

Notice of Extra-Ordinary General Meeting

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF JIGAR CABLES LIMITED ("THE COMPANY"), WILL BE HELD ON THURSDAY, MARCH 26, 2020 AT 10:30 A.M. (IST) AT PLOT NO. 164/14 & 15, JAMWADI G.I.D.C., GONDAL, RAJKOT – 360 311 GJ IN:

To the Members of Jigar Cables Limited

Special Businesses:

1. To make alteration in the existing object clause of the Memorandum of Association and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT Pursuant to provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions, if any of the Companies Act, 2013 and subject to amendments as may be made therein, the main object clause of the Memorandum of Association of the Company be and is hereby altered by adding the following clause after existing clause;

[III] A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION IS:

1. To carry on business of manufacture, dealer, importer, exporter, commission agent, producer, processors of House wires, Submersible flat Cables, Industrial Flexible Cables, Control Cables, Power Cables, Submersible Motor Winding wires, special purpose cables for electronic Industries, Magnet Wires, PVC Winding Wires, Fire Insulated Wires and stripes, Communication cables, Insulated wires and cables Radio Frequency Products, Steel and Aluminium Wires, Sub-marine special cables, elevators cables, Solar Cables, Air Craft Wires, Dredger Cables, Carrier cables, Switch board cables, Signalling cables, motor care wires, gas filled cables, oil filled cables, Jelly filled telephone Cables, Branded Cables, CCTV cables, LAN Cables, Bare Copper, Tinned copper, PVC/XLPE/PE Granules or Compound, PVC Resin and chemicals, and other wire of all kinds of component, bye product in respect of thereof.
2. To carry on manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro, water, wind, solar, hydrocarbon fuel or any other form, kind or description.
3. To design, install, erect, lay, provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic Systems, Electrical Transmission and Distribution Network."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to deal with all matters arising out of or incidental to the resolution and to do all such acts, deeds and actions including filing of necessary e-forms with the Registrar of Companies, as may be necessary, proper and expedient, to give effect to the above resolution, including to take all necessary steps and give such directions as may be necessary to settle any question or difficulty which may arise in regard thereto in such manner as it may deem expedient."

2. To appoint Mr. Kantilal Gordhandas Lakhani (DIN: 08682980) as a Non-Executive Independent Director and if thought fit, pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Kantilal Gordhandas Lakhani (DIN: 08682980), and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the recommendation has also received from Nomination and Remuneration Committee, be and is here by appointed a Non Executive Independent Director of the Company for a period of 5 years from the conclusion of this Extra-ordinary General Meeting and shall not be liable to retire by rotation.”

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

For and on Behalf of the Board,
JIGAR CABLES LIMITED

Sd/-

Vijay Gopalbhai Shingala
Chairman and Managing Director
(DIN: 07662235)

Registered Office: Plot No. 164/14 & 15,
Jamwadi G.I.D.C.,
Gondal – 360 311,
Dist.: Rajkot, (Gujarat), India

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extraordinary General Meeting.
3. Members/Proxy holders are requested to bring their duly filled Attendance slip sent herewith, for attending the Extraordinary General Meeting.
4. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 are annexed hereto.
6. The Board has fixed the March 20, 2020 (Friday) as a cut off date for determining the eligibility of the members who to vote at the ensuing Extraordinary General Meeting.
7. Voting Through Electronic Means:
 - I. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Sunday, March 22, 2020 (09:00 am) and ends on Wednesday, March 25, 2020 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 20, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. How to vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. General Guidelines for shareholders:
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to piyushjethva@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
9. Members may also note that the Notice of the EGM is also available at the Company's website www.sigmacab.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: cs@sigmacab.com
10. Members who wish to obtain information of the Company may send their queries at least 10 days before the Extraordinary General Meeting to the Company Secretary at the Corporate Office of the Company.
11. Members are requested to intimate their current Email IDs and address for correspondence and quicker response to their queries.
12. The Notice of EGM is being sent by electronic mode to all the Members whose E-mail addresses are registered with the Company or Depository Participant(s), unless any member has requested for a physical copy of the same. Physical copy of the Notice of EGM is being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).
13. Members are requested to support the Green Initiative by registering/updating their email addresses, with their Depository Participant(s).
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail either the facility of remote e-voting or voting at the EGM through ballot paper.
15. Mr. Piyush Jethva, Company Secretary in practice, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
17. All the registers and other documents maintained under the Companies Act, 2013 and other laws will be available for inspection by the members at the Extraordinary General Meeting and at the registered office of the Company, on all working days between 10:00 A.M. to 06:00 P.M., till the conclusion of meeting.
18. Route Map showing directions to reach to the venue of the meeting is given at the end of this notice as per the requirement of the Secretarial Standard - 2 on "General Meetings" issued by the Institute of Company Secretaries of India.

**For and on Behalf of the Board,
JIGAR CABLES LIMITED**

**Sd/-
Vijay Gopalbhai Shingala
Chairman and Managing Director
(DIN: 07662235)**

**Place: Gondal
Date: February 11, 2020**

STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 IS ANNEXED HEREWITH:

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned in the Notice;

Item No. 1: To make alteration in the existing object clause of the Memorandum of Association:

The Company JIGAR CABLES LIMITED incorporated from conversion of Partnership firm named as JIGAR CABLES (Earlier named as JIGAR INDUSTRIES) into PART I Company under Chapter XXI of the Companies Act, 2013, named as JIGAR CABLES LIMITED as on 07th February, 2017 with the main object "To carry on business of manufacture, dealer, importer, exporter, commission agent, producer, processors of House wires, Submersible flat Cables, Industrial Flexible Cables, Control Cables, Power Cables, Submersible Motor Winding wires, special purpose cables for electronic Industries, Magnet Wires, PVC Winding Wires, Fire Insulated Wires and stripes, Communication cables, Insulated wires and cables Radio Frequency Products, Steel and Aluminium Wires, Sub-marine special cables, elevators cables, Solar Cables, Air Craft Wires, Dredger Cables, Carrier cables, Switch board cables, Signalling cables, motor care wires, gas filled cables, oil filled cables, Jelly filled telephone Cables, Branded Cables, CCTV cables, LAN Cables, Bare Copper, Tinned copper, PVC/XLPE/PE Granules or Compound, PVC Resin and chemicals, and other wire of all kinds of component, bye product in respect of thereof." Further, The Company has listed its securities on SME Platform of BSE as on July 27, 2017.

To consider a growth and profitability of the Company and various proposals received from Government, semi-government and from other various authorities, to consider that Company required to be diversified into various areas which would be profitable for the Company as part of diversification plans. While the present object clause of the Company is restricted in scope, which enable Company to cover a wide range of activities and restricted to embarking upon new projects and activities.

To consider the above facts board decides to alter Memorandum of Association of Company by adding one clause after existing clause. Clause [III] of Memorandum of Association of Company is amended as follows;

[III] A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION IS:

1. To carry on business of manufacture, dealer, importer, exporter, commission agent, producer, processors of House wires, Submersible flat Cables, Industrial Flexible Cables, Control Cables, Power Cables, Submersible Motor Winding wires, special purpose cables for electronic Industries, Magnet Wires, PVC Winding Wires, Fire Insulated Wires and stripes, Communication cables, Insulated wires and cables Radio Frequency Products, Steel and Aluminium Wires, Sub-marine special cables, elevators cables, Solar Cables, Air Craft Wires, Dredger Cables, Carrier cables, Switch board cables, Signalling cables, motor care wires, gas filled cables, oil filled cables, Jelly filled telephone Cables, Branded Cables, CCTV cables, LAN Cables, Bare Copper, Tinned copper, PVC/XLPE/PE Granules or Compound, PVC Resin and chemicals, and other wire of all kinds of component, bye product in respect of thereof
2. To carry on manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether nuclear, steam, hydro, water, wind, solar, hydrocarbon fuel or any other form, kind or description.

3. To design, install, erect, lay, provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic Systems, Electrical Transmission and Distribution Network.

None of the Directors or any of the Key Managerial Personnel or relatives of either is concerned or interested in the resolution except as a member of the Company, if any of them is. The Board recommends the Resolution 1 for approval of the Members.

Item No. 2: To appoint Mr. Kantilal Gordhandas Lakhani (DIN: 08682980) as a Non-Executive Independent Director:

As per the Companies Act, 2013 (Act), Every Listed Public Company shall have at least one-third of a total number of Directors as Independent Directors in the Board. In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules made there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Director of the Company shall be approved at a General Meeting of the Shareholders.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 11, 2020, has proposed Mr. Kantilal Gordhandas Lakhani aged 66 years, residing at Ambika Bhomeshvri A/404, Maruti Nagar Street Number 3, Air Port Road, Rajkot – 360 001 GJ IN as a Non Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of 5 years from the conclusion of this Extra-ordinary General Meeting, subject to the approval by the Members of the Company at the ensuing Extra-Ordinary General Meeting ("EGM").

The Company has received a declaration from Mr. Kantilal Gordhandas Lakhani that he meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Kantilal Gordhandas Lakhani is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Kantilal Gordhandas Lakhani fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

The Board considers that association with Mr. Kantilal Gordhandas Lakhani will be of immense benefit to the Company and it would be prudent to appoint Mr. Kantilal Gordhandas Lakhani as an Independent Director. Accordingly the Board recommends the resolution set out under Item No. 2 for approval by the members.

None of the Directors or any of the Key Managerial Personnel or relatives of either is concerned or interested in the resolution except as a member of the Company, if any of them is.

**For and on Behalf of the Board,
JIGAR CABLES LIMITED**

Sd/-
Vijay Gopalbhai Shingala
Chairman and Managing Director
(DIN: 07662235)

Place: Gondal

Date: February 11, 2020

Details of the Independent Director Proposed to be appointment at the Extra-ordinary General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Item No. 2: Appointment of Mr. Kantilal Gordhandas Lakhani

Mr. Kantilal Gordhandas Lakhani (DIN: 08682980) Aged 66 Years is proposed to be appointed as the Non-Executive Independent Director of the Company.

Further Details of Director is given as under:

Particulars	Information
Full Name	Mr. Kantilal Gordhandas Lakhani
DIN Number	08682980
Date of Birth	28/10/1953
Qualification	XII/SSC/High/Equivalent
Date of Previous Appointment if Any	N.A.
Expertise Area	All over Management
Relationship between Director Inter-se	Not related to any Director/KMPs
Directorship in Other Company	N.A.
No. of Share held	Nil

ATTENDANCE SLIP

(To be filled in and handed over at the entrance of the meeting room)

I hereby record my/our presence at the Extra-ordinary General Meeting of the Company on Thursday, March 26, 2020 at 10:30 A.M. at Plot No.164/14 & 15 Jamwadi, G.I.D.C., Gondal, Rajkot – 360 311, GUJARAT (INDIA).

Name of Shareholder/Proxy/Authorised Representative*	
DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

* In case of Body Corporate is Shareholder.

* Strike out whichever is not applicable.

Signature of shareholder(s)/proxy/Authorised Representative

FORM MGT-12
POLL BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the companies Act, (Management and Administration) Rules, 2014]

Name of the Company: JIGAR CABLES LIMITED				
Registered Office: Plot No. 164/14 & 15, Jamwadi, G.I.D.C., Gondal, Rajkot- 360311, GUJARAT (INDIA)				
CIN: L28999GJ2017PLC09565				
POLL BALLOT PAPER				
Sr. No.	Particulars	Details		
01.	Name of the first shareholder (in block letter)			
02.	Postal address			
03.	Client ID Number			
04.	Class of Share	Equity Share		
I hereby exercise my vote in respect of Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
Sr. No.	Item No.	No. of share held	I assent to the resolution	I dissent to the resolution
1.	To make alteration in the existing object clause of the Memorandum of Association			
2.	To appoint Mr. Kantilal G. Lakhani (DIN: 08682980) as a Non-Executive Independent Director			
Place:		Signature of the Shareholder		
Date:				

Form MGT-11**PROXY FORM**

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*
	Client ID*

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

Sr. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Thursday, March 26, 2020 at 10:30 A.M. at Plot No. 164/14 & 15 Jamwadi, G.I.D.C., Gondal, Rajkot – 360 311, GUJARAT (INDIA) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To make alteration in the existing object clause of the Memorandum of Association		
2.	To appoint Mr. Kantilal G. Lakhani (DIN: 08682980) as a Non-Executive Independent Director		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this _____ 2020
Signature of shareholder _____

Affix Revenue Stamp not less than Rs. 1

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. Please complete all details including details of member(s) in above box before submission.

Route Map of the Venue of the Extra-Ordinary General Meeting



Registered Office:
Plot No. 164/14 & 15,
Jamwadi G.I.D.C.,
Gondal – 360 311,
Dist.: Rajkot, (Gujarat), India