

NOTICE

Notice is hereby given that the 11th Annual General Meeting (“AGM/Meeting”) of Members of Dynamic Cables Limited will be held on Sunday, 30th September, 2018 at 02:00 P.M. at the registered office of the company at F-260, Road No. 13, VKI Area, Jaipur- 302 013 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To adopt the audited Financial Statements of the company for the year ended on 31st March, 2018, and reports of the Auditors and Directors thereon.
2. To declare final dividend of Rs. 0.25/- per equity share for the financial year ended March 31, 2018.
3. To appoint director in place of Mr. Rahul Mangal (DIN: 01591411), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditor and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s Madhukar Garg & Co., Chartered Accountants (Firm Registration No. 000866C) be and is hereby appointed as the Statutory Auditor of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company to be held in the year 2023, at such remuneration as shall be fixed by the Board of Directors of the Company.

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.”

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the payment of remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) per annum plus applicable GST, if any and reimbursement of out of pocket expenses at actual as approved by the Board of Directors, to be paid to the M/s Maharwal & Associates, Cost Auditors (FRN: 1015566) as appointed by the Board of Directors to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2019, be and is hereby ratified.

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.”

6. To appoint Mr. Saurav Gupta (DIN: 07106619) as an Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made there under read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Saurav Gupta (DIN: 07106619), who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from June 11, 2018 pursuant to the provisions of section 161(1) of the Act, and who holds office upto the date of this Annual General Meeting 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 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Securities And Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years i.e. upto 10th June, 2023.

RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors be and is hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Place: Jaipur
Date: September 5, 2018

By order of the Board of Directors
For Dynamic Cables Limited

Sd/-
Rahul Mangal
Chairman & Director
DIN: 01591411
Registered Office:
F-260, Road No. 13, VKI Area, Jaipur 302013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON POLL IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, PROVIDED THAT SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is attached herewith.
3. The Register of Members and Share Transfer Books of the Company will close from 24th September, 2018 to 30th September, 2018.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 5.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Ltd.
7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend (if declared at the ensuing AGM). The Company or, Bigshare Services Private Limited, the Registrars and Transfer Agents ("RTA") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
8. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Non-Resident Indian Shareholders are requested to inform Bigshare Services Private Limited the Registrar and Share Transfer Agent of the Company immediately about:
 - i) The change in the Residential status on return to India for permanent settlement.
 - ii) The particulars of the Bank Account maintained in India with complete name, branch, and account type, account number and address of the Bank, if not furnished earlier.
9. Members requiring information on the accounts are requested to write to the company at least 10 (Ten) days before the date of the meeting to enable the company to furnish the information.

Members are requested to furnish or update their e-mail IDs with the RTA for sending the soft copies of the Annual Report of the Company.
10. Members are requested to:
 - i) Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participant(s).
 - ii) Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - iii) To address their grievances to the Company Secretary at the Registered Office of the Company.
11. Members are requested to bring their copies of Annual Report at the meeting.
12. Members and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.
13. Members are informed that in case of Joint holders attending the meeting; only the joint holder whose names appear first in register of member will be entitled to vote.
14. Corporate members intending to send their authorized representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of the relevant Board Resolution or Power of Authority to the Company, authorizing their representative to attend and vote on their behalf at the AGM.
15. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
16. Members may also note that the notice of 11th AGM and Annual Report for the year 2017-2018 is also available on the website of the company www.dynamiccables.co.in for their download.
17. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration Rule, 2014 (as amended).

18. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

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

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s Maharwal & Associates, Cost Auditors (FRN: 1015566) to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, 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 sought for the payment of remuneration of Rs. 20,000/- (Rupees Twenty Thousand only) per annum plus applicable GST, if any and reimbursement of out of pocket expenses at actual as approved by the Board of Directors of the company for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

ITEM NO. 6

Mr. Saurav Gupta (DIN: 07106619) was appointed as an Additional Director (Independent) w.e.f. 11 June, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended appointment of Mr. Saurav Gupta for the position of Independent Director of the Company to the board of directors in accordance with the provisions of Section 178 and all other applicable provisions of the Companies Act, 2013.

Section 149 and Section 152 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of five consecutive years, , subject to passing of Ordinary Resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board, Mr. Saurav Gupta is a person of integrity, possesses the relevant expertise and experience. Mr. Saurav Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and rules made thereunder and have given his consent to act as a Director. The Company has received a declaration from Mr. Saurav Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Saurav Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Saurav Gupta is independent of the management and possesses appropriate skills, experience and knowledge He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

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

Upon the confirmation of the appointment of him as an Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Director.

The Board accordingly recommends the Resolutions at Item No.6 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Saurav Gupta, being the appointee is in any way concerned or interested, financially or otherwise, in the Resolution at Item No.6 of this Notice.

Place: Jaipur
Date: September 5, 2018

By order of the Board of Directors
For Dynamic Cables Limited

Sd/-
Rahul Mangal
Chairman & Director
DIN: 01591411
Registered Office:
F-260, Road No. 13, VKI Area, Jaipur 302013

Statement provided pursuant to the provisions of Regulation 36 of 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:

1. Re-appointment of Mr. Rahul Mangal as a Director

S. No.	Name	Mr. Rahul Mangal
1.	Age	46 years
2.	Remuneration last drawn (including sitting fees, if any)	NIL
3.	Remuneration sought to be paid	NIL
4.	Date of Birth	24.05.1972
5.	Date of appointment	03.04.2007
6.	Qualification	Graduate
7.	Experience (including expertise in specific functional area)/Brief Resume	He has more than 27 years of rich experience in the field of wires and cables industry. He is proven influencer and negotiator and has realistic approach of getting the desired results. His long career gives guidance to the employees in achieving the targets in dynamic and complex business environment.
8.	Terms and Conditions of Appointment / Re-appointment	As per the Resolution at item no. 3 of the Notice convening Annual General Meeting on Sunday, 30 th September, 2018 read with explanatory statement thereto.
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
10.	Disclosure of relationships between directors/Key Managerial Personnel	Brother of Mr. Ashish Mangal (Managing Director) and not related to any other director/Key Managerial Personnel
11.	Shareholding of non-executive directors	5295000
12.	Number of meetings of the Board attended during the year	17
13.	Membership / Chairmanship of Committees of other Boards during the year	1

2. Appointment of Mr. Saurav Gupta as an Independent Director

S. No.	Name	Mr. Saurav Gupta
1.	Age	37 year
2.	Remuneration last drawn (including sitting fees, if any)	NIL
3.	Remuneration sought to be paid	NIL
4.	Date of Birth	02.07.1981
5.	Date of appointment	11.06.2018
6.	Qualification	Post Graduate Diploma
7.	Experience (including expertise in specific functional area)/Brief Resume	Mr. Saurav Gupta is a Post Graduate Diploma holder in Apparel Marketing & Merchandising from NIFT. He has been handling the marketing, merchandising and product development functions of the Bella Casa Fashion & Retail Limited from past 13 years.
8.	Terms and Conditions of Appointment / Re-appointment	As per the Resolution at item no. 6 of the Notice convening Annual General Meeting on Sunday, 30 th September, 2018 read with explanatory statement thereto
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Bella casa Fashion & Retail Limited (Whole time Director)
10.	Disclosure of relationships between directors/Key Managerial Personnel	Not related to any director/Key Managerial Personnel
11.	Shareholding of non-executive directors	NIL
12.	Number of meetings of the Board attended during the year	0
13.	Membership / Chairmanship of Committees of other Boards during the year	0