

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 SATURDAY, JANUARY 02, 2021 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

To the Members of Jigar Cables Limited

Special Businesses:

1. To appoint Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) as a Chairperson cum Managing Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:

"RESOLVED THAT Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845), who was appointed as an Additional Director of the Company with effect from December 03, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and Article 134 of the Articles of Association of the Company and being eligible, offer herself for appointment and in respect of whom the recommendation has also received from Nomination and Remuneration Committee, and in accordance with the provision of Section 152, 160, 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and including any statutory modification or re-enactment(s) thereof, for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard as agreed by the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) as a Chairperson cum Managing Director of the Company for a period of 3 years from the conclusion of this Meeting and shall not be liable to retire by rotation upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be mutually agreed between Mrs. Sangeetaben Niteshbhai Vaghasiya and the Board of Directors."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

2. To appoint Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) as an Whole-time Director of the Company and if thought fit, pass the following resolution as a Ordinary Resolution:

"RESOLVED THAT Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718), who was appointed as an Additional Director (Executive) of the Company with effect from December 03, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Article 134 of Articles of Association of the Company and being eligible, offer himself for appointment and in respect of whom the recommendation has also received from Nomination and Remuneration Committee, and pursuant to provision of Section 152, 160, 196 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and including any statutory modification or re-enactment(s) thereof, for the time being in force be and is hereby appointed as a Whole-time Director of the

Company for a period of 3 years, liable to retire by rotation, with effect from the conclusion of this Meeting upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be mutually agreed between Mr. Ramnik Parshotambhai Vaghasiya and the Board of Directors."

"RESOLVED FURTHER THAT any of the Director from the Board of Director of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director's or Director(s) to give effect to the aforesaid resolution."

3. To appoint Mr. Shailesh Bhikhubhai Khatara (DIN: 08980436) as an Independent Director of the Company and if thought fit, pass the following resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Shailesh Bhikhubhai Khatara (DIN: 08980436), who was appointed as an Additional Director (Non-executive, Independent) of the Company by the Board of Directors at their meeting dated December 03, 2020 in terms of Articles 134 of the Articles of Association and Section 161 of the Companies Act, 2013 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 hereby appointed an Independent Director (Non Executive) 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 any of the Director from the Board of Director of the Company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director's or Director(s) to give effect to the aforesaid resolution."

4. Approval of Remuneration of Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 197, 198 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, read with Schedule V of the said Act and pursuant to recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to give the managerial remuneration to following Director till her term of appointment in respect of any Financial Year which may exceed the limit given in Section 197 of the Companies Act, 2013 or any such amendment thereto, but subject to maximum remuneration payable is as under:

Name and Designation	Maximum Remuneration Payable for any Financial Year
Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) Managing Director	up to maximum of Rs. 12,00,000 (Rupees Twelve Lakhs) per annum which includes the variable pay and other perquisites

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845), The payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II of Section II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mrs. Sangeetaben Niteshbhai Vaghasiya from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits as approved under this resolution and the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

"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."

5. Approval of Remuneration of Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 197, 198 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time, read with Schedule V of the said Act and pursuant to recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to give the managerial remuneration to following Director till his term of appointment in respect of any Financial Year which may exceed the limit given in Section 197 of the Companies Act, 2013 or any such amendment thereto, but subject to maximum remuneration payable is as under:

Name and Designation	Maximum Remuneration Payable for any Financial Year
Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) Whole-time Director	up to maximum of Rs. 12,00,000 (Rupees Twelve Lakhs) per annum which includes the variable pay and other perquisites

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718), The payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II of Section II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Ramnik Parshotambhai Vaghasiya from time to time to the extent the Board of



WIRES & CABLES

AN ISO 9001:2015 CERTIFIED COMPANY

JIGAR CABLES LIMITED

Registered & Corporate Office

Plot No. 164/14 & 15, Jamwadi GIDC - 2

Gondal - 360 311 Dist. Rajkot (Gujarat) INDIA

Tel : +91 2825 221422

Web : www.sigmacab.com

E-mail : info@sigmacab.com

CIN No. : L28999GJ2017PLC095651

Directors may deem appropriate, provided that such revision is within the overall limits as approved under this resolution and the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

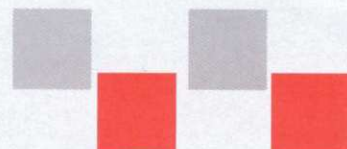
"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**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. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 permitted convening the Extra-ordinary General Meeting ("EGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
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. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.sigmacab.com websites of the Bombay Stock Exchange at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com
6. The relevant Explanatory Statement pursuant to Section 102 of the Act and the additional information pursuant to Regulation 36(3) of SEBI Listing Regulations in respect of Director proposed for appointment/re-appointment at the meeting are annexed hereto.
7. The Board has fixed December 25, 2020 as a cut off date for determining the eligibility of the members who to vote at the ensuing EGM.
8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Voting Through Electronic Means:
 1. In compliance with Section 108 of the Act, 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 Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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).
 2. 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.
 3. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 4. The remote e-voting period commences on Tuesday, December 29, 2020 (09:00 A.M.) and ends on Friday, January 01, 2021 (05:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 25, 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.
 5. **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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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 to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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?

- 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.
- 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.
- Select "EVEN" of Company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 _____ **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in.
- 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.
- 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

10. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 1. In case shares are held in physical mode please provide 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 cs@sigmacab.com
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sigmacab.com
11. **The Instructions for Members for E-Voting on the Day of the EGM are as under:**
 1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the EGM 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 in the EGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.
12. **Instructions for Members for attending the EGM through VC/OAVM are as under:**
 1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. 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.
 5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (Company email id). The same will be replied by the Company suitably.
13. Members who wish to obtain information of the Company may send their queries at least 10 days before the EGM by sending an email to the Company Secretary at cs@sigmacab.com
14. Members are requested to intimate their current Email IDs and address for correspondence and quicker response to their queries.
15. 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 the facility of remote e-voting.
16. 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.
17. 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.
18. Members are requested to support the Green Initiative by registering/updating their email addresses, with their Depository Participant(s).
19. All documents referred to in the accompanying notice and the explanatory statement are available for inspection in electronic mode by sending an email to the Company Secretary at cs@sigmacab.com
20. The notice of Extra-ordinary General Meeting is also uploaded on the Company's website www.sigmacab.com in the 'Investor' Section.

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

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

**Place: Gondal
Date: December 03, 2020**

STATEMENT PURSUANT TO SECTION 102 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 appoint Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) as a Chairperson cum Managing Director of the Company:

The Board of Directors of the Company in their meeting held on December 03, 2020, has appointed Mrs. Sangeetaben Niteshbhai Vaghasiya as Additional Directors (executive) of the Company in terms of Article 134 of the Articles of Association and pursuant to Section 161 of Companies Act, 2013.

The Company has received a resignation from Mr. Vijay Gopalbhai Shingala (DIN: 07662235) from the office of Managing Director on December 03, 2020 wherein he expressed his wish to resign from the Board with effect from upcoming Board Meeting. Hence, on recommendation of Nomination and Remuneration Committee the Board has decided to recommend Mrs. Sangeetaben Niteshbhai Vaghasiya as a Chairperson cum Managing Director subject to the approval of Shareholders at the ensuing Extra-Ordinary General Meeting. The term of her appointment as Chairman cum Managing Director will be for a period of 3 years with effect from the conclusion of this meeting and further she is not liable to retire by rotation.

Mrs. Sangeetaben Niteshbhai Vaghasiya is a Diploma in Auto Mobile Engineering and has expertise over more than 14 years in the specific functional area. Further she has been appointed as a Director of Ultracab (India) Limited since June 28, 2014.

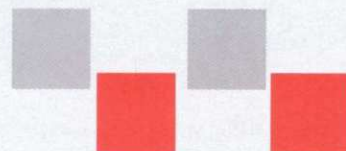
The Company has received consent in writing from her to act as Director and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Considering the duties and responsibilities of this office and as per the recommendation of Nomination and remuneration committee, proposed the remuneration up to maximum of Rs. 12,00,000 (Rupees Twelve Lakhs) per annum which includes the variable pay and other perquisites with the authority of the board to pay the salary up to the said maximum limit subject to the approval of members by way of Special Resolution (Item No. 4 of the Notice). She shall be entitled to the reimbursement of the expenses incurred by her on behalf of Company.

Mr Pershottambhai L. Vaghasiya (Father-in-law), is interested in this resolution. The other relatives of Mrs. Sangeetaben N. Vaghasiya may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The resolution at Item No. 1 of the notice is set out as an Ordinary Resolution for approval by the members at the ensuing meeting.



Item No. 2: To appoint Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) as a Whole-time Director of the Company:

The Board in its meeting held on December 03, 2020 on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) as an Additional Director (Executive), in terms of Article 134 of the Articles of Association and pursuant to Section 161 of Companies Act, 2013.

Further, on recommendation of the Nomination and Remuneration Committee, Board has decided to recommend Mr. Ramnik Parshotambhai Vaghasiya as a whole time Director subject to the approval of Shareholders at the ensuing Extra Ordinary General Meeting. The term of her appointment as Whole time Director will be for a period of 3 years with effect from the conclusion of this meeting and further he is liable to retire by rotation.

The Company received consent in writing from him to act as Director and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 of the Companies Act, 2013.

As per the recommendation of Nomination and Remuneration Committee, total remuneration payable to Mr. Ramnik Parshotambhai Vaghasiya shall not exceed Rs. 12,00,000 (Rupees Twelve Lakhs) per annum which includes the variable pay and perquisites, with the authority of Board to fix the salary within the said maximum amount from time to time subject to the approval of members by way of Special Resolution (Item No. 5 of the Notice). These emoluments shall be paid as per the policy of the Company. Further, any expenses incurred by him on behalf of Company, the said expenses shall be reimbursed by the Company to him.

Your Directors recommend the said Resolution set out at Item No. 2 for your approval as an Ordinary Resolution.

Mr Pershottambhai L. Vaghasiya (Father), may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company. The other relatives of Mr. Ramnik P. Vaghasiya may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 3: To appoint Mr. Shailesh Bhikhubhai Khatara (DIN: 08980436) as an Independent Director of the Company:

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.



Mr. Shailesh Bhikhubhai Khatar (DIN: 08980436), appointed as an Additional Director (Non-executive, Independent) of the Company by the Board in their meeting dated December 03, 2020 on the recommendation of the Nomination and Remuneration Committee. Further his appointment has been proposed 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 Extraordinary General Meeting, subject to the approval by the Members of the Company at the meeting.

The Company has received a declaration from Mr. Shailesh Bhikhubhai Khatar 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"). He 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. Shailesh Bhikhubhai Khatar 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. Shailesh Bhikhubhai Khatar will be of immense benefit to the Company and it would be prudent to appoint him as an Independent Director.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice 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.

Item No. 4 To approve the managerial remuneration of Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845):

As per section 197 of the companies act, 2013 as amended by the companies (Amendment) Act, 2017, total managerial remuneration payable by the Company to its Directors, including Managing Directors and Whole-time Director and its manager, if any, in respect of any Financial Year may exceed 11% of the net profit of the Company calculated as per the section 198 of the companies act, 2013, subject to provision of Schedule V.

Further it is required to pass a special resolution, if he remuneration payable to any one Managing Director; or Whole-time Director or Manager exceed five per cent of the net profits as per section 198 and if there is more than one such director the remuneration exceed ten percent of the net profit as per section 198 or in excess of limit prescribed as per schedule V.

The managerial remuneration in respect of any Financial Year which may exceed the limit as specified in section 197 or schedule V or any other amendment thereto, but subject to maximum limit as the members have approved/revise from time to time as given the resolution till the tenure of his appointment.

Name and Designation	Maximum Remuneration Payable for any Financial Year
Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) Managing Director	up to maximum of Rs. 12,00,000 (Rupees Twelve Lakhs) per annum which includes the variable pay and other perquisites

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mrs. Sangeetaben Niteshbhai Vaghasiya shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Particulars required under the schedule V is given as under for appointment Mrs. Sangeetaben Niteshbhai Vaghasiya (DIN: 06910845) as Managing Director of the Company;

I. General information:

- 1) Nature of industry: Manufacturing of wires, cables
- 2) Date or expected date of commencement of commercial production: February 07, 2017
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- 4) Financial performance: Turnover of the Company during the Financial Year 2019-20 is Rs. 12,11,97,884/-.
- 5) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

- 1) Background details: Mrs. Sangeetaben N. Vaghasiya (DIN: 06910845) is appointed as an Additional Director of the Company w.e.f. December 03, 2020. She is Diploma in Auto Mobile Engineering by qualification.
- 2) Past remuneration: N.A.
- 3) Recognition or awards: N.A.
- 4) Job profile and his suitability: Mrs. Sangeetaben N. Vaghasiya is the Director of Ultracab (India) Limited since June 28, 2014. In view of her enriched experience, appreciable contribution and enlarged leadership, the Board proposes his appointment as a Managing Director.
- 5) Remuneration proposed: Up to Rs. 12,00,000/- P.A.
- 6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The figure of remuneration has been arrived after the comparative analysis.
- 7) Pecuniary relationship: Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

III. Other information:

- 1) Reasons of loss or inadequate profits: Resolution has been proposed for the same.

- 2) Steps taken or proposed to be taken for improvement; The Company's Management are trying their best to achieve the great heights of success in the upcoming years.
- 3) Expected increase in productivity and profits in measurable terms: It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

Mr Pershottambhai L. Vaghasiya (Father-in-law), is interested in this resolution.

The other relatives of Mrs. Sangeetaben N. Vaghasiya may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 4 of the Notice.

Item No. 5 To approve the managerial remuneration of Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718):

As per section 197 of the companies act, 2013 as amended by the companies (Amendment) Act, 2017, total managerial remuneration payable by the Company to its Directors, including Managing Directors and Whole-time Director and its manager, if any, in respect of any Financial Year may exceed 11% of the net profit of the Company calculated as per the section 198 of the companies act, 2013, subject to provision of Schedule V.

Further it is required to pass a special resolution, if he remuneration payable to any one Managing Director; or Whole-time Director or Manager exceed five per cent of the net profits as per section 198 and if there is more than one such director the remuneration exceed ten percent of the net profit as per section 198 or in excess of limit prescribed as per schedule V

The managerial remuneration in respect of any Financial Year which may exceed the limit as specified in section 197 or schedule V or any other amendment thereto, but subject to maximum limit as the members have approved/revise from time to time as given the resolution till the tenure of his appointment.

Name and Designation	Maximum Remuneration Payable for any Financial Year
Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) Whole-time Director	up to maximum of Rs. 12,00,000 (Rupees Twelve Lakhs) per annum which includes the variable pay and other perquisites

In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Ramnik Parshotambhai Vaghasiya shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Particulars required under the schedule V is given as under for appointment Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) as Whole-time Director of the Company;

IV. General information:

- 6) Nature of industry: Manufacturing of wires, cables
- 7) Date or expected date of commencement of commercial production: February 07, 2017
- 8) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- 9) Financial performance: Turnover of the Company during the Financial Year 2019-20 is Rs. 12,11,97,884/-.
- 10) Foreign investments or collaborations, if any: N.A.

V. Information about the appointee:

- 8) Background details: Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) is appointed as an Additional Director of the Company w.e.f. December 03, 2020. He is Diploma in Mechanical Engineering by qualification.
- 9) Past remuneration: N.A.
- 10) Recognition or awards: N.A.
- 11) Job profile and his suitability: Mr. Ramnik Parshotambhai Vaghasiya is the Director of Fusion Pumps Private Limited since March 05, 2015. To avail the advantage of his experience, appreciable contribution and enlarged leadership, the Board proposes his appointment as a Whole-time Director.
- 12) Remuneration proposed: Up to Rs. 12,00,000/- P.A.
- 13) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The figure of remuneration has been arrived after the comparative analysis.
- 14) Pecuniary relationship: Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

VI. Other information:

- 4) Reasons of loss or inadequate profits: Resolution has been proposed for the same.
- 5) Steps taken or proposed to be taken for improvement; The Company's Management are trying their best to achieve the great heights of success in the upcoming years.



WIRES & CABLES

AN ISO 9001:2015 CERTIFIED COMPANY

JIGAR CABLES LIMITED

Registered & Corporate Office

Plot No. 164/14 & 15, Jamwadi GIDC - 2

Gondal - 360 311 Dist. Rajkot (Gujarat) INDIA

Tel : +91 2825 221422

Web : www.sigmacab.com

E-mail : info@sigmacab.com

CIN No. : L28999GJ2017PLC095651

- 6) Expected increase in productivity and profits in measurable terms: It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

Mr Pershottambhai L. Vaghasiya (Father), may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company. The other relatives of Mr. Ramnik P. Vaghasiya may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 5 of the Notice.



For and on Behalf of the Board,
JIGAR CABLES LIMITED

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

Place: Gondal
Date: December 03, 2020





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JIGAR CABLES LIMITED

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CIN No. : L28999GJ2017PLC095651

Details of the seeking appointment/re-appointments at the Extra-ordinary General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Information		
Full Name	Sangeetaben Niteshbhai Vaghasiya	Ramnik Parshotambhai Vaghasiya	Shailesh Bhikhubhai Khatara
DIN Number	06910845	06965718	08980436
Date of Birth	18/10/1973	01/07/1978	16/01/1975
Age	46 Years	42 Years	45 Years
Nature of Appointment	Appointment as a Chairperson cum Managing Director	Appointment as an Whole-time Director	Appointment as an Independent Director
Date of Previous Appointment, if Any	N.A.	N.A.	N.A.
Qualification	Diploma in Auto Mobile Engineering	Diploma in Mechanical Engineering	Bachelor of Arts & Bachelor of Physical Education
Expertise Area	Experience of more than 14 years in specific functional area	Experience of more than 15 years in the field of trading and business	All over Management Experience of more than 15 years in specific functional area
Relationship between Director Inter-se	She is a daughter-in law of one of the Promoters of the Company	He is a son of one of the Promoters of the Company	Not related to any Director/KMPs
Directorship in Other Company	Ultracab (India) Limited	Fusion Pumps Private Limited	N.A.
Chairmanship and Membership in other Company	Member of Nomination and Remuneration Committee and Stakeholders Relationship Committee in Ultracab (India) Limited	N.A.	N.A.
No. of Share held	2,74,000 Shares	3,15,000 Shares	0