 from the current US \$236billion.



## Threats

Stiff competition within the sector, fast changes in technology, unfavourable policy changes by the Indian government, the introduction of trade barriers globally and scarcity of local technical skilled labour are major threats to the Company.

## Risk and mitigation

### Geopolitical Risks

Some recent and ongoing geo-political events like turmoil in Afghanistan, the US-China trade war and the Ukraine-Russia war are some of the risks that have direct and indirect implications on the sector and the Company. Geo-political tensions can disturb the supply chain and also lead to demand compression.

### Mitigation

The Company has exposure to over 40 countries. We regularly assess the geographical risks and feasibility of operating in a particular country or region. To mitigate supply risk, we constantly evaluate the various strategic sourcing options.

### Commodity Price inflation

The Company deals with various commodities, such as steel, zinc, copper, aluminium and PVC, among others. The cable and wire sector, typically, passes on any raw material inflation to the customers.

### Mitigation

For the Company, sales contracts have a price escalation clause built-in into the contract. Alternatively, the Company also sometimes books the raw material at the time of receiving the order to avoid margin volatility. Raw materials hedging is a key mitigation action that the Company undertakes.

### Currency depreciation

Indian currency has shown a depreciating bias against the US Dollar over the years. While this helps competitiveness in the export market, raw material prices tend to become expensive. Indian Rupee has depreciated by 3.5% in FY 2021-22.

### Mitigation

The Company tries to pass on any inflation in raw material cost to customers through an in-built clause in the sales contract. Further, the Company undertakes currency hedging practices of optimum levels to minimize any downside. We are also focusing more on exports to exploit the situation.

## Pandemic Risk

The Covid pandemic has impacted the industry and the Company on multiple levels: risk to health and safety of the employees and workers, risk of disruption in production due to lockdown and demand loss from the serving sectors.

### Mitigation

The safety of its workers and all the Company's stakeholders is paramount and the Company abides by required Covid protocols as mandated by the Central and State governments.

### Demand Risk

Slower investments in infrastructure and manufacturing and in end market users like railways, telecom and real estate can lead to lower order intake and lower sales.

### Mitigation

The Company is particular in choosing its business. The Company is focusing and seeing traction in exports. Dynamic Cables' global presence in over 40 countries helps it to minimise any demand loss from the domestic market. Further, the Company has diversified its business portfolio to include emerging sectors like telecom and renewable energy to counter any demand loss from traditional sectors.

## Human Resources

The Company believes that its competitive advantage lies in its people. The people at Dynamic Cables possess multi-sectoral experience, technological experience and domain knowledge. The HR culture of the Company is embedded in its ability to disrupt legacy norms to enhance competitiveness. The Company takes decisions aligned with employees' professional and personal goals, achieving an ideal work-life balance. The Company's permanent employees count stood at 595 people as of March 31, 2022.

The Company implemented HRMS Module, a digital HR tool in 2022 to enhance its HR capabilities. Employee training is at the heart of the Company's HR strategy. Across all employees, training man-days jumped by 91% to 2827 in FY 2021-22 from 1479 in FY 2020-21. A 329% rise in staff training man-days at 1364 was seen in FY 2021-22 as compared to 318 in FY 2020-21. For workers, a 26% jump was seen in training man-days in FY 2021-22 at 1463 as compared to FY 2020-21.

Another highlight on the HR management front in FY 2021-22 was that 75% more topics were covered as compared to FY 2020-21. A 50% increase was also witnessed in training sessions in FY 2021-22 from FY 2020-21 levels. Broadly, training hours increased to 186 in FY 2021-22 from 111 FY 2020-21, a 68% jump.

### Internal Control System and their adequacy

The Company maintains a robust framework of internal controls commensurate with the nature and size of its operation. This framework addresses the evolving risk complexities and underpins the Company's strong corporate culture and good governance. The Internal Audit plan is approved by the Audit Committee at the beginning of every year. The conduct of an internal audit is oriented toward the review of internal controls and risks in the Company's operations and covers factories, warehouses and centrally controlled businesses and functions.

### Cautionary Statement

The Management Discussion and Analysis may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties.

Actual results may differ materially from those expressed in the Statement as important factors could influence the Company's operations such as Government policies, local, political and economic development, industrial relations, and risks inherent to the Company's growth and such other factors. Market data and product analysis contained herein has been taken from internal Company reports, Industry & Research publications, but their accuracy and completeness are not guaranteed and their reliability cannot be assured.

For and on behalf of Board of Directors  
For **Dynamic Cables Limited**

**Rahul Mangal**  
Chairman  
(DIN : 01591411)

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



# Independent Auditor's Report

## To the Members of Dynamic Cables Limited Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Dynamic Cables Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2022, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on Financial Statement.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole,

and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Financial Statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards ("Ind AS") specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and

fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



- (A) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of changes in equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
  - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its financial statements - Refer Note 38 to the financial statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
    - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone

Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51(o) to the Standalone Financial Statements);

- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 51(o) to the Standalone Financial Statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act

For **Madhukar Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. 000866C

**Sunil Shukla**  
Partner  
M.No.071179

UDIN: -22071179AJWNV19610

Place: JAIPUR  
Date: 30.05.2022



## Annexure-A

### to the Independent Auditor's Report

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2022, we report the following:

- i. In respect of Company's Property, Plant and Equipment, Intangible:
  - a. (A) According to the information and explanation given to us, the company is maintaining proper records showing full particulars, including quantities details and situation of Property, Plant and Equipment;
  - (B) According to the information and explanation given to us, the company is maintaining proper records showing full particulars of Intangible assets;
  - b. The management, during the year, has physically verified the Property, Plant and Equipment of the company and no material discrepancies were noticed on such physical verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company. except Land purchased by the company through Sale deed executed in the name of the company on 10-03-2016 situated at H-1-601 B Rd. no. 6 VKI Area, Jaipur value Rs. 48,22,450.00 for which lease deed has not been prepared till now.
  - d. As informed and explained to us, the management has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (previously known as Benami Transactions (Prohibition) Act, 1988) and rules made thereunder.
2. In respect of Company's Inventory:
  - a. As explained to us, the inventories were physically verified during the year by management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed during such physical verification by the management.
  - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
3. According to the information and explanations given to us and on the basis of examination of books and records by us,
  - a. A. The Company has not granted any loans or provided advances in the nature of loans or stood guarantee or provided security to its subsidiaries, associates and joint ventures during the year. Accordingly, reporting under clause 3(iii)(a)(A) of the Order is not applicable.
  - B. The Company has not granted any loans or provided advances in the nature of loans or stood guarantee or provided security to parties other than subsidiaries, joint ventures and associates during the year. Accordingly, reporting under clause 3(iii)(a)(B) of the Order is not applicable.
  - b. During the year, the investments made and guarantees provided to companies are not prejudicial to the Company's interest.
  - c. The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c), (d), (e) and (f) of the Order are not applicable to the Company.



4. In our opinion and according to information and explanations given to us the Company has complied with the provisions of section 185 and 186 of the Act
5. The company has not accepted any deposits under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, and as such the question of compliance under the Companies Act or any other directives or orders does not arise.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act related to the manufacturing activities, and are of the opinion that prima facie, the specified accounts and records have been made
- and maintained. We have not, however, made a detailed examination of the same.
7. (a) According to information and explanations given to us and on the basis of our examination of books of accounts, records, the Company has been generally regular in depositing undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added Tax, duty of customs, duty of excise and any other statutory dues with the appropriate authority. According to the information and explanation given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31<sup>st</sup>, 2022 for a period of more than six months from the date on when they become payable.

- (b) According to the information and explanation given to us the dues referred to in sub-clause (a) which have not been deposited on March 31, 2022 on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	5.09	Various Years from A.Y. 2008-09 to 2019-20.	Rectification u/s154 before ACIT-I and appeal pending with commissioner for A.Y. 2019-20.
Service Tax	Service Tax	3.92	Year 2017-18.	CESTAT New Delhi
VAT and CST Act	VAT, CST and Entry Tax	159.23	Various Years from 2012-13 and 2017-18	Demand on Portal and Appeal pending with Rajasthan High court
GST Act	RCM	3.08	Year 2019-20	Appeal to be filed with Commissioner
<b>Total</b>		<b>171.32</b>		

8. According to the explanations and information given to us by the management and as verified by us, there are no transactions which were not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
9. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information provided to us by the management, the company has not been declared as a willful defaulter by any bank or financial institution or any other lender.
- (c) The term loans were applied for the purpose for which the loans were obtained.
- (d) The short-term loans were applied for the purpose for which the loans were obtained.
- (e) The Company has no subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The company has no subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.
10. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
11. (a) During the conduct of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instances of fraud by the company noticed

- or reported during the year, nor have we been informed of any such cases by the management.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by us in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) As per our information and according to the explanations given to us, no whistle blower complaints were received by the company during the year.
12. As the company is not Nidhi Company, hence reporting under clause 3(xii)(a), (xii)(b) and (xii)(c) of the order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
14. (a) In our opinion and according to the information and explanations given by management, the company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by us.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act.
16. (a) According to the information and explanations given to us by the management, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) According to the information and explanations given to us by the management, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us by the management, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given to us by the management, the Company is not a part of any group, hence clause (xvi)(d) of paragraph 3 of the said order is not applicable to the company.
17. The company has not incurred any cash losses in the current financial year and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, in our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all the liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
20. According to the information and explanations given to us by the management, and on the basis of our examination of the records of the company, the company has spent the entire amount as per the requirement of section 135 of the Companies Act, 2013, and therefore sub-clauses (a) and (b) of clause (xx) of para 3 are not applicable.
21. According to the information and explanations given to us by the management, the Company is not a part of any group. Since this report is being issued in respect of financial statements of the company, hence clause (xxi) of paragraph 3 of the said Order is not applicable.

For **Madhukar Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. 000866C

**Sunil Shukla**  
Partner  
M.No.071179

Place: JAIPUR  
Date: 30.05.2022  
UDIN: -22071179AJWNV19610



## Annexure-B

### to the Independent Auditor's Report

(Referred to in paragraph 1(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to Financial Statements of Dynamic Cables Limited ("the Company") as at 31<sup>st</sup> March 2022 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls Over Financial Reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls Over

Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system Over Financial Reporting and their operating effectiveness. Our audit of internal financial controls Over Financial Reporting included obtaining an understanding of internal financial controls Over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Standalone Financial Statements.

#### Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial controls Over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls Over Financial Reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls Over Financial Reporting to future periods are subject to the risk that the internal financial controls Over Financial Reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system Over Financial Reporting and such internal financial controls Over Financial Reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Madhukar Garg & Company**  
Chartered Accountants  
ICAI Firm Registration No. 000866C

**Sunil Shukla**  
Partner  
M.No.071179

Place: JAIPUR  
Date: 30.05.2022  
UDIN: -22071179AJWNV19610



# Balance Sheet

as at March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>I Non-current assets</b>			
(a) Property, plant and equipment	2	5,253.34	5,442.12
(b) Other Intangible assets	2	5.85	9.25
(c) Financial assets			
(i) Loans	3	23.64	23.64
(ii) Other Financial Assets	4	168.17	115.89
(d) Deferred Tax Asset (Net)	5	25.80	(8.06)
(e) Other non-current assets	6	136.58	11.25
<b>Total non current assets</b>		<b>5,613.38</b>	<b>5,594.09</b>
<b>II Current assets</b>			
(a) Inventories	7	9,414.06	8,353.26
(b) Financial assets			
(i) Trade receivables	8	15,930.12	12,773.51
(ii) Cash and cash equivalents	9	7.98	8.80
(iii) Bank balances other than (ii) above	10	2,616.35	2,254.46
(iv) Loans	11	-	-
(v) Other financial assets	12	332.79	178.79
(c) Other current assets	13	1,097.24	504.91
<b>Total current assets</b>		<b>29,398.54</b>	<b>24,073.73</b>
<b>TOTAL ASSETS (I + II)</b>		<b>35,011.92</b>	<b>29,667.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>I EQUITY</b>			
(a) Equity share capital	14	2,201.40	2,201.40
(b) Other equity	15	12,560.65	9,515.63
<b>Total Equity</b>		<b>14,762.05</b>	<b>11,717.03</b>
<b>LIABILITIES</b>			
<b>II Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	2,434.44	3,138.17
(ii) Lease liabilities	17	14.75	19.04
(iii) Other financial liabilities	18	22.57	26.16
(b) Provisions	19	117.69	107.22
(c) Other non current liabilities	20	1.41	2.20
<b>Total non-current liabilities</b>		<b>2,590.86</b>	<b>3,292.79</b>
<b>III Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	21	5,223.31	8,623.65
(ii) Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	22	764.79	792.77
- Total outstanding dues of creditors other than micro enterprises and small enterprises	22	11,255.83	4,290.00
(iii) Other financial liabilities	23	202.07	320.42
(b) Other current liabilities	24	158.62	538.07
(c) Provisions	25	8.27	9.75
(d) Current tax liabilities (net)	26	46.12	83.34
<b>Total current liabilities</b>		<b>17,659.01</b>	<b>14,658.00</b>
<b>TOTAL EQUITY AND LIABILITIES (I+II+III)</b>		<b>35,011.92</b>	<b>29,667.82</b>

Significant Accounting Policies &amp; Notes on Financial Statements

1 to 51

As per our report of even date

For **M/s Madhukar Garg & Co.**

Chartered Accountants

Firm's Registration No : 000866C

**Sunil Shukla**

Partner

Membership No : 071179

Date : 30<sup>th</sup> May, 2022

Place: Jaipur

For and on behalf of the Board of Directors

**Ashish Mangal**

Managing Director

DIN: 00432213

**Yagya Dev Sharma**

Company Secretary

**Rahul Mangal**

Chairman

DIN: 01591411

**Murari Lal Poddar**

Chief Financial Officer

# Statement of Profit and Loss

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
I Revenue from operations	27	56,356.91	34,266.20
II Other income	28	272.43	801.45
<b>III Total Income</b>		<b>56,629.34</b>	<b>35,067.65</b>
<b>IV Expenses</b>			
a) Cost of material consumed	29	48,001.69	27,852.99
b) Purchase of stock in trade	30	16.18	151.53
c) Changes in inventories of finished goods, work-in-progress and stock-in-Trade	31	(2,420.01)	(227.11)
d) Employee benefits expense	32	1,717.19	1,434.46
e) Finance costs	33	1,300.46	1,188.91
f) Depreciation and amortisation expense	34	805.35	836.87
g) Other expenses	35	3,057.83	2,491.53
<b>Total expenses (a to g)</b>		<b>52,478.69</b>	<b>33,729.18</b>
V Profit /(Loss) before exceptional items & tax		4,150.65	1,338.47
VI Exceptional items		-	-
<b>VII Profit before tax (V-VI)</b>		<b>4,150.65</b>	<b>1,338.47</b>
<b>VIII Tax expense:</b>	36		
(1) Current Tax		1,097.92	382.57
(2) Deferred Tax		(37.25)	(28.60)
<b>IX Profit (Loss) for the period (VII-VIII)</b>		<b>3,089.98</b>	<b>984.50</b>
<b>X Other Comprehensive Income</b>			
(a) (i) Items that will not be reclassified to Profit or Loss		13.47	3.81
(ii) Tax effect on Items that will not be reclassified to Profit or Loss		(3.39)	(0.96)
(b) (i) Items that will be reclassified to Profit or Loss		-	-
(ii) Tax effect on Items that will be reclassified to Profit or Loss		-	-
<b>XI Total Comprehensive Income for the period (IX+X)</b>		<b>3,100.06</b>	<b>987.35</b>
Earning per equity share:			
(1) Basic	37	14.04	4.47
(2) Diluted		14.04	4.47

The notes referred above form an integral part of the Financial Statements.

As per our report of even date

For **M/s Madhukar Garg & Co.**

Chartered Accountants

Firm's Registration No : 000866C

**Sunil Shukla**

Partner

Membership No : 071179

Date : 30<sup>th</sup> May, 2022

Place: Jaipur

For and on behalf of the Board of Directors

**Ashish Mangal**

Managing Director

DIN: 00432213

**Yagya Dev Sharma**

Company Secretary

**Rahul Mangal**

Chairman

DIN: 01591411

**Murari Lal Poddar**

Chief Financial Officer



# Statement of Cash Flow

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2022		Year ended March 31, 2021	
<b>A. Cash Flow from Operating Activities:</b>				
Net Profit before tax		4,150.65		1,338.47
Adjustments for :				
Depreciation and amortisation expenses		805.35		836.87
(Profit)/Loss on sale of Property, Plant and Equipments		(1.16)		(5.12)
Interest income		(139.58)		(117.47)
Commission income against Financial Liability		(6.42)		(6.42)
Other income against security deposit received		(0.79)		(0.18)
Lease rent		(61.76)		(50.23)
Interest on lease liabilities		2.12		2.49
Interest on financial liabilities		2.10		2.53
Interest on Income tax		9.43		
Interest cost on Security deposit received		0.74		0.16
Remeasurement of actuarial gain/loss		13.47		3.81
Unrealized foreign exchange (gain)/loss		(1.88)		(136.00)
Claim, discount and written off		22.93		1.20
Provision for expected credit loss		34.65		39.07
Bad debts recovered		-		(6.28)
Liability written back to the extent no longer required		-		(568.84)
Finance Cost		1,295.51	1,974.70	1,188.91
Operating Profit before Working Capital Changes		6,125.34		2,522.97
Adjustments for :				
Increase / Decrease in Inventories		(1,060.81)		(3,068.47)
Increase / Decrease in Trade receivables		(3,223.02)		2,246.30
Increase / Decrease in Current financial assets - Loans		-		277.88
Increase / Decrease in Other current financial assets		(153.82)		(148.21)
Increase / Decrease in Other current assets		(592.33)		884.77
Increase / Decrease in Trade payable		6,947.13		(601.02)
Increase / Decrease in Other financial liabilities		(118.35)		(402.10)
Increase / Decrease in Other current liabilities		(379.45)		238.02
Increase / Decrease in current provisions		(1.47)		3.40
Increase / Decrease in current tax liabilities		-		-
Increase / Decrease in Non current provisions		10.47		6.51
Increase / Decrease in Non current financial liabilities		(9.20)		(2.73)
Increase/Decrease in Other non current liability		(1.53)	1,417.62	2.04
Cash Generated from Operations		7,542.96		1,959.36
Direct Taxes Paid (Net)		(1,144.57)		(299.23)
<b>Net Cash inflow/(outflow) from Operating Activities (A)</b>		<b>6,398.39</b>		<b>1,660.13</b>



# Statement of Cash Flow

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>B. Cash Flow from Investing Activities:</b>		
Purchase / Acquisition of Property, Plant and Equipment	(613.48)	(692.02)
Proceeds from sale of Property, Plant and Equipments	1.47	15.00
Interest received	139.40	116.72
Lease rent received	87.43	57.63
Increase / Decrease in Non current financial assets - Loans	(47.96)	3.19
Increase / Decrease in Other non current assets	(125.34)	56.46
Increase / Decrease in Other current bank balances	(361.89)	(131.45)
	(920.37)	(574.47)
<b>Net Cash inflow/(outflow) from Investing Activities (B)</b>	<b>(920.37)</b>	<b>(574.47)</b>
<b>C. Cash Flow from Financing Activities:</b>		
Payment of Dividend	(55.04)	(55.04)
Proceeds/(Repayment) of Non current borrowings (net)	(727.96)	(1,499.97)
Proceeds/(Repayment) of Current borrowings (net)	(3,400.34)	1,661.24
Interest & Finance Charges Paid	(1,295.51)	(1,188.91)
	(5,478.84)	(1,082.68)
<b>Net Cash inflow/(outflow) from Financing Activities (C)</b>	<b>(5,478.84)</b>	<b>(1,082.68)</b>
<b>Net increase /(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(0.82)</b>	<b>2.97</b>
Opening Balance of Cash and Cash equivalents	8.80	5.83
<b>Closing Balance of Cash and Cash equivalents</b>	<b>7.98</b>	<b>8.80</b>
<b>Notes:</b>		
<b>1 Closing Balance of Cash &amp; Cash Equivalents</b>		
Cash on hand	7.98	8.52
Balance in Current Account	-	0.28
	<b>7.98</b>	<b>8.80</b>

2 The above Cash Flow Statement has been prepared under the indirect method set out in IND AS 7 "Statement of Cash Flows"

As per our report of even date

For **M/s Madhukar Garg & Co.**  
Chartered Accountants  
Firm's Registration No : 000866C

**Sunil Shukla**  
Partner  
Membership No : 071179

Date : 30<sup>th</sup> May, 2022  
Place: Jaipur

For and on behalf of the Board of Directors

**Ashish Mangal**  
Managing Director  
DIN: 00432213

**Yagya Dev Sharma**  
Company Secretary

**Rahul Mangal**  
Chairman  
DIN: 01591411

**Murari Lal Poddar**  
Chief Financial Officer



# Statement of Changes in Equity

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## A) Equity Share Capital

### Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2201.4	-	-	-	2,201.40

### Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2201.4	-	-	-	2,201.40

## B) Other Equity

### Current Reporting Period

Particulars	Security Premium	Retained Earnings	Other Components of Equity	Total Equity
<b>Balances as at 01<sup>st</sup> April, 2021</b>	1,674.06	7,849.70	(8.13)	9,515.63
Net Profit for the year	-	3,089.98	-	3,089.98
Remeasurement of the net defined benefit liability/asset, net*	-	-	10.08	10.08
<b>Total Comprehensive income for the year</b>	<b>1,674.06</b>	<b>10,939.68</b>	<b>1.95</b>	<b>12,615.69</b>
Dividend	-	(55.04)	-	(55.04)
<b>Balances as at 31<sup>st</sup> March, 2022</b>	<b>1,674.06</b>	<b>10,884.64</b>	<b>1.95</b>	<b>12,560.65</b>

# Statement of Changes in Equity

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Previous Reporting Period

Particulars	Security Premium	Retained Earnings	Other Components of Equity	Total Equity
<b>Balances as at 01<sup>st</sup> April, 2020</b>	1,674.06	6,920.24	(10.98)	8,583.32
Net Profit for the year	-	984.50	-	984.50
Remeasurement of the net defined benefit liability/asset, net*	-	-	2.85	2.85
<b>Total Comprehensive income for the year</b>	<b>1,674.06</b>	<b>7,904.74</b>	<b>(8.13)</b>	<b>9,570.67</b>
Dividend	-	(55.04)	-	(55.04)
<b>Balances as at 31<sup>st</sup> March, 2021</b>	<b>1,674.06</b>	<b>7,849.70</b>	<b>(8.13)</b>	<b>9,515.63</b>

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes.

This is Statement of Changes in Equity referred to in our report of even date

As per our report of even date

For **M/s Madhukar Garg & Co.**  
Chartered Accountants  
Firm's Registration No : 000866C

**Sunil Shukla**  
Partner  
Membership No : 071179

Date : 30<sup>th</sup> May, 2022  
Place: Jaipur

For and on behalf of the Board of Directors

**Ashish Mangal**  
Managing Director  
DIN: 00432213

**Yagya Dev Sharma**  
Company Secretary

**Rahul Mangal**  
Chairman  
DIN: 01591411

**Murari Lal Poddar**  
Chief Financial Officer



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Note No. 01: Company information and significant accounting policies:

### A) Corporate Information

Dynamic Cables Limited (the "Company") is a public limited Company incorporated in India with its registered office is F-260, ROAD NO.13 VKI AREA Jaipur, Rajasthan-302013, India. The Company is listed on BSE Limited (BSE). The Company is engaged in business of manufacturing of Conductors and cables which are widely include manufacturing of LV, MV and HV Power Cables, Aerial Bunched Cables, All Aluminium conductors, All Aluminium Alloy Conductor, Railway signaling cables etc.

### B) Statement of Compliance and Basis of Preparation

#### 1. Statement of Compliance

These financial statements are prepared on going concern basis following accrual basis of accounting and comply with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto, the Companies Act, 2013 (to the extent notified and applicable).

#### 2. Basis of preparation

The financial statements have been prepared on accrual basis under the historical cost basis except for certain financial assets and liabilities (including derivative instruments) that are measured at fair value.

The preparation of financial statements requires judgments, estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Major Estimates are discussed in Part E.

#### 3. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All amounts disclosed in the Financial Statements and notes have been rounded off to the nearest lakhs (with two places of decimal) as per the requirement of Schedule III, unless otherwise stated

#### 4. Current and non-current classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the companies Act, 2013.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets/liabilities are classified as non-current.

### C) Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

consistently to all periods presented in the financial statements, unless otherwise stated below.

## 1. Property, plant and equipment

### 1.1. Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of property, plant and equipment are initially recognized at cost. Subsequent measurement is done at cost less accumulated depreciation/amortization (other than freehold land) and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset to the location and condition, inclusive of non-refundable taxes & duties, necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of property, plant and equipment are capitalized. Other spare parts are carried as inventory and recognized in the statement of profit and loss on consumption.

### 1.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to profit and loss account for the period in which such expense are incurred.

### 1.3. De-recognition

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on de-recognition of an item of property, plant and equipment are determined by comparing the proceeds from disposal, if any, with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

### 1.4. Depreciation/amortization

The depreciation on Property, Plant & Equipment has been provided on the written down value Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on the property, plant & equipment added / disposed off / discarded during the year has been provided on pro rata basis with reference to the date of addition / disposition /discardation.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## 2. Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

## 3. Intangible assets

### 3.1. Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

## 3.2. Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

## 3.3. De-recognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains & losses on de-recognition of an item of intangible assets are determined by comparing the proceeds from disposal, if any, with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

## 3.4. Amortization

Intangible assets are amortised over a period of estimated useful life as determined by the management.

## 4. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such asset until such time the assets are substantially ready for their intended use. Qualifying assets are assets which necessarily take substantial period of time to get ready for their intended use or sale.

Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Borrowing costs consist of (a) interest expense calculated using the effective interest method as described in Ind AS 109 – 'Financial Instruments' (b) finance charges in respect of finance leases recognized in accordance with Ind AS 17 – 'Leases' and (c) exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. Income earned on temporary

investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized as an expense in the year in which they are incurred.

## 5. Inventories

Raw materials, stores, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and stores comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Inventories are valued on the basis of FIFO method. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## 6. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of twelve months or less, which are subject to an insignificant risk of changes in value.

## 7. Government grants

Government grants are recognized only when its reasonable certainty that economics benefit flow to the entities and attached conditions will be complied with it. Government grants are recognized and shown in the balance sheet as liability and income is accrued based on the terms of schemes in the statement of profit and loss over a phased manner in consideration with scheme terms and related use of assets. Government grants related to depreciable property, plant & equipment is treated as deferred income which is recognized in the Statement of Changes in Equity (SOCE) on a systematic and rational basis over the useful life of the asset i.e. such grants is allocated to income over the periods and in the proportion in which depreciation on those assets is charged. "

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 8. Provisions and contingent liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance costs.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is

probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

## 9. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss in the year in which it arises.

Non-monetary items are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

## 10. Revenue recognition

The Company derives revenues primarily from sale of goods.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

### Other income

Interest income is recognized, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

the expected credit losses. Interest income is included in other income in the statement of profit and loss.

## 11. Employee benefits

### 11.1 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### 11.2 Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). These are of two types:

#### 11.2.1 Defined contribution plans

Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which the company pays a fixed contribution and will have no further obligation.

#### 11.2.2 Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The discount

rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a liability to the company, the present value of liability is recognized as provision for employee benefit. Any actuarial gains or losses are recognized in Other Comprehensive Income ("OCI") in the period in which they arise.

## 12. Income tax

Tax expense comprises current tax and deferred tax. Current tax expense is recognized in the statement of profit or loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in OCI or equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current taxes are recognized under 'Income tax payable' net of payments on account, or under 'Tax receivables' where there is a debit balance.

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax is recognized in the statement of profit or loss except to the extent that it relates to items recognized



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

directly in OCI or equity, in which case it is recognized in OCI or equity. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Additional income taxes that arise from the distribution of dividends are recognized at the same time that the liability to pay the related dividend is recognized.

## 13. Leases

### 13.1 As Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease

### 13.2 As Lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low-value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities

include these options when it is reasonably certain that they will be exercised.

ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates

## 14. Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 15. Dividends

Dividends and interim dividends payable to a Company's shareholders are recognized as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

## 16. Earnings per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

## 17. Statement of Cash Flows

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows' for operating activities.

## 18. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or

financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

## 19.1 Financial assets

On initial recognition, a financial asset is recognized at fair value. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI) depending on the classification of the financial assets.

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

### Trade Receivables and Loans:

Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

### Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

### Impairment of financial assets

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

- a) All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- b) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

## 19.2 Financial liabilities and equity instruments

### Classification as equity

Equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the

purchase, sale, issue or cancellation of the Company's own equity instruments.

### Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method. All financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss. Interest expense are included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

### Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in interest rates, exchange rates and commodity prices. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 20 Segment Reporting

The main business of the Company is of manufacturing and sales of Cables & Conductors. All other activities of the Company revolve around the main business. There is only one reportable segment. Hence, disclosures pursuant to Ind AS 108 - Operating Segments are not applicable.

## 21 Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

## D) Recent accounting pronouncements

### I. Amendments to Ind AS 103 Business Combinations

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103 – Business Combinations. The Company does not expect the amendment to have any significant impact in its financial statements.

### II. Amendments to Ind AS 109 “Financial Instruments” and Ind AS 107 “Financial Instruments: Disclosures”

#### - Interest rate Benchmark Reform Phase 2"

The amendment focuses on the potential financial reporting issues that may arise when interest rate benchmarking reforms are either reformed or replaced.

The key reliefs provided by the Phase 2 amendments are:

- Changes to contractual cash flows - When changing the basis for determining contractual cash flows for financial assets and liabilities (including lease liabilities), the reliefs have the effect that the changes that are required by an interest rate benchmark

reform will not result in an immediate gain or loss in the profit and loss statement.

- Hedge accounting - The hedge accounting reliefs will allow most Ind AS 39 or Ind AS 109 hedge relationships that are directly affected by IBOR reform to continue. However, additional ineffectiveness might need to be recorded. The amendments do not have significant impact on the financial statements."

### III. Amendments to Ind AS 16 – Property Plant and Equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and amendment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

### IV. Amendments to Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the ‘cost of fulfilling’ a contract comprises the costs that relate directly to the contract; Costs that relate directly to a contract can either be incremental costs of fulfilling the contract (examples would be direct labour, materials) or an allocation of other costs that related directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its financial statements.

## E) Major Estimates made in preparing Financial Statements

### 1. Useful life of property, plant and equipment and intangible assets

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Useful life of the assets other than Plant and machinery are in accordance with Schedule II of the Companies Act, 2013.

The Company reviews at the end of each reporting date the useful life of property, plant and equipment, and are adjusted prospectively, if appropriate. Intangible assets are amortised over a period of estimated useful life as determined by the management.

## 2. Post-employment benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

## 3. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.

## 4. Allowance for credit losses on receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Note 2 PROPERTY, PLANT & EQUIPMENTS

Sr No	Particulars	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amount		
		Opening Balance as on 01.04.2021	Additions	Deletions / Adjustments	Closing Balance as on 31.03.2022	Opening Balance as on 01.04.2021	for the year Adjustments	Closing Balance as on 31.03.2022	As on 31 <sup>st</sup> March, 2022	As on 31 <sup>st</sup> March, 2021
<b>TANGIBLE ASSETS</b>										
1	Land	804.56	175.61	-	980.17	-	-	-	980.17	804.56
2	Building	2,308.19	17.22	-	2,325.42	899.72	133.76	-	1,033.48	1,408.47
3	Plant & Machinery	5,893.12	316.08	-	6,209.20	2,952.06	564.79	-	3,516.85	2,941.06
4	Electrical Installation & Equipments	32.36	0.27	-	32.63	20.26	3.03	-	23.29	12.09
5	Furniture & Fixtures	71.18	12.92	-	84.11	48.48	7.44	-	55.92	22.70
6	Office Equipments	48.92	23.69	-	72.61	34.99	8.99	-	43.99	13.93
7	Vehicles - Four Wheelers	395.98	65.46	6.22	455.23	184.42	76.17	5.91	254.68	211.56
8	Vehicles - Two Wheelers	2.26	0.97	-	3.23	1.51	0.22	-	1.73	0.75
9	Computers & IT Equipments	47.34	1.00	-	48.34	41.31	2.95	-	44.26	6.03
10	Right of use asset	29.62	-	-	29.62	8.67	4.33	-	13.00	20.95
	<b>TOTAL PROPERTY, PLANT &amp; EQUIPMENTS</b>	<b>9,633.54</b>	<b>613.22</b>	<b>6.22</b>	<b>10,240.55</b>	<b>4,191.43</b>	<b>801.69</b>	<b>5.91</b>	<b>4,987.21</b>	<b>5,442.12</b>
	<b>PREVIOUS YEAR</b>	<b>9,005.75</b>	<b>691.41</b>	<b>63.62</b>	<b>9,633.54</b>	<b>3,413.91</b>	<b>831.24</b>	<b>53.74</b>	<b>4,191.41</b>	<b>5,591.84</b>
<b>INTANGIBLE ASSETS</b>										
1	Computer Software	35.45	0.26	-	35.72	26.20	3.67	-	29.87	9.25
	<b>TOTAL INTANGIBLE ASSETS</b>	<b>35.45</b>	<b>0.26</b>	<b>-</b>	<b>35.72</b>	<b>26.20</b>	<b>3.67</b>	<b>-</b>	<b>29.87</b>	<b>9.25</b>
	<b>CAPITAL WORK IN PROGRESS</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>INTANGIBLE ASSETS UNDER DEVELOPMENT</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL</b>	<b>9,669.00</b>	<b>613.48</b>	<b>6.22</b>	<b>10,276.27</b>	<b>4,217.62</b>	<b>805.35</b>	<b>5.91</b>	<b>5,017.07</b>	<b>5,451.37</b>
	<b>PREVIOUS YEAR</b>	<b>9,040.60</b>	<b>692.02</b>	<b>63.62</b>	<b>9,669.00</b>	<b>3,434.49</b>	<b>836.87</b>	<b>53.74</b>	<b>4,217.62</b>	<b>5,606.12</b>

### Note :

- All tangible fixed assets (except land & building for value of Rs. 459.67 lakhs as on 31.03.2022 and Rs. 266.84 lakhs as on 31.03.2021) are mortgaged/hypothecated as security for liabilities.
- First charge by way of equitable mortgage of immovable property of the company situated at Industrial Plot No. B-308, Road No 16, VKI Area Jaipur against borrowing of Rs. 500 lakhs taken by related party.
- Land situated at H-1-601-B, Road No 06, VKI Area, Jaipur valuing Rs. 48.22 lakhs is purchased through sale deed. Lease deed of the same is not prepared till the date of this balance sheet.

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 3 Non current financial assets - Loans

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, considered good</b>		
Investment in related party (financial guarantee)	23.64	23.64
	<b>23.64</b>	<b>23.64</b>

## 4 Non-current financial assets - Others

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Balances with banks:</b>		
Fixed deposits with more than 12 months maturity	49.41	-
Security deposits	118.75	115.89
	<b>168.17</b>	<b>115.89</b>

## 5 Deferred Tax Asset (Net)

Particulars	As at March 31, 2022	As at March 31, 2021
(a) On account of difference in WDV as per books and income tax of Property, Plant and Equipment and Intangible Assets	(83.21)	(115.60)
(b) On account of expenses allowable under income tax on payment basis	55.58	47.25
(c) On account of Provision for expected credit loss	56.82	61.24
(d) On account of OCI	(3.39)	(0.96)
	<b>25.80</b>	<b>(8.06)</b>

### Movement in Deferred Tax liabilities :

Particulars	Property, Plant and Equipment and Intangible Assets
<b>As at 31<sup>st</sup> March, 2021</b>	(116.55)
Charges/(Credited)	
- to statement of profit & Loss	32.39
- to other comprehensive income	(2.43)
<b>As at 31<sup>st</sup> March, 2022</b>	<b>(86.60)</b>

### Movement in Deferred Tax Assets :

Particulars	Expenses allowable on payment basis in income tax
<b>As at 31<sup>st</sup> March, 2021</b>	108.50
Charges/(Credited)	
- to statement of profit & Loss	3.90
- to other comprehensive income	-
<b>As at 31<sup>st</sup> March, 2022</b>	<b>112.39</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 6 Other non-current assets

Particulars	As at March 31, 2022	As at March 31, 2021
Capital advances	135.95	10.62
Other advances	0.63	0.63
	<b>136.58</b>	<b>11.25</b>

## 7 Inventories

Particulars	As at March 31, 2022	As at March 31, 2021
<b>(At lower of cost or net realizable value)</b>		
Raw materials (Refer Note No 6.1)	3,253.88	4,708.47
Work in progress	1,980.21	1,086.48
Finished goods (Refer Note No 6.1)	3,754.94	2,301.42
Packing material	232.26	142.10
Stores and spares	65.17	59.94
Others (scrap)	127.60	54.84
	<b>9,414.06</b>	<b>8,353.26</b>

### Note No 7.1

As on 31st March, 2022, Inventory of Raw materials includes stock in transit for value of Rs. 432.71 lakhs and Inventory of Finished goods includes stock in transit for value of Rs. 162.77 lakhs.

## 8 Trade receivables

(i)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables considered good-unsecured	15,981.75	12,842.70
Less: Provision for expected credit risk	51.62	69.19
Trade receivables considered good-unsecured	<b>15,930.12</b>	<b>12,773.51</b>
Trade receivables-Credit impaired	174.12	174.12
Less: Provision for expected credit risk	174.12	174.12
Trade receivables-Credit impaired	-	-
<b>Total Trade Receivables</b>	<b>15,930.12</b>	<b>12,773.51</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## (ii) Trade receivable ageing shedule for the year ended as on March 31, 2022 and March 31, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	13,348.91	1,297.02	186.26	1,081.13	68.43	15,981.75
	<i>10,427.96</i>	<i>503.46</i>	<i>1,263.69</i>	<i>548.81</i>	<i>98.78</i>	<i>12,842.70</i>
Disputed Trade Receivables – credit impaired	-	-	-	-	174.12	174.12
					<i>174.12</i>	<i>174.12</i>
	<b>13,348.91</b>	<b>1,297.02</b>	<b>186.26</b>	<b>1,081.13</b>	<b>242.56</b>	<b>16,155.87</b>
	<i>10,427.96</i>	<i>503.46</i>	<i>1,263.69</i>	<i>548.81</i>	<i>272.91</i>	<i>13,016.82</i>
Less: Provision for Expected Credit Loss						225.75
						<i>243.31</i>
<b>Total Trade Receivable</b>						<b>15,930.12</b>
						<b>12,773.51</b>

\*Figures mentioned Above in Italic related to Previous year.

(iii) Refer note 41- Related Party Disclosures for information about receivables from related party.

### Note No 8.1

The Company has filed claim in the category of operational creditor before CIRP under IBC in respect of corporate debtor amounting to Rs. 174.12 lakhs.

## 9 Cash and cash equivalents

Particulars	As at March 31, 2022	As at March 31, 2021
Cash in hand	7.98	8.52
Balances with banks		
- in current accounts	-	0.28
	<b>7.98</b>	<b>8.80</b>

## 10 Bank deposits other than cash and cash equivalent

Particulars	As at March 31, 2022	As at March 31, 2021
Balances with banks		
Fixed Deposit (Refer Note No 10.1)	2,665.76	2,254.46
Less: Fixed deposits with more than 12 Months maturity	(49.41)	-
	<b>2,616.35</b>	<b>2,254.46</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Note No 10.1

Fixed deposit amounting to Rs. 2665.76/- lakhs (As at 31.03.2021 Rs. 2254.46/- lakhs) are under lien with bank as margin money against Bank Guarantees/Letter of credit.

## 11 Current Loans

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, considered good</b>		
Security deposits	-	-
	-	-

## 12 Other Current financial assets

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, considered good</b>		
Accrued interest	6.63	6.44
Other claim receivables	124.80	60.58
Security deposits	201.36	111.77
	<b>332.79</b>	<b>178.79</b>

## 13 Other current assets

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Unsecured, considered good</b>		
Advances to suppliers	184.25	86.35
Deposit to sales tax under protest	45.01	57.13
Advance / Imprest to employees	26.41	17.75
Prepaid expenses	444.57	213.46
Balances with government authorities	279.26	21.18
Income tax refund receivable	24.57	24.57
Others	93.17	84.47
	<b>1,097.24</b>	<b>504.91</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 14 Equity Share Capital

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Authorized Share capital:</b>		
230,00,000 Equity Share of Rs.10/- each fully paid up	2,300.00	2,300.00
(As at March 31, 2021 : 230,00,000 Equity Share of Rs.10/-Each fully paid up)		
<b>Issued &amp; Subscribed &amp; fully paid up capital;</b>		
2,20,14,000 Equity Share of Rs.10/- Each paid up	2,201.40	2,201.40
(As at March 31, 2021: 2,20,14,000 Equity Share of Rs.10/-Each fully paid up)		
	<b>2,201.40</b>	<b>2,201.40</b>

### Note No. 14.1 Reconciliation of the Number of shares outstanding at the beginning and at the end of the reporting period:

At the beginning of the period	22,014,000.00
Add: Issued during the year	-
Number of Equity Shares at the end of the year	<b>22,014,000.00</b>

### Note No. 14.2 Terms/rights attached to shares

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- each holder of equity shares is entitled to one vote per share.

### Note No 14.3

During the financial year 2017-18 company had issued bonus shares to existing shareholders on 28.08.2017 in the ratio of 0.5:1 i.e. 0.5 equity shares for every one share held.

### Note No. 14.4 Details of share holder holding more than 5% shares at 31st March 2022 is set out below:-

Name of Shareholder	Number & Percentage of Shares as at 31.03.22	Number & Percentage of Shares as at 31.03.21
Ashish Mangal	76,84,015 Shares 34.91%	76,80,015 Shares 34.89%
Rahul Mangal	52,95,000 Shares 24.05%	52,95,000 Shares 24.05%
Saroj Mangal	33,00,000 Shares 14.99%	33,00,000 Shares 14.99%



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Note No. 14.5 Shares held by promoters at 31st March 2022 is set out below:-

Name of Shareholder	As at March 31, 2022		As at March 31, 2021		% change during the year
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Ashish Mangal	7,684,015	34.91	7,680,015	34.89	0.02
Rahul Mangal	5,295,000	24.05	5,295,000	24.05	-
Saroj Mangal	3,300,000	14.99	3,300,000	14.99	-
ASHISH MANGAL HUF	2,985	0.01	2,985	0.01	-
ANIKETA MANGAL	38,169	0.17	0	-	0.17
MEENAKSHI MANGAL	22,500	0.10	22,500	0.10	-
SHALU MANGAL	22,500	0.10	22,500	0.10	-
ADITI MANGAL	3,000	0.01	3,000	0.01	-
<b>Total</b>	<b>16,368,169</b>		<b>16,326,000</b>		

## 15 Other equity

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Securities Premium</b>		
Opening balance	1,674.06	1,674.06
Add: Received on issue of shares	-	-
<b>Closing Balance</b>	<b>1,674.06</b>	<b>1,674.06</b>
<b>Retained earnings</b>		
Opening balance	7,841.57	6,909.27
Profit for the year	3,089.98	984.50
Add/(Less): Other comprehensive income/(loss) for the year	10.08	2.85
Less: Dividend paid during the year	(55.04)	(55.04)
<b>Closing balance</b>	<b>10,886.59</b>	<b>7,841.57</b>
<b>Total Other Equity Closing balance</b>	<b>12,560.65</b>	<b>9,515.63</b>

## 16 Non current - Borrowings

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Secured Loans</b>		
<b>Term Loan</b>		
Vehicle Loan From Bank of Baroda (Refer Note No 16.1)	24.46	34.95
Vehicle Loan From Axis Bank (Refer Note No 16.1)	-	-
Vehicle Loan From HDFC Bank (Refer Note No 16.1)	87.00	109.15

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
Loan from Small Industries Development Bank of India (Refer Note No 16.2)	1,829.42	2,266.76
Loan from HDFC Bank Ltd (Refer Note No 16.3)	311.76	403.93
Loan from Bank of Baroda (Refer Note No 16.4 )	83.00	416.60
<b>Unsecured Loans</b>		
Loans From Related Parties (Refer Note No. 16.5)	330.68	330.94
Others		
- From other body corporates (Refer Note No. 16.5)	515.48	520.25
Less: Current Maturity of Long term Debts	(747.37)	(944.41)
	<b>2,434.44</b>	<b>3,138.17</b>

## Note No 16.1

### (A) Nature of Security

Vehicle Loan from Banks have been secured by hypothecation of the vehicle financed.

### (B) Terms of Repayment of Loan

Particulars	Outstanding as on 31.03.2022	No. of EMI	Date of Commencement	Rate of interest (p.a)
BOB Car Loan	13.99	84	19th Dec, 2018	9.15%
BOB Car Loan	4.09	84	23rd August, 2019	9.10%
BOB Car Loan	3.16	36	16th Nov, 2019	8.60%
BOB Car Loan	3.23	36	16th April, 2020	8.50%
HDFC Car Loan	87.00	54	05th March, 2021	7.50%

## Note No 16.2

### (A) Nature of Security

- (i) First charge by way of equitable mortgage of leasehold rights of immovable property of related party Shiv Kripa Pipes Private Limited situated at Industrial Plot No. A-129, A-129A & A-130, SKS industrial Area, Reengus, Distt. Sikar, Rajasthan, both present and future.
- (ii) First charge by way of equitable mortgage of sub lease rights of the borrower over the immovable property situated at Industrial Plot No. A-129, A-129A & A-130, SKS industrial Area, Reengus, Distt. Sikar, Rajasthan, both present and future.
- (iii) First charge by way of hypothecation of all the movable assets of the borrower including Plant & Machinery, Misc. Fixed Assets, Machinery Spares, Tools, Accessories, Furniture & Fixture, Equipments etc. pertaining to the Reengus unit, both present and future and Solar Power Project machineries at unit III and unit IV.
- (iv) First charge or hypothecation of roof top solar system at unit 3 and unit 4 in the name of the company.
- (v) Second charge by way of hypothecation of all the Current Assets of the borrower including Stock, Raw Material, Stock in Process, Finished & Semi Finished Goods, Consumables Stores & Book Debts etc, both present and future.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

- (vi) Second charge by way of hypothecation of all the book debts, receivables and other actionable claims due to the company, both present and future.
- (vii) Personal Guarantee of Mr. Ashish Mangal and Mr. Rahul Mangal, directors of the company and Meenakshi Mangal (wife of Mr. Rahul Mangal)
- (viii) Corporate Guarantee of related party Shiv Kripa Pipes Pvt. Ltd.

## (B) Terms of Repayment of Loan

Particulars	Outstanding as on 31.03.2022	No. of EMI	Date of commencement of EMI	Rate of interest (p.a)
Sidbi Loan - 1 (Rupee Loan)	50.05	66	10th Sept, 2018	0.25% above current SIDBI's PLR
Sidbi Loan - 2 (Foreign Currency Term Loan)	1,237.57	78	10th August, 2018	6M LIBOR+3.80%
Sidbi Loan - 3 (Rupee Loan)	376.00	72	10th August, 2019	8.84%
Sidbi Loan - 4 (Rupee Loan)	165.80	54	10th October, 2019	8.09%

### Note No 16.3

#### (A) Nature of Security

- (i) First charge by way of equitable mortgage of immovable property of the company situated at Industrial Plot No. B-308, Road No 16, VKI Area Jaipur.

#### (B) Terms of Repayment of Loan

Particulars	Outstanding as on 31.03.2022	No. of EMI	Date of commencement of EMI	Rate of interest (p.a)
HDFC Term Loan	311.76	60	07th Feb, 2020	0.85% above MCLR

### Note No 16.4

#### (A) Nature of Security

- (i) Extension of charge on existing securities of working capital limits (Refer Note No 21.2)

#### (B) Terms of Repayment of Loan

Particulars	Outstanding as on 31.03.2022	No. of EMI	Date of commencement of EMI	Rate of interest (p.a)
Bank of Baroda Term Loan	83.00	18	31st January, 2021	At 12M MCLR

### Note No 16.5

Loan from related parties and other body corporates carries interest rate from 9% to 12% p.a.

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 17 Other non current Lease liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Lease liability	14.75	19.04
	<b>14.75</b>	<b>19.04</b>

## 18 Other non current financial liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Financial liability	14.48	18.80
Security deposit received	8.09	7.35
	<b>22.57</b>	<b>26.16</b>

## 19 Other non current provisions

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Non-current employee benefit obligations</b>		
Provision for gratuity (Refer Note No. 40)	117.69	107.22
	<b>117.69</b>	<b>107.22</b>

## 20 Other non current liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Income against security deposit received	1.41	2.20
	<b>1.41</b>	<b>2.20</b>

## 21 Current borrowings

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Secured Borrowings</b>		
<b>Rupee Loan:</b>		
Cash Credit*	2,676.38	3,195.90
Packing Credit*	1,366.42	-
<b>Foreign Currency Loan:</b>		
Trade Credit/Buyers Credit*	62.07	4,483.34
FCNR-B Loan*	-	-
*(Refer Note No 21.1 & 21.2)		
Current maturities of long term borrowings [Refer note 16]	747.37	944.41
Unsecured Borrowings		
Supplier finance arrangement (TReDS) *(Refer Note No 21.3)	371.07	-
	<b>5,223.31</b>	<b>8,623.65</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Note No 21.1

- (a) All the above credit facilities are repayable on demand.
- (b) **Rate of interest** : Cash credit @1.55% over 1 Year MCLR+SP i.e. 9.10% p.a., Packing credit (0.90% above Tenure based MCLR+SP), Trade Credit (6 Month LIBOR/EURIBOR/SOFR+ 50 BPS to 100 BPS), FCNR-B (6 Month LIBOR/EURIBOR/SOFR+200 BPS TO 375 BPS)

## Note No 21.2

All the Credit facilities from Bank of Baroda is secured through First charge by way of Hypothecation on entire current assets of the company, both present and future and further secured by:

- a) Hypothecation of Plant & Machinery, Vehicles, Other Miscellaneous Fixed Assets, Stocks and Book Debts and other current assets of the Company situated at Unit I, II, III of the company excluding specifically charged to other lenders.
- b) Equitable mortgage of Factory Land & Building situated at H-581 (A) to H-592 (A) at Road No 06, VKIA Jaipur, in the name of the Company.
- c) Equitable mortgage of Factory Land & Building at F-260, Road No. 13 VKIA, Jaipur, in the name of the Company.
- d) Equitable mortgage of Factory Land at Plot No. SP 636 (A), Road No. 06, VKIA, Jaipur, in the name of the Company.
- e) Equitable mortgage of Factory Land at Plot No. SP 636 (A-1), Road No. 06, VKIA, Jaipur, in the name of the Company.
- f) Equitable mortgage of Factory Land & Building at F-259, Road No. 13 VKIA, Jaipur, in the name of the related party Indokrates Pvt Ltd.
- g) Equitable mortgage of Commercial Plot No. 59, Narayan Vihar-Q, Gopalpura By-pass, Jaipur in the name of Mr. Ashish Mangal, Managing Director of the Company.
- h) Equitable mortgage of Commercial Plot No. 58, Narayan Vihar-Q, Gopalpura By-pass, Jaipur in the name of Mr. Ashish Mangal, Managing Director of the Company.
- i) Equitable mortgage of Plot No. 102, "Manglam Industrial City" at village Jaitpura & Chomu, Tehsil Chomu, District Jaipur in the name of the Company.
- j) Equitable Mortgage of Residential house at A-30, Subhash Nagar, Jaipur in the name of Mrs. Saroj Mangal (related party).

- k) Equitable mortgage of factory land & building situated at G-190, Akeda Doongar, Road No 18, VKI Area, Jaipur in the name of M/s Dynamic Metal (Prop. Ashish Mangal)
- l) Equitable mortgage of residential land & building situated at Plot No B-39, RIICO residential colony, Shri Khatu shyam ji industrial area, Reengus, Distt. Sikar in the name of the Company.
- m) Equitable mortgage on land at Khasra No 347, Village, Harchandpura Vas Devaliya, Tehsil Sanganer, Distt. Jaipur in name of Mr. Ashish Mangal, Managing Director of the Company.
- n) Second charge over all the fixed assets pertaining to the Reengus unit comprising :
- (i) Leasehold rights of related party Shiv Kripa Pipes Private Limited and sub Lease rights of the borrower over immovable property situated at Industrial Plot No. A-129, A-129A, & A-130, SKS Industrial Area, Reengus, Distt. Sikar, Rajasthan, both present and future.
- (ii) All the moveable assets of the company including Plant & Machiner, miscellaneous fixed assets, machinery spares, tools, accessories, furniture & fixture, equipments etc pertaining to the Reengus unit, both present and future.
- (iii) Second charge or hypothecation of roof top solar system at unit 3 and unit 4 in the name of the company.
- (o) Secured by personal guarantee of Mr. Ashish Mangal, Mr. Rahul Mangal, and Mrs. Shalu Mangal, Directors of the company, Smt Saroj Mangal (Mother of Mr. Ashish Mangal and Rahul Mangal), Mrs. Meenakshi Mangal (wife of Mr. Rahul Mangal)
- (p) Corporate guarantee of related parties Indokrates Private Limited and Shiv Kripa Pipes Private Limited.

## Note No 21.3

- (a) Repayable up to 180 days.
- (b) Interest rate from 8% to 9% p.a.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 22 Trade payables

Particulars	As at March 31, 2022	As at March 31, 2021
(i) Total outstanding dues of micro and small enterprises [Refer Note 22.1 & 22.2]	764.79	792.77
(ii) Total outstanding dues of creditors other than micro and small enterprises [Refer Note 22.3]	11,255.83	4,290.00
	<b>12,020.62</b>	<b>5,082.77</b>

### Trade payables ageing schedule for the year ended as on March 31, 2022 and March 31, 2021:

Particulars	Less than 1 year	1-2 years	2-3 Years	More than 3 year	As at March 31, 2022
(i) MSME	764.79				764.79
	<b>792.77</b>				<b>792.77</b>
(ii) Others	11,234.83	15.65	4.61	0.74	11,255.83
	<b>4,266.04</b>	<b>14.57</b>	<b>7.05</b>	<b>2.33</b>	<b>4,290.00</b>
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					
<b>Total trade payables</b>	<b>11,999.63</b>	<b>15.65</b>	<b>4.61</b>	<b>0.74</b>	<b>12,020.62</b>
	<b>5,058.81</b>	<b>14.57</b>	<b>7.05</b>	<b>2.33</b>	<b>5,082.77</b>

\*Figures mentioned Above in Italic related to Previous year.

### Note No 22.1

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows :

Particulars	As at March 31, 2022	As at March 31, 2021
Delayed Principal amount and interest due thereon to suppliers registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Principal and interest paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	NIL	NIL
Further interest remaining due and payable for earlier year	NIL	NIL
<b>Total of principal amount due and interest thereon</b>	<b>NIL</b>	<b>NIL</b>

### Note No 22.2

Dues to Micro and Small Enterprises (MSME) have been determined to the extent such parties have been identified on the basis of information collected by the Management.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Note No 22.3

- (a) Sundry Creditor for Goods includes creditors of Rs. 6248.34 lakhs as at March 31, 2022, Rs. 1573 lakhs as at March 31, 2021 which is secured against Letter of Credit.
- (b) Sundry Creditor for Goods includes creditors of Rs. 174.42 lakhs as at March 31, 2022, Rs. NIL as at March 31, 2021 which is secured against Bank Gaurantee.

## 23 Other current financial liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due on borrowings	8.61	10.99
Payables for capital goods	7.56	18.23
Employee balances payable	181.61	287.32
Lease liability	4.29	3.88
	<b>202.07</b>	<b>320.42</b>

## 24 Other current liabilities

Particulars	As at March 31, 2022	As at March 31, 2021
Advance from customers	98.87	168.68
Statutory dues	59.75	369.39
	<b>158.62</b>	<b>538.07</b>

## 25 Other current provisions

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Current employee benefit obligations</b>		
Provision for gratuity (Refer Note No. 40)	8.27	9.75
	<b>8.27</b>	<b>9.75</b>

## 26 Current tax liabilities (net)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Provisions</b>		
Provision for income tax (Net of advance tax and TDS/TCS)	46.12	83.34
	<b>46.12</b>	<b>83.34</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 27 Revenue from operations

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Revenue From Operations</b>		
Sale of Products	56,356.42	34,211.05
<b>Other operating revenue</b>		
Export Incentives:		
MEIS License/RODTEP Scheme	-	37.71
Duty Drawback	0.49	17.44
	<b>56,356.91</b>	<b>34,266.20</b>

## 28 Other income

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Other Income</b>		
Lease Amount Received	61.76	50.23
Interest Income (Refer Note No 28.1)	139.58	117.47
Exchange rate difference (Net)	56.04	41.17
Profit on sale of property, plant & equipment	1.16	5.12
Commission income against Financial Liability	6.42	6.42
Subsidy on Electricity duty	6.68	5.50
Other income against security deposit received	0.79	0.18
Liability written back to the extent no longer required	-	568.84
Bad debts recovered	-	6.28
Other Miscellaneous Income	-	0.23
	<b>272.43</b>	<b>801.45</b>

### Note No 28.1

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Interest on JVVNL security deposit	3.76	3.77
Interest on AVVNL security deposit	2.87	2.67
Interest - Others	2.17	0.58
Interest on Fixed Deposits	130.78	110.45
	<b>139.58</b>	<b>117.47</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 29 Cost of material consumed

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Opening Balance	4,850.57	2,032.92
Add: Purchase during the year	46,637.26	30,670.64
Less: Closing Balance	3,486.14	4,850.57
<b>Cost of Material Consumed</b>	<b>48,001.69</b>	<b>27,852.99</b>

## 30 Purchase of stock in trade

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Traded Items</b>		
Traded goods	16.18	151.53
	<b>16.18</b>	<b>151.53</b>

## 31 Changes in inventories of finished goods and work-in-progress

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Work-in-progress</b>		
Opening Stock	1,086.48	1,929.32
Closing Stock	1,980.21	1,086.48
	<b>(893.73)</b>	<b>842.84</b>
<b>Finished Goods</b>		
Opening Stock	2,301.42	1,206.05
Closing Stock	3,754.94	2,301.42
	<b>(1,453.52)</b>	<b>(1,095.37)</b>
<b>Scrap</b>		
Opening Stock	54.84	80.26
Closing Stock	127.60	54.84
	<b>(72.75)</b>	<b>25.42</b>
	<b>(2,420.01)</b>	<b>(227.11)</b>

## 32 Employee benefit expenses

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, Wages and Bonus (Refer Note No. 32.1)	1,640.14	1,369.45
Contribution to Provident and other fund	68.75	58.22
Welfare Expenses	8.29	6.79
	<b>1,717.19</b>	<b>1,434.46</b>

### Note No 32.1

For Managerial remuneration refer note no 41 - 'Related party disclosure'.

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 33 Finance costs

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Interest Expenses on</b>		
Term Loan	221.63	219.05
Working capital Loan	696.53	494.94
Unsecured Loan	107.91	224.13
Other Interest	14.37	5.18
<b>Other Borrowing Cost</b>		
Bank charges, Commissions & Financial Charges	260.02	245.60
	<b>1,300.46</b>	<b>1,188.91</b>

## 34 Depreciation and amortisation expense

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of property, plant and equipment	801.02	831.25
Depreciation of intangible assets	4.33	5.63
	<b>805.35</b>	<b>836.87</b>

## 35 Other expenses

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Manufacturing expenses</b>		
Fuel & Gases	12.17	8.93
Job Work Charges	191.51	182.35
Repairs & Maintenance Plant & Machinery	118.15	68.61
Water, Power & Electricity	513.62	431.89
	<b>835.45</b>	<b>691.79</b>
<b>Administration, Selling and Misc. Expenses</b>		
Business promotion expenses	16.46	12.03
Claim, discount and written off	22.93	1.20
Sales Commission	166.00	111.92
CSR Expenses (Refer Note No. 43)	48.01	45.50
C & F Charges on export	364.89	134.04
Cable Type test Charges	60.81	27.33
Donation	0.43	0.63
Director Sitting fees	2.90	2.30



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
P&L from Derivative	-	0.37
Freight Outward	965.83	1,003.43
Insurance expenses	39.30	31.25
Liquidated Damages	45.29	55.30
Legal & Professional expenses	131.88	141.15
ERP Software expenses	9.30	10.43
Membership & subscription	4.78	2.76
Postage stamp & courier charges	23.29	23.18
Payment to Statutory Auditors (Refer Note No. 35.1)	4.72	4.63
Allowance for Expected credit loss	34.65	39.07
Rates & taxes	66.95	45.59
Rent	14.68	22.34
Repair and Maintenance	78.54	14.55
Telephone & Mobile exp.	3.68	3.57
Tender Charges	7.51	10.88
Travelling & Conveyance Expenses	90.28	50.86
Miscellaneous Expenses	19.25	5.44
	<b>2,222.37</b>	<b>1,799.74</b>
<b>Total</b>	<b>3,057.83</b>	<b>2,491.53</b>

## Note No 35.1

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Payment to Statutory Auditor</b>		
Statutory audit fees	2.75	2.75
Tax audit fees	0.65	0.65
Income Tax	0.10	0.10
Other matters & certifications	1.22	1.13
	<b>4.72</b>	<b>4.63</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 36 Tax expenses

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
<b>Income Tax Expenses</b>		
Current Tax on profits of the year	1,097.57	382.57
Current Tax for earlier years	0.35	-
<b>Total</b>	<b>1,097.92</b>	<b>382.57</b>
<b>Deferred Tax Expenses</b>		
Decrease/(Increase) in Deferred tax assets	(4.86)	(5.45)
(Decrease)/Increase in Deferred tax liabilities	(32.39)	(23.15)
<b>Total</b>	<b>(37.25)</b>	<b>(28.60)</b>
<b>Total Income Tax Expenses</b>	<b>1,060.67</b>	<b>353.97</b>

### Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Profit before tax	4,150.65	1,338.47
Applicable Tax Rate	0.25	0.25
<b>Computed tax expense</b>	<b>1,044.63</b>	<b>336.87</b>
<b>Adjustments of tax effects for:</b>		
Expenses not allowed in Income Tax	256.92	260.45
Expenses allowed in Income Tax	(203.99)	(214.66)
Tax for earlier years	0.35	-
Other Adjustment	-	(0.08)
<b>Tax expense recognised in Statement of Profit and Loss</b>	<b>1,097.92</b>	<b>382.57</b>

## 37 Earning per share

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(A) Profit after tax before OCI	3,089.98	984.50
(B) Weighted average No. of Equity Share outstanding during the year.	220.14	220.14
(C) Face Value of each Equity Share ( Rs.)	10.00	10.00
(D) Basic & Diluted earning per Share ( Rs.)	14.04	4.47



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 38 Contingent liabilities & commitments

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Contingent Liabilities</b>		
(i) Income Tax Demands	5.09	5.54
(ii) Disputed Excise, service tax , VAT/CST/GST Demands	163.58	199.26
(iii) Bank Guarantee	8,418.80	6,185.23
(iv) Bill Discounted under LCs	1,407.93	3,455.40
(v) Collateral security of company property against borrowing by related party	500.00	500.00
Export Obligation	14.79	-
	<b>10,510.19</b>	<b>10,345.43</b>

## 39 Lease

(i)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>As lessee:</b>		
<b>Disclosure in respect of premises taken on operating lease by the company :</b>		
The company has entered into operating lease for its office premises that are renewable on a periodic basis and cancelled at the company's option.		
(a) Lease payment recognised in Profit & Loss A/c	6.00	6.00
(b) Future Lease payments:	23.00	29.00
Not later than 1 year	6.00	6.00
Later than 1 year but not later than 5 years	17.00	23.00
More than 5 years	-	-

## (ii) Movement in Lease Liability

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Balance at the beginning</b>	22.92	26.44
Add : Interest on lease liability	2.12	2.49
Less : Lease payments during the year	(6.00)	(6.00)
<b>Closing balance</b>	<b>19.04</b>	<b>22.92</b>

### Note No 39.1

The Company has adopted Ind AS 116 on "Leases" by applying it to all contracts of leases existing on April 1, 2019 by using modified retrospective approach. The Company has recognised and measured the Right-of-Use (ROU) asset and the lease liability over the remaining lease period and payments discounted using the incremental borrowing rate as at the date of initial application.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## 40 Post Employment Obligations

### a) Defined Contribution Plans

The Company also has defined contribution plan for its employees' retirement benefits comprising Provident Fund & Employees' State Insurance Fund. The Company and eligible employees make monthly contribution to the above mentioned funds at a specified percentage of the covered employees salary. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the year towards provident fund is Rs. 42.69 lakhs (March 31, 2021 : Rs. 37.05 lakhs). The expense recognised during the period towards Employees' State Insurance is Rs. 26.06 lakhs (March 31, 2021 : Rs. 21.16 lakhs)

### b) Defined Benefit Plans:

#### Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The liability in respect of Gratuity has been determined using Projected Unit Credit Method by an independent actuary.

Particulars	As at March 31, 2022	As at March 31, 2021
<b>(i) Assumptions</b>		
Mortality	IALM 2012-14	IALM 2012-14
Discount Rate	7.25 % p.a.	7.00 % p.a.
Rate of increase in compensation	5.00 % p.a.	5.00 % p.a.
Withdrawal rates	5.00 % p.a.	5.00 % p.a.
<b>(ii) Changes in present value of obligations</b>		
PVO at beginning of period	116.97	107.05
Interest cost	8.57	7.49
Current Service Cost	18.64	17.89
Benefits Paid	(4.75)	(11.66)
Actuarial (gain) / loss on obligation	(13.47)	(3.81)
PVO at end of period	125.96	116.97
<b>(iii) Key Results (The Amounts to be recognised in Balance Sheet)</b>		
Present value of the obligation at the end of the period	125.96	116.97
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	125.96	116.97
Funded Status - Surplus/ (Deficit)	(125.96)	(116.97)
<b>(iv) Expense recognized in the statement of Profit and Loss</b>		
Interest cost	8.57	7.49
Current service cost	18.64	17.89
Past service cost	-	-



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2021
Expected return on Plan assets	-	-
Expenses to be recognized in P&L	27.21	25.38
<b>(v) Other comprehensive (income) / expenses (Remeasurement)</b>		
Actuarial (gain)/loss - obligation	(13.47)	(3.81)
Actuarial (gain)/loss - plan assets	-	-
Total Actuarial (gain)/loss	(13.47)	(3.81)
<b>(vi) Net Interest cost</b>		
Interest cost on defined benefit obligation	8.57	7.49
Interest income on plan asset	-	-
Net interest cost (Income)	8.57	7.49
<b>(vii) Experience adjustment:</b>		
Experience Adjustment (Gain ) / loss for Plan liabilities	(13.47)	(3.81)
Experience Adjustment Gain / (loss ) for Plan assets	-	-
<b>(viii) Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013)</b>		
Current Liability	8.27	9.75
Non- Current Liability	(8.27)	107.22
Total Liability	0.00	116.97
<b>(ix) Reconciliation of liability in balance sheet</b>		
Opening gross defined benefit liability/ (asset)	116.97	107.05
Expenses to be recognized in P&L	27.21	25.38
OCI- Actuarial (gain)/ loss-Total current period	(13.47)	(3.81)
Benefits paid (if any)	(4.75)	(11.66)
Closing gross defined benefit liability/ (asset)	125.96	116.97

## (x) Sensitivity Analysis

Sensitivity of significant assumptions used for valuation of defined benefit obligations is as follows:

Assumptions	Increase/ Decrease	Sensitivity Level	As at March 31, 2022	As at March 31, 2021
Discount Rate	Increase	1%	114.77	106.27
	Decrease	1%	139.04	129.54
Salary Growth Rate	Increase	1%	139.21	129.67
	Decrease	1%	114.44	105.99
Withdrawal Rate	Increase	1%	127.78	118.45
	Decrease	1%	123.83	115.20

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

## (xi) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Asset Volatility :** The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level. A portion of the funds are invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The Company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Company intends to maintain the above investment mix in the continuing years.

**Changes in bond yields :** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

**Inflation risks :** In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

**Life expectancy :** The pension plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under the employee benefit plans.

Within this framework, the Company's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. The Company uses derivatives to manage some of its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## (xii) Maturity profile of defined benefit obligation : Maturity analysis of benefit obligations

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Years :</b>		
0 to 1 year	8.27	9.75
1 to 2 year	2.72	2.29
2 to 3 year	2.98	2.41
3 to 4 year	5.58	2.50
4 to 5 year	3.76	4.43
5 year onwards	102.65	95.59
<b>Total</b>	<b>125.96</b>	<b>116.97</b>

## 41 Related party disclosure

List of related party with whom transactions have taken place during the year along with the nature and volume of transaction is given below :

### (A) Names of related parties and description of relationship:

#### 1. Key Management Personnel

Name of Personnel	Designation
(i) Ashish Mangal	Managing Director
(ii) Shalu Mangal	Whole Time Director
(iii) Rahul Mangal	Director
(iv) Ashok Kumar Bhargava	Independent Director
(v) Saurav Gupta	Independent Director
(vi) Nehal Sharma	Independent Director
(vii) Sumer Singh Punia	Non Executive Director
(viii) Murari Lal Poddar	Chief Financial Officer
(ix) Honey Chordia	Company Secretary
(x) Yagya Dev Sharma	Company Secretary

#### 2. Relatives of key management personnel

Name of Relative	Relationship
(i) Aditi Mangal	Daughter of Ashish Mangal
(ii) Rasik Mangal	Son of Ashish Mangal

#### 3. Enterprises over which key management personnel and relative of such personnel have significant influence

- (i) Indokrates Private Limited
- (ii) Dynamic Metal (Proprietorship)
- (iii) Shiv Kripa Pipes Private Limited
- (iv) Mangal Electrical Industries Private Limited

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## (B) Details of Transactions during the year with related parties :

S. No.	Related parties	Nature of Transactions during the year	Year ended March 31, 2022	Year ended March 31, 2021
1	Ashish Mangal	Remuneration	120.00	91.50
		Interest Paid	-	6.84
		Loan Taken	558.06	616.85
		Loan Repayment	444.66	781.58
2	Ashok Kumar Bhargava	Sitting Fees	1.08	1.30
3	Saurav Gupta	Sitting Fees	0.72	0.50
4	Nehal Sharma	Sitting Fees	0.81	0.50
5	Rahul Mangal	Loan Taken	1,108.87	1,519.08
		Loan Repayment	1,237.19	1,955.92
		Interest Paid	-	44.98
6	Shalu Mangal	Remuneration	41.47	39.75
		Loan Taken	96.65	41.50
		Interest Paid	-	2.88
		Loan Repayment	98.88	77.54
7	Aditi Mangal	Salary Paid	12.00	12.00
8	Rasik Mangal	Salary Paid	9.00	-
9	Indokrates Pvt Ltd	Rent Paid	1.20	1.20
		Loan Taken	3.65	
		Loan Repayment	-	
		Interest Paid	2.08	1.95
10	Dynamic Metal	Annual maintenance charges paid	28.08	23.92
11	Shiv Kripa Pipes Pvt Ltd	Rent Paid	6.00	6.00
		Loan Taken	3.50	3.68
		Loan Repayment	-	-
		Interest Paid	7.66	7.36
12	Mangal Electrical Industries Pvt Ltd	Purchase of Goods	0.09	0.20
		Sale of Goods	0.25	0.11
		Rent Received	4.25	4.25
13	Remuneration to KMPs other than Directors		26.56	23.22

## (C) Balance at the year end

S. No.	Related parties	Nature of Transactions	Year ended March 31, 2022	Year ended March 31, 2021
1	Ashish Mangal	Loan Payable	146.20	32.80
		Remuneration Payable	-	59.41



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

S. No.	Related parties	Nature of Transactions	Year ended March 31, 2022	Year ended March 31, 2021
2	Rahul Mangal	Loan Payable	52.88	181.20
3	Shalu Mangal	Loan Payable	-	2.23
		Remuneration Payable	-	26.41
4	Aditi Mangal	Salary Payable	-	1.08
5	Dynamic Metal	Annual maintenance charges Payable	1.10	-
7	Mangal Electrical Industries Pvt Ltd	Receivable for Sale of Goods	0.25	-
8	Indokrates Pvt Ltd	Rent Payable	-	3.29
		Loan Payable	28.65	22.92
9	Shiv Kripa Pipes Pvt Ltd	Rent Payable	-	-
		Loan Payable	102.96	91.80
10	Remuneration to KMPs other than Directors		1.91	2.16

## 42 Derivatives

- (i) The company has entered in to various currency future contracts to hedge its risks associated with respect to currency fluctuation. The use of currency future contracts is governed by the company's strategy approved by the board of directors, which provides principles on the use of such future contracts consistent with the company risk management policy. The company does not use future contracts for speculative purpose.
- (ii) Risk associated with fluctuation in the currency is minimized by hedging on future market. The result of currency hedging contracts, transactions are treated in profit & loss account as income or expenditure as the case may be.
- (iii) Outstanding currency future contracts (USD) entered in to by the company as on 31.03.2022 is Nil (PY- Nil)

## 43 Corporate social responsibility expenditure

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Average Net Profits of the Company for three immediate Preceding financial years (A)	2,325.62	2,264.47
Gross amount required to be spent by the company during the year i.e. 2% of (A)	46.51	45.29
<b>Amount spent during the year on :</b>		
(i) Expenditure on Construction/acquisition of any asset	37.50	23.10
(ii) On purpose other than (i) above	10.51	22.39
<b>Total</b>	<b>48.01</b>	<b>45.49</b>

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Additional disclosure by company covered under section 135 of the Companies Act, with regard to CSR activities:-

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(a) Amount required to be spent by the Company during the year	46.51	45.29
(b) Amount of expenditure incurred	48.01	45.49
(c) Shortfall at the end of the year, -	NIL	NIL
(d) Total of previous years shortfall, -	NIL	NIL
(e) Reason for shortfall, NIL	NA	NA
(f) Nature of CSR activities:	Promotion of Education, Healthcare, Livelihood, Environment Sustainability, Promotion of Sports, Women Empowerment, Rural Development, Protection of Art and Culture	
(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard, 31	NIL	NIL
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately -	NO	NO

## 44 Dividend

The Board of Directors have recommended a dividend of Rs. 0.50 per equity share (PY : Rs. 0.25 per equity share), subject to approval of shareholders in annual general meeting for financial year 2021-22.

## 45 Disclosure as per Ind AS 108 - Operating Segments

The Company is engaged in the business of manufacturing of conductors and cables which widely include manufacturing of LV, MV and HV Power Cables, Aerial Bunched Cables, All Aluminium conductors, All Aluminium Alloy Conductor, Railway signaling cables etc. All other activities of the Company revolve around its main business. Accordingly, Management has identified the business as single operating segment. Accordingly, there is only one reportable segment for the company which is 'Conductors and Cables'. Hence, as per Ind AS 108, 'Operating Segments', no disclosures related to segments are presented.

## 46 Financial Risk Management

The Company's Financial Risk Management is an integral part of planning and execution of its business strategies. The Company's financial risk management is set by the Managing Board. The Company's principal financial liabilities comprise borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade & other receivables, cash and cash equivalents, security deposits.

### Company is exposed to following risk from the use of its financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## (i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, cash & cash equivalents and deposits with banks and financial institutions.

### Cash & Cash Equivalents & Other Financial assets:

The Company maintain its cash & cash equivalent in current account to meet the day to day requirements. Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/ financial institutions who have been assigned high credit rating by international and domestic rating agencies.

The Company held cash and cash equivalents and other bank balances of Rs. 2673.74 lakhs ( As on 31 March, 2021 : 2106.09 lakhs).

### Trade Receivables:

Customer credit risk is managed by the Company through its established policies and procedures which involve setting up credit limits based on credit profiling of individual customers, credit approvals for enhancement of limits and regular monitoring of important developments viz. payment history, change in credit rating, regulatory changes, industry outlook etc. Outstanding receivables are regularly monitored and an impairment analysis is performed at each reporting date on an individual basis for each major customer. In addition, small customers are grouped into homogeneous groups and assessed for impairment collectively.

In accordance with Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or reversal thereof and uses a provision matrix to compute the ECL allowance for trade receivables. In calculating ECL, Company also considers credit reports and other related credit information for their customers to estimate the probability of default in future.

### Carrying amount of maximum credit risk as on reporting date

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss</b>		
Trade Receivables Less than 6 months	13,348.91	10,427.96
Trade Receivables more than 6 months	2,806.96	2,588.86
<b>Total</b>	<b>16,155.87</b>	<b>13,016.82</b>

### Movement of Allowance for expected credit losses

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Opening balance	243.31	204.25
Allowance created during the year	34.65	39.07
Amount written off	52.21	-
<b>Closing Balance</b>	<b>225.75</b>	<b>243.31</b>



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## (ii) Liquidity Risk Management

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The company manages liquidity risk by maintaining adequate cash and bank balances and access to undrawn committed borrowing facilities.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	Less than 1 year	More than 1 years	Total
<b>As at 31<sup>st</sup> March 2022</b>			
Borrowings (inclusive of finance cost)	6,189.30	1,687.34	7,876.64
Lease Liabilities (inclusive of finance cost)	6.00	17.00	23.00
Trade Payables	12,020.62	-	12,020.62
Other Financial Liabilities	196.47	11.24	207.71
<b>Total</b>	<b>18,412.39</b>	<b>1,715.58</b>	<b>20,127.97</b>
<b>As at 31<sup>st</sup> March 2021</b>			
Borrowings (inclusive of finance cost)	9,656.42	3,066.30	12,722.71
Lease Liabilities (inclusive of finance cost)	6.00	23.00	29.00
Trade Payables	5,082.77	-	5,082.77
Other Financial Liabilities	312.76	28.10	340.86
<b>Total</b>	<b>15,057.94</b>	<b>3,117.40</b>	<b>18,175.34</b>

## (iii) Market Risk Management

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by maximising the use of fixed rate instruments.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Interest Rate Exposure:

Particulars	As at March 31, 2022	As at March 31, 2021
<b>A. Fixed Rate Instruments</b>		
Fixed Deposit with Bank	2,665.76	2,254.46
Non current Borrowings	846.16	851.19
<b>B. Floating Rate Instruments</b>		
Non current Borrowings	1,588.28	2,286.98
Current Borrowings	5,223.31	8,623.65

## Sensitivity analysis:

A change in 50 basis point in interest rate at the reporting date would have increase/(decrease) Profit or Loss by the amount shown below. This analysis assumes that all other variables, remain constant.

Particulars		As at March 31, 2022	As at March 31, 2021
Interest rate - increase/decrease by 50 basis point	Increase	34.06	54.55
	Decrease	(34.06)	(54.55)

## b) Foreign Currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk on certain transactions that are denominated in a currency (primarily with respect to USD and EURO) other than entity's functional currency (INR), hence exposure to exchange rate fluctuations arises. The risk is that the functional currency value of cash flows will vary as a result of movements in exchange rates. The Company's exposure to foreign currency risk is nominal. The Company uses forward contracts, wherever required, to mitigate its risk from foreign currency fluctuations.

Derivative instruments and unhedged foreign currency exposure:

- i) Derivative outstanding as at reporting date - Nil
- ii) Particulars of unhedged foreign currency exposure as at the reporting date:

## Outstanding Foreign currency exposure

Particulars	Currency	As at March 31, 2022	As at March 31, 2021
Financial Asset			
Trade Receivables	USD	880.42	229.77
Advance to suppliers	USD	95.88	1,044.20
Financial Liabilities		-	-
Trade payables	USD	119.47	2,317.84
Trade payables	EURO	4.46	5.38
Borrowings	EURO	-	2,431.55
Borrowings	USD	1,299.64	3,552.37

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Foreign currency sensitivity

1% increase or decrease in foreign exchanges rates will have the following impact on P&L:

Particulars	As at March 31, 2022	As at March 31, 2021
1% Appreciation in INR		
Impact on Equity	4.47	70.33
1% Depreciation in INR		
Impact on Equity	(4.47)	(70.33)

## 47 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital & Borrowings. The primary objective of Company's Capital Management is to maximize shareholder's value and to maintain an appropriate capital structure of debt and equity. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of financial covenants. The company manages its capital using Debt to Equity Ratio which is Net Debt/Total Equity. Net Debt is total borrowing (Non-current and current) less cash and cash equivalent.

Particulars	As at March 31, 2022	As at March 31, 2021
Borrowings	7,657.75	11,761.82
Less: Cash and Cash Equivalents	(7.98)	(8.80)
<b>Net Debt (a)</b>	<b>7,649.77</b>	<b>11,753.02</b>
<b>Total Equity (b)</b>	<b>14,762.05</b>	<b>11,717.03</b>
Net Debt to Equity Ratio (a/b)	0.52	1.00

## 48 Disclosure as per Ind AS 113 - Fair Value Measurements

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

**Level 1-** Quoted (unadjusted) prices in active markets for identical assets or liabilities

**Level 2-** Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3-** Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying amounts of all the financial instruments mentioned in the table below are considered to be the same as their fair values due to the short term maturities or payable/receivable on demand and are classified as Level 3 in the fair value hierarchy

There have been no transfers between Level 1, Level 2 and Level 3 during the period.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

## Financial Instruments by category

Particulars	As at March 31, 2022	As at March 31, 2021
<b>Financial Assets at amortised cost</b>		
Trade receivables	15,930.12	12,773.51
Cash and cash equivalents	7.98	8.80
Bank Balances other than cash & cash equivalents	2,784.52	2,370.35
Loans	23.64	23.64
Other Financial Assets	332.79	178.79
<b>Total Financial Assets</b>	<b>19,079.05</b>	<b>15,355.09</b>
<b>Financial Liabilities at amortised cost</b>		
Borrowings	7,657.75	11,761.82
Trade Payables	12,020.62	5,082.77
Lease Liabilities	14.75	19.04
Other Financial Liabilities	224.64	346.58
<b>Total Financial Liabilities</b>	<b>19,917.77</b>	<b>17,210.20</b>

## 49 Code on social Security

The Code on Social Security, 2020 ('code') relating to employee benefits, during employment and post-employment, received Presidential assent on September 28, 2020. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders. The Company will assess the impact on its financial statements in the period in which the related rules to determine the financial impact are notified and the Code becomes effective.

**50** The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of the Companies Act, 2013

## 51 Additional Regulatory Information

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

### (a) Financial Ratio

Particulars	Numerator	Denominator	Year ended March 31, 2022	Year ended March 31, 2021	% of Variance	Reason for Variance (if more than 25%)
Current Ratio	Current Assets	Current Liabilities	1.66	1.64	1.37%	-
Debt-Equity Ratio	Total Debts	Total Equity	0.52	1.00	48.32%	Ratio has improved Due to decrease in Debt & Increase in Equity

# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

Particulars	Numerator	Denominator	Year ended March 31, 2022	Year ended March 31, 2021	% of Variance	Reason for Variance (if more than 25%)
Debt Service Coverage Ratio	Earning Available for Debt Service (Net Profit after tax+ Non-cash operating expenses (depreciation and amortisation)+ Finance Cost)	Debt service (Interest + Principal Repayments of long term borrowings)	2.37	1.79	31.98%	Ratio has improved due to increased of Profit.
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	23.34%	8.75%	166.72%	Ratio has improved due to Increase in profitability.
Inventory turnover ratio	Revenue from Operations	Average Inventory	6.34	5.03	26.24%	Ratio has improved due to increase of Turnover.
Trade Receivables turnover ratio	Revenue from Operations	Average Receivables	3.93	2.47	59.27%	Ratio has improved due to increase of Turnover.
Trade payables turnover ratio	Purchase of goods and other expenses	Average Trade Payables	5.81	5.87	1.02%	-
Net capital turnover ratio	Revenue from Operation	Average Working Capital	5.33	3.56	49.84%	Ratio has improved due to Increase in Turnover & Efficient working capital Management
Net profit ratio	Net Profits after taxes	Revenue from Operations	5.48%	2.87%	90.84%	Ratio has improved due to Increase in profitability
Return on Capital employed	EBIT	Capital Employed (Total Debts+Equity)	23.75%	11.00%	115.94%	Ratio has improved due to Increase in Profitability
Return on investment	Income Generated from Investment	Time Weighted Avg. Investment	-	-	-	-

- (b) Title deed of all the immovable properties (other than properties where the Company is the lessee of and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company except Land purchased by the company through Sale deed executed in the name of company on 10-03-2016 situated at H-1-601 B Rd. no. 6 VKI Area, Jaipur value Rs. 48,22,450.00 for which lease deed has not been prepared till now.
- (c) The Company has been sanctioned working capital limit in excess of Rs. 5 crores from Bank/ Financial Institution on the basis of security of current assets, the company has submitted the statement of stock and book debts which are in agreement with books of accounts, except minor immaterial discrepancies.
- (d) There are no investment in properties.



# Notes to the Financial Statements

for the year ended March 31, 2022

(Amount in INR lakhs, unless otherwise stated)

- (e) There are no Capital Work in Progress and Intangible assets under development.
- (f) The Company does not have any subsidiary hence clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 is not applicable.
- (g) The Company has not revalued its Property, Plant and Equipment during the year
- (h) The Company has not revalued its intangible assets during the year.
- (i) The Company has not made Loan and advances in the nature of loans to promoters, directors, KMPs and the related parties.
- (j) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (k) The Group is not declared a wilful defaulter by any Bank or Financial institution or any other lender
- (l) The Group has no transaction with Companies which are struck off under section 248 of the Companies Act, 2013 or under section 530 of Companies Act, 1956.
- (m) The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- (n) During the year no Scheme of Arrangement has been formulated by the Group/pending with competent authority.
- (o) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (p) The Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (q) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

As per our report of even date

For **M/s Madhukar Garg & Co.**  
Chartered Accountants  
Firm's Registration No : 000866C

**Sunil Shukla**  
Partner  
Membership No : 071179

Date : 30<sup>th</sup> May, 2022  
Place: Jaipur

For and on behalf of the Board of Directors

**Ashish Mangal**  
Managing Director  
DIN: 00432213

**Yagya Dev Sharma**  
Company Secretary

**Rahul Mangal**  
Chairman  
DIN: 01591411

**Murari Lal Poddar**  
Chief Financial Officer

# 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.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.</li> <li>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></li> <li>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</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

S. No.	Name	Mr. Ashish Mangal	Mr. Rahul Mangal
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)