



NOTICE

Notice is hereby given that the 16th Annual General Meeting ("AGM"/ "Meeting") of Dynamic Cables Limited ("the Company") will be held on Wednesday, August 09, 2023 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 March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
 2. To appoint a director in place of Mr. Sumer Singh Punia (DIN: 08393562) who retires by rotation and being eligible, offers himself for re-appointment.
 3. To declare final dividend of Rs. 0.50/- per Equity share for the Financial year ended March 31, 2023.
 4. To Appoint Statutory Auditors and fix their remuneration
- To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and 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 A. Bafna & Co., Chartered Accountants (ICAI Registration No. 003660C) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of 21st Annual General Meeting to be held in the FY 2028-29 at such remuneration as may be decided by the Board of Directors of the Company upon recommendation of Audit Committee for each financial year with the power of the Board to alter and vary the terms and conditions of appointment etc. as may be mutually agreed to between the Board of Directors and the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Audit Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable 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, 2024

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 re-enactment(s) thereof for the time being in force), the payment of the remuneration of Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable GST, and reimbursement of out of pocket expenses (at actuals) incurred for the purpose of audit to be paid to M/s Maharwal & Associates, Cost Auditors (FRN: 1015566), Jaipur who were appointed by the Board of Directors of the Company as "Cost Auditors" on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company for financial year ending on March 31, 2024, be and is hereby ratified and approved.

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

6. To increase the overall maximum managerial remuneration limit of the company.

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

"RESOLVED THAT pursuant to Section 197 and 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and all other applicable 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 based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded to increase the overall limit of managerial remuneration as prescribed under section 197 of the Companies Act, 2013 from 11% to 15% of the net profits of the Company in respect of any financial year computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

7. To increase payment of managerial remuneration to Mr. Ashish Mangal (DIN: 00432213), Managing Director in excess of the limits prescribed

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

"RESOLVED THAT pursuant to Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and all other applicable laws, rules, regulations as may be applicable, from time to time, and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and based on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, and considering the contributions made and quality of services rendered by Mr. Ashish Mangal, Managing Director (DIN: 00432213), in the growth trajectory of the Company, the Approval of the members of the company be and is hereby accorded for upward revision in remuneration of Mr. Ashish Mangal, (DIN: 00432213), Managing Director of the company, by the way of payment of Incentive up to 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act but not exceeding Rs 2.50 Crores

p.a. (Rupees Two Crore Fifty Lakhs only) w.e.f April 01, 2023 till the remaining period of his tenure i.e. up to 21st July, 2025, notwithstanding the fact that overall managerial remuneration paid to Mr. Ashish Mangal may exceed 5% of the Net profits of the Company computed in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the above incentive shall be paid in addition to existing remuneration and all the other terms and conditions of his appointment existing presently shall remain the same as set out in Special Resolution passed by the members of Company at their 15th Annual general Meeting.

RESOLVED FURTHER THAT in pursuance to the provisions of Section 197(11) read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), where in any Financial year the company incur losses or its profit are inadequate, aforesaid incentive along with the current remuneration as specified above be paid as Minimum Remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Place: Jaipur
Date: 07.07.2023

By Order of the Board
For **Dynamic Cables Limited**

Ashish Mangal
Managing Director
(DIN: 00432213)

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



NOTES:

1. Pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (Collectively referred to as "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"), the Company is convening the 16th AGM through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of members at the Registered Office of the Company at F-260, Road No.13, VKI Area, Jaipur, Rajasthan- 302013, which shall be the deemed venue of the AGM. Since the AGM is being held through VC/ OAVM facility, the route map is not annexed in this Notice.
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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
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 atleast 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 etc. who are allowed to attend the 16th AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the 16th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this 16th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. 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 to the company by email to investor.relations@dynamiccables.co.in with a copy marked to helpdesk.evoting@cDSLindia.com.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, notice of the 16th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice convening the 16thAGM and the Annual Report for FY 2022-23 has been uploaded on the website of the Company at www.dynamiccables.co.in and may also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively. The 16th 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.
8. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 4,5,6 & 7 set out above and details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is annexed hereto.
9. Book Closure and Dividend: The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 03, 2023 to Wednesday, August 09, 2023 (both days inclusive) for the purpose of dividend and AGM for FY 2022-23. If the dividend as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made, subject to deduction of tax at source (TDS) to all those shareholders, whose names made available to the Company by National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as on the end of the day of Wednesday 02 August, 2023.

10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income tax Act, 1961 (the IT Act). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs).

11. The Board of Directors has appointed Mr. Manoj Maheshwari (FCS 3355, CP 1971) Practicing Company Secretary, failing which Ms. Priyanka Agarwal (FCS: 11138; COP: 15021) Practicing Company Secretary as Scrutinizer to scrutinize the voting at the 16th AGM and remote e-voting process, in a fair and transparent manner.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Relevant documents referred to in the accompanying Notice and Directors' Report will be available for electronic inspection without any fee by the Members from the date of Circulation of this Notice upto the date of 16th AGM i.e. August 09, 2023. Members seeking to inspect such documents can send an email to investor.relations@dynamiccables.co.in.

13. 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 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, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The voting period begins on Saturday, August 05, 2023 and ends on Tuesday, August 08, 2023 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Friday August 02, 2023 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:

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting
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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

- (i) 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.
 - 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for the <Dynamic Cables Limited> on which you choose to vote.
 - (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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: investor.relations@dynamiccables.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 (ten) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@dynamiccables.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@dynamiccables.co.in. 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 16th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



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

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

ITEM NO. 4:

M/s Madhukar Garg & Company, Chartered Accountants (FRN: 000866C) the Statutory Auditors of the Company were appointed at 11th Annual General Meeting (AGM) of the Company up to the conclusion of the 16th Annual General Meeting of the company. Pursuant to the provisions of Section 139 (2) of the Companies Act 2013 ('the Act'), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of the 16th AGM. The Board of Directors places on record their appreciation for the services rendered by M/s Madhukar Garg & Company, Chartered Accountants.

Accordingly, pursuant to Section 139, 141 and 142 of Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s A. Bafna & Co., Chartered Accountants (FRN: 003660C) in its meeting held on July 07, 2023 to conduct the Statutory Audit and to give Statutory Audit Report for a period of five years commencing from the ensuing Annual General Meeting till the conclusion of twenty-first annual general meeting of the Company to be held in the FY 2028-29.

The Audit Committee having considered various parameters like capability to serve a large organization; audit experience; the audit team; market standing of the firm; clientele served; recommended the appointment of M/s A. Bafna & Co, Chartered Accountants to the Board of Directors of the Company. M/s A. Bafna & Co have been involved in the statutory audits and also in the internal audits of various companies, hence, have the necessary experience to conduct the statutory audit of the Company.

The Board of Directors has approved remuneration of Rs. 9,00,000/- (Rupees Nine Lakh Only) plus applicable GST, and reimbursement of out of pocket expenses (at actuals) incurred for the purpose of audit for the FY 2023-24, subject to their appointment by the Members. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The remuneration to be paid to the Statutory Auditors for the remaining period during their term would be decided in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including

remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Company has also received the consent and eligibility certificate from M/s A. Bafna & Co., Chartered Accountants (FRN: 003660C) confirming that they are not disqualified to be appointed as statutory auditors in terms of Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointment of M/s A. Bafna & Co. as Statutory Auditors of the Company for a period of 5 (Five) years and authorize the Board to fix the terms and conditions of appointment, remuneration etc., based on the recommendation of the Audit Committee.

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

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 23, 2023 to conduct the audit of the cost records of the Company, for the financial year 2023-24. 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. 45,000/- (Rupees Forty Five Thousand only) plus applicable GST and reimbursement of out of pocket expenses (at actuals) as approved by the Board of Directors of the company for the financial year 2023-24.

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. 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 & 7

As per Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a Company to its Directors, including Managing Director and Whole-time Director and its Manager in any Financial Year may exceed 11% (eleven per cent), and remuneration payable to any one Whole-time Director or Managing Director may exceed 5%, of the net profits of the Company calculated as per the Section 198 of the Act, provided the same is approved by the members of the Company by passing a special resolution.

The Members of the Company in their 15th Annual General Meeting ("AGM") held on August 24, 2022, in accordance with the provisions of Section 197 of the Act, by way of special resolution, reappointed Mr. Ashish Mangal, Managing Director for the further period of 3 years w.e.f 22nd July 2022 on the terms and conditions including remuneration of Rs 2.50 Crores (Rupees Two Crore Fifty Lakhs only) per annum in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder at remuneration exceeding five percent of Net Profit calculated as per Section 198 of Companies Act 2013.

Further Members has authorized the Board of Directors 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 the resolution passed in 15th AGM and the Companies Act, 2013.

Further considering the significant contributions made and quality of services rendered by Mr. Ashish Mangal, Managing Director (DIN: 00432213), in the growth trajectory of the Company and on the recommendation of the Nomination

and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 23, 2023, subject to approval of members, approved upward revision in his remuneration by the way of payment of Incentive up to 5% of the net profits of the company computed in accordance with the provisions of Section 198 of the Act but not exceeding Rs. 2.50 Crores p.a. (Rupees Two Crore Fifty Lakhs only) w.e.f. April 01, 2023 till the remaining period of his tenure i.e. up to 21st July, 2025. The said incentive is proposed to be paid in addition to his existing remuneration approved by the members in the 15th AGM.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 23, 2023 considered and approved the proposal to increase the overall limit of managerial remuneration payable to directors from 11% to 15% of the net profits of the Company calculated as per Section 198 of the Act subject to the approval of shareholders, in accordance with the provisions of the Companies Act, 2013.

The details of Mr. Ashish Mangal, Managing Director, as per Secretarial Standard-2 issued by ICSI including age, qualifications, details of remuneration sought to be paid, the remuneration last drawn by him etc. is set out in this Notice as Annexure A.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Ashish Mangal, Managing Director and Mr. Rahul Mangal, Chairman of the company (being brother of Mr. Ashish Mangal) of the Company, are interested, financially or otherwise in the said resolution as set out at item no. 6 and 7 of the Notice.

Your Directors recommend the Special Resolutions as set out at item nos. 6 and 7 of the Notice for approval by the members.



The following additional detailed information as per Section II OF PART 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 rd 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 2022-23, the Company made a total revenue of Rs. 66,863.02 lakhs as compared to Rs. 56,356.91 lakhs in previous Financial year with an increase of 18.64% and Net Profit after tax (PAT) has increased from Rs. 3,089.98 lakhs to Rs. 3,101.35 lakhs
5	Foreign Investments or Collaborations, if any	Company does not have foreign collaborators and thus does not have equity participation by foreign collaborators in the Company.
6.	Background details	Mr. Ashish Mangal is the Managing Director of company. He has around 27 years of experience in the field of wires and cable industry. He was partner in the firm Ashish Fluxes and Chemicals since 1995 and also associated with the company since its inception. 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.
7.	Past Remuneration and details	Rs. 2.50 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	As set out in the Resolution at Item No. 7.
11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration (duly recommended by the Nomination and Remuneration Committee and approved by the Board) is in line with the trends in the industry and is befitting Mr. Ashish Mangal experience, competence and roles and responsibilities at company.
12	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Ashish Mangal is brother of Mr. Rahul Mangal who is Chairman & Non Executive director of the company.
Other Information:		
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.
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.

Place: Jaipur

Date: 07.07.2023

By order of the Board of Directors
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	Mr. Ashish Mangal
1	DIN	00432213
2	Date of Birth & Age	22.12.1975 (47)
3	Date of first appointment on the Board of the Company	03/04/2007
4	Qualifications	Bachelor of Commerce from University of Rajasthan
5	Experience (including expertise in specific functional area)/Brief Resume	He has over 27 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.
6	Terms and Conditions of Appointment/ Re-appointment	As per the resolution set out in this Notice read with the explanatory Statement hereto.
7	Remuneration last drawn for the FY 2022-23	Rs. 2.50 Crores per annum
8	Remuneration sought to be paid	As per Item No. 7 of the Notice of this meeting 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	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"> • Indo Krates Pvt Ltd • Dynamic Cables And Conductors Private Limited • Mangal Powertech Private Limited • KrishanKripa Holiday Resorts Private Limited • Mangal Electrical Industries Private Limited • Shiv Kripa Pipes Private Limited • Dynamic Powertech Private Limited • Rams Creative Technologies Private Limited
11	Name of listed entities from which the person has resigned in the past three years	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
13	Shareholding of director	77,02,169 equity shares of face value of 10 each
14	Number of meetings of the Board attended during the year	05

Notes





Dynamic Cables Limited
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