



Dynamic Cables Limited

(Govt Recognised STAR Export House)
(An ISO 9001:2015,14001:2015 & 45001:2018 Company)

www.dynamiccables.co.in

Date: May 29, 2023

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Scrip Code: BSE-540795

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1
G-Block, Bandra-Kurla Complex,
Bandra(East) Mumbai-4000501
Trading Symbol: DYCL

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

In reference to the compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD 1/27 /2019 dated February 08, 2019, please find enclosed herewith the. Annual Secretarial Compliance Report issued by M/s V.M. & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2023.

Kindly take on record the same and oblige us.

Thanking you,

Yours faithfully

For **Dynamic Cables Limited**

Naina Gupta
Digitally signed
by Naina Gupta
Date: 2023.05.29
14:58:09 +05'30'

Naina Gupta
Company Secretary and Compliance Officer
M. No. A56881

Encl.: as above



CIN: L31300RJ2007PLC024139

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

HT Upto 66KV & LT Aerial Bunched, Power, Control & Railway Signalling Cables, ACSR/AAC / AAAC / MVCC Conductors / EV Charging Cables.



Secretarial Compliance Report
of
Dynamic Cables Limited
For the year ended March 31, 2023

We M/s V. M. & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Dynamic Cables Limited**("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the listed entity during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the listed entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the listed entity during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the listed entity during the Review Period**);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

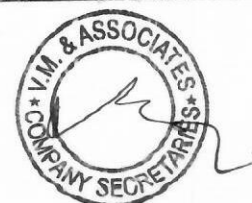
and circulars/ guidelines issued thereunder;





and based on the above examination 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, during the Review Period:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	---
2.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; (b) All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	---
3.	Maintenance and disclosures on Website: (a) The Listed entity is maintaining a functional website; (b) Timely dissemination of the documents/ information under a separate section on the website; (c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	---
4.	Disqualification of Director: None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	---
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies;	NA	Company does not have any material subsidiary
	(b) Requirements with respect to disclosure requirement of material as well as other subsidiaries.	NA	Company does not have any subsidiary





6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	---
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	---
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;	Yes	---
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	NA	The Company has obtained the prior approval of Audit Committee for all Related Party transactions
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	---
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	---
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	NA	There were no actions taken either by SEBI or Stock Exchange(s) during the review period
12.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	There are no additional non-compliances observed in the listed entity





Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable as there was no resignation of statutory auditors in the Listed Entity during the review period. Further, the Listed Entity does not have any material subsidiary.**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **As per Annexure-A enclosed.**


Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Jaipur
Date: May 23, 2023
UDIN: F003355E000357863

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-A

Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations /remarks of the Practicing Company Secretary.	Management Response	Remarks
1.	Regulation 23(9) of SEBI LODR Regulations, 2015 The listed entity shall submit to stock exchange the disclosures of related party transactions within fifteen days from the date of publication of its standalone and consolidated financial results on half yearly basis.	SEBI LODR Regulations, 2015	Non-compliance of Regulation 23(9) of SEBI LODR Regulations, 2015 for delay in submission of disclosure of related party transactions to BSE for the half year ended on September, 2021	BSE Limited ("BSE")	Fine	Company did not file/submit disclosure of party related transactions on consolidated basis to BSE for the half year ended on September, 2021 within the prescribed time.	BSE has imposed a fine of Rs. 23,600/- (Basic Rs. 20,000 + GST Rs. 3,600)for the half year ended on September, 2021	The Company has paid the monetary fines towards the same and is now making timely submissions to Stock Exchanges	Company has paid the monetary fines towards the same on 27/01/2022 and is now making timely submissions to Stock Exchanges.	----
2.	Regulation 17(1) of SEBI LODR Regulations, 2015 All listed entities shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.	Regulation 17(1) of SEBI LODR Regulations, 2015	Non-compliance of Regulation 17(1) of SEBI LODR Regulations, 2015 with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on September 2021;	BSE Limited ("BSE")	Fine	Composition of the Board of Directors of the Company for the quarter ended on September, 2021 was not in line with the Regulation 17(1) as there were less than fifty per cent non-executive directors on the Board	BSE Limited has imposed a fine of Rs. 5,42,800/- (Basic Rs. 4,60,000 + GST Rs. 82,800) for the quarter ended on September, 2021;	The Company has paid the monetary fines towards the same and the Composition of Board of Directors is now in line with Regulation 17(1) of SEBI LODR Regulations, 2015	The Company has paid the monetary fines towards the same on 28/04/2022 and company has complied with the Regulation 17(1) of SEBI LODR Regulations, 2015	----



Sr. No	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of violation	Fine Amount	Observations /remarks of the Practicing Company Secretary.	Management Response	Remarks
3.	Regulation 17(1) of SEBI LODR Regulations, 2015 All listed entities shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.	Regulation 17(1) of SEBI LODR Regulations, 2015	Non-compliance of Regulation 17(1) of SEBI LODR Regulations, 2015 with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on December 2021;	BSE Limited ("BSE")	Fine	Composition of the Board of Directors of the Company for the quarter ended on September, 2021 was not in line with the Regulation 17(1) as there were less than fifty per cent non-executive directors on the Board	BSE has imposed a fine of Rs. 4,60,200/- (Basic Rs. 3,90,000 + GST Rs. 70,200) for the quarter ended on December, 2021	The Company has paid the monetary fines towards the same and the Composition of Board of Directors is now in line with Regulation 17(1) of SEBI LODR Regulations, 2015	Company has paid the monetary fines towards the same on 28/04/2022 and company has complied with the Regulation 17(1) of SEBI LODR Regulations, 2015	---
4.	Regulation 17(1) of SEBI LODR Regulations, 2015 All listed entities shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.	Regulation 17(1) of SEBI LODR Regulations, 2015	Non-compliance of Regulation 17(1) of SEBI LODR Regulations, 2015 with the requirements pertaining to the composition of the Board of Directors of the Company for the quarter ended on June 2021;	BSE Limited ("BSE")	Fine	Composition of the Board of Directors of the Company for the quarter ended on September, 2021 was not in line with the Regulation 17(1) as there were less than fifty per cent non-executive directors on the Board	BSE has imposed a fine of Rs. 5,36,900/- (Basic Rs. 4,55,000 + GST Rs. 81,900) for the quarter ended on June, 2021	The Company had submitted its response and the fine is waived off by BSE.*	Company has requested the BSE for waiver of penalty and received the waiver of same on 06/05/2023	---

*The waiver was given by BSE on May 06, 2023 i.e. after the review period but before signing of this report.

