



COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2), Part III of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018]

To,
Board of Directors,
Dynamic Cables Limited
F-260, ROAD NO. 13 VKI AREA,
Jaipur (302013) Rajasthan

I, CS Manoj Maheshwari (Membership No. F3355, COP No.: 1971) Partner, V.M. & Associates, Practicing Company Secretaries, Jaipur have been appointed vide by letter dated 15th May 2024 by Dynamic Cables Limited ("the company") having CIN L31300RJ2007PLC024139 and having its registered office at F-260, Road No. 13 VKI Area, Jaipur (302013) Rajasthan to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of upto 22,15,319 (Twenty Two Lakhs Fifteen Thousand Three Hundred and Nineteen) fully paid up equity shares having a face value of Rs. 10/- each at an issue price of Rs. 436/- each of the Company, aggregating to upto Rs. 96,58,79,084/- ("Proposed Preferential Issue"). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 15th May 2024.

Verification:

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. The Board Resolution dated 15th May, 2024 approving Preferential Issue of upto 22,15,319 (Twenty Two Lakhs Fifteen Thousand Three Hundred and Nineteen) fully paid up equity shares at an issue price of Rs. 436/- each of the Company, aggregating to upto Rs. 96,58,79,084/- in cash, to the Proposed Allottee;
- iv. List of Proposed Allottees;
- v. The "Relevant Date" in accordance with Regulation 161 of the Regulations for the purpose of said minimum issue price was 13th May, 2024;
- vi. The statutory registers of the Company and List of shareholders issued by RTA
 - a) To note that the equity shares are fully paid up





- b) All equity shares held by the proposed allottees in the Company are in Dematerialised form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date
- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- ix. The Permanent Account Number of proposed allottees;
- x. Draft notice of General Meeting and Explanatory Statement attached thereto and shareholders agreement (if any)
- a) to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations
- b) to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment. *(Not Applicable)*
- c) to verify the lock-in period as required under Regulation 167 of the Regulations
- d) to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been rounded off to Rs. 436/- ;
- xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them; *(Not Applicable)*
- xiii. Valuation Report of Independent Registered Valuer for pricing of infrequently traded shares; *(Not Applicable)*
- xiv. Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash and its submission to the stock exchanges where the equity shares of the Company are listed; *(Not Applicable)*
- xv. Verified the relevant statutory records of the company to confirm that:
- a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority .
- b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
- xvi. disclosures w.r.t. the defaults relating to payment of interest/ repayment of principal amount on loans in terms of SEBI Circular dated November 21, 2019; *(Not Applicable)*





- xvii. The Inter-creditor agreement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions 2019 dated June 07, 2019 .(Not Applicable)
- xviii. credit rating report of the financial instruments;
- xix. Agreement(s)/documents related to arrangement for monitoring the use of proceeds by a public financial institution or by a scheduled commercial bank, which is not a related party to the Company. (Not Applicable)

Management Responsibility:

The Management of the Company is responsible for ensuring the compliance of the requirements of the ICDR Regulations detailed as under:

- (i) Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- (ii) Determination of the minimum price of Equity Share in terms of Regulation 164 of the ICDR Regulations;
- (iii) Compliance with the conditions/ requirements of the ICDR Regulations and Companies Act, 2013.
- (iv) Designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement
- (v) Preparation and maintenance of all accounting and other relevant supporting records
- (vi) Making estimates that are reasonable in the circumstances.

Assumption & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company
5. Our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.
6. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used, circulated, quoted or otherwise referred by any other person or for any other purpose.





Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of ICDR Regulations.

Place: Jaipur

Date: May 15, 2024

UDIN: F003355F000377883

For V. M. & Associates

Company Secretaries

(ICSI Unique Code P1984RJ039200)



CS Manoj Maheshwari

Partner

Membership No.: FCS 3355

C P No.: 1971