

NOTICE

Notice is hereby given that the 12th Annual General Meeting (“AGM/Meeting”) of Members of Dynamic Cables Limited will be held on Wednesday, August 21, 2019 at 04:00 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, 2019, 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, 2019.
3. To appoint director in place of Mrs. Shalu Mangal (DIN: 00432482), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 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, 2020, 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.”

5. To revise the remuneration payable to Mr. Ashish Mangal (DIN: 00432213) Managing Director of the company and in this regards, 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and provisions of Article of Association of the Company and all other applicable Laws, Rules and Acts (if any) 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 as may be applicable, the consent of the members of the Company, be and is hereby accorded for the revision in remuneration of Mr. Ashish Mangal (DIN: 00432213) as Managing Director of the Company w.e.f 01st April, 2019 from Rs. 1.20 crores per annum to Rs. 1.50 crores per annum, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Act and / or any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof and that the same does not exceed the ceiling as provided in this resolution.

RESOLVED FURTHER THAT in any financial year, the company has no profits or its profits are inadequate, the consent of the members of the company be and is hereby accorded to the board of directors of the company to pay minimum amount of remuneration to Mr. Ashish Mangal, subject to applicable provisions of Schedule V of the Act or any amendment thereto as may be applicable at relevant time.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To revise the remuneration payable to Mrs. Shalu Mangal (DIN: 00432482) Whole time Director of the company and in this regards, 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and provisions of Article of Association of the Company and all other applicable Laws, Rules and Acts (if any) 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 as may be applicable, the consent of the members of the Company, be and is hereby accorded for the revision in remuneration of Mrs. Shalu Mangal (DIN: 00432482) as Whole Time Director of the Company w.e.f 01st April, 2019 from Rs. 36 lakhs per annum to Rs. 51 lakhs per annum, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V of the Act and / or any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof and that the same does not exceed the ceiling as provided in this resolution.

RESOLVED FURTHER THAT in any financial year, the company has no profits or its profits are inadequate, the consent of the members of the company be and is hereby accorded to the board of directors of the company to pay minimum amount of remuneration to Mrs. Shalu Mangal, subject to applicable provisions of Schedule V of the Act or any amendment thereto as may be applicable at relevant time

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Jaipur
Date: July 20, 2019

By order of the Board of Directors of
Dynamic Cables Limited

Rahul Mangal
Chairman
(DIN: 01591411)
Registered Office:

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the Special business under Item No. 4, 5, and 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard”), of the person seeking re-appointment and revision in remuneration under Item No. 3, 4, 5 and 6 of the Notice, is also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON POLL IN THE MEETING INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY, PROVIDED THAT SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. The instrument appointing the Proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A copy of Proxy form is attached herewith.
4. During the period beginning 24 hrs before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
6. The Register of Members and Share Transfer Books of the Company will close from Saturday, August 17, 2019 to Wednesday, August 21, 2019 i.e. for five days (both days inclusive) for the purpose of determining the eligibility of members for the payment of final dividend.
7. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2019, if approved at the Meeting, will be payable to those members who hold shares of the company based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the Friday, August 16, 2019. Your dividend warrant is valid for payment by the Company’s Bankers for three months from the date of issue. Thereafter, please contact our Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited, Bharat Tin Works Building, 1st Floor Opp. Vasant Oasis, Makwana Road, Next to Keys Hotel Marol, Andheri East, Mumbai 400059, Maharashtra Tel No: + 91-22-6263 8200, Fax: +91-22-6263 8299, Email: investor@bigshareonline.com for revalidation of the warrants.
8. Members wishing to claim unclaimed dividend pertaining to FY 2017-18 are requested to correspond with the M/s Bigshare Services Private Limited or the Company Secretary of the company, at its registered office. The company has uploaded the details of unclaimed dividend amounts on its website at www.dynamiccables.co.in. Members are requested to note that dividends, which are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will, as per the provisions of Section 124 of the Companies Act, 2013 and rules made thereunder, be transferred to the Investor Education and Protection Fund. Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection

Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the IEPF Rules), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund authority (IEPF Authority).

9. In terms of Articles of Association of the Company read with Section 152 of the Companies Act, 2013 Mrs. Shalu Mangal (DIN: 00432482) Director of the company, retires by rotation at the ensuing meeting & being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.
10. 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.
11. 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.
12. 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.
13. The Members, who have not registered their email address so far, are requested to register their e-mail address with your depository participant for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. 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.
15. Members, who have not registered their email address so far, are requested to register their e-mail address with your depository participant for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. 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.
17. The Notice of AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories. For members who have not registered their email address, physical copies are being sent by the permitted mode. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
18. Members are requested to bring their copies of Annual Report at the meeting.
19. Members/ authorized representatives and Proxies attending the meeting should bring the attendance slip duly filled in for attending the meeting.

20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. 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.
22. Members may also note that the notice of 12th AGM and Annual Report for the year 2018-19 is also available on the website of the company www.dynamiccables.co.in for their download.
23. Company is exempted from conducting E – Voting vide Rule 20(2) of Companies (Management & Administration Rule, 2014(as amended).
24. 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.
25. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP.

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

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

ITEM NO. 4

In accordance with the provisions of Section 148 of the Act 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 the M/s Maharwal & Associates, Cost Auditors (FRN: 1015566) in its meeting held on 29th May, 2019 to conduct the audit of the cost records of the Company, for the financial year 2019-20. 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 actual) as approved by the Board of Directors of the company for the financial year 2019-20.

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. 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 and 6

Members will recall that by a Special Resolution passed on August 16, 2017, members had approved the appointment of Mr. Ashish Mangal (DIN: 00432213) as Managing Director and Mrs. Shalu Mangal (DIN: 00432482) as Whole Time Director of the company, for a period of 5 years, w.e.f. July 22, 2017 i.e. upto July 21, 2022 at a remuneration of Rs. 1.20 Crores and Rs. 36 Lakhs per annum respectively.

The Board of Directors of the Company after taking into consideration relevant performance factors, including the various strategies successfully executed by the Company during the previous years under Mr. Ashish Mangal and Mrs. Shalu Mangal's stellar leadership, which has added value to the Company, its shareholders and its employees. Their leadership skills has increased the performance of business, the various strategic growth initiatives contemplated and being pursued, achievement of growth and performance targets given the attendant challenges and the responsibilities in this regard and other performance factors and also considering the prevalent trend in the industry and other criteria. Mr. Ashish Mangal and Mrs. Shalu Mangal have provided dedicated and meritorious services and significant contribution to the overall growth of the Company.

Therefore the company sought revision in the existing managerial remuneration of Mr. Ashish Mangal, Managing Director of the company from Rs. 1.20 Crores to Rs 1.50 Crores and Mrs. Shalu Mangal, Whole Time Director of the Company from Rs. 36 Lakhs to Rs. 51 Lakhs as provided in the notice of ensuing AGM w.e.f 01st April, 2019 for the remaining period as recommended by the Nomination & Remuneration Committee and approval of Board of Directors of the company, subject to the requisite approval of shareholders.

Except for Mr. Ashish Mangal, Mr. Rahul Mangal, Mrs. Shalu Mangal, Directors of Company, none of the other Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolutions set out at Item No. 5 and 6 of the Notice.

The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard") are given in Annexure-1.

The Board recommends the Ordinary Resolutions set out at Item No. 5 and 6 of the Notice for approval by the members.

Place: Jaipur
Date: July 20, 2019

By order of the Board of Directors of
Dynamic Cables Limited

Rahul Mangal
Chairman
(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:

S. No.	Name	Mrs. Shalu Mangal	Mr. Ashish Mangal
1.	Age	40 years	43 years
2.	Remuneration last drawn (including sitting fees, if any)	36 Lakhs p.a.	1.20 Crores p.a.
3.	Remuneration sought to be paid	51 Lakhs p.a.	1.50 Crores p.a.
4.	Date of Birth	02.04.1979	22.12.1975
5.	Date of appointment	22.07.2017	First appointment as Director of the company w.e.f 03.04.2007. Further, designated as Managing Director w.e.f 22.07.2017
6.	Qualification	MBA (University of Rajasthan)	B.Com (University of Rajasthan)
7.	Experience (including expertise in specific functional area)/Brief Resume	Mrs. Shalu Mangal has more than 10 years of rich experience in the field of wires and cables industry. She is entrusted with the responsibility to look after Accounts, Administrative and Compliance, & expertise in CSR and Human Resource function of the Company. She is involved in the day to day activities of the Company.	Mr. Ashish Mangal has around 22 years of experience in the field of wires and cable industry. His expertise in Liaisoning, Marketing, Field survey etc. which helps in the overall 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.
8.	Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Act, Mrs. Shalu Mangal who was appointed as Whole time Director at Extra- Ordinary General Meeting held on August 16, 2017, liable to retire by rotation. Proposed to be appointed on same terms & conditions except to the extent applicable in the explanatory statement of her re-appointment.	Not Applicable.
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL
10.	Disclosure of relationships between directors/Key Managerial Personnel	Wife of Mr. Ashish Mangal (Managing Director) and Sister in law of Mr. Rahul Mangal (Chairman), and not related to any other director/Key Managerial Personnel	Husband of Mrs. Shalu Mangal (Whole time Director) and Brother of Mr. Rahul Mangal (Chairman) and not related to any other director/ Key Managerial Personnel
11.	Shareholding of director	22500	7656000
12.	Number of meetings of the Board attended during the year	6	5