

Dear Members,

You are cordially invited to attend the 3<sup>rd</sup> Annual General Meeting of the Members of Jigar Cables Limited (“the Company”) to be held on Saturday, September 28, 2019 at 02:00 P.M. (IST) at Plot No.164/14 & 15, Jamwadi G.I.D.C., Gondal, Rajkot – 360 311 GJ IN.

The notice of the meeting containing the business to be transacted is enclosed herewith.

Very Truly Yours,

Sd/-

Vijay G. Shingala

Chairman and Managing Director

Enclosure:

1. Notice of 3<sup>rd</sup> Annual General Meeting
2. Attendance Slip
3. Proxy Form
4. Route Map

## Notice of Third Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE THIRD (3<sup>RD</sup>) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF JIGAR CABLES LIMITED ("THE COMPANY"), WILL BE HELD ON SATURDAY, SEPTEMBER 28, 2019 AT 02:00 P.M. (IST) AT PLOT NO.164/14 & 15, JAMWADI G.I.D.C, GONDAL, RAJKOT – 360 311 GJ IN:

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To the Members of Jigar Cables Limited

### Ordinary Business (es):

1. To consider and adopt (a) the audited financial statement (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

a) "RESOLVED THAT the audited financial statement of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

b) "RESOLVED THAT the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To confirm and declare final dividend on equity shares for the Financial Year ended March 31, 2019 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of 0.20 (Twenty Paise only) per equity share of 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the Financial Year ended March 31, 2019 to those members whose name appears on the Company's register of members as on the close of business hours on September 20, 2019."

3. To decide about the appointment of Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, Section 142, 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, the appointment of M/s. M. N. MANVAR & CO. (Firm Registration No. 10604W), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting of the Company till the conclusion of the next Annual General Meeting to be held in the year 2020, on a remuneration as may be agreed upon by the Director and the Auditors, be and is hereby approved, confirmed and ratified."

4. **To appoint Mrs. Vaishali Vijay Shingala (DIN: 07662204), who retires by rotation as a Director and being eligible, offers herself for reappointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Vaishali Vijay Shingala (DIN: 07662204) who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**Special Business (es):**

5. **To appoint Mrs. Shardaben Bhalala (DIN: 08467162) as an Non Executive (Independent) Director 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 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 Mrs. Shardaben Bhalala (DIN: 08467162), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she 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 a Non Executive Independent Director of the Company for a period of 5 years from the conclusion of this Annual General Meeting and shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Mrs. Shardaben Bhalala (DIN: 08467162), Independent Director be and also hereby appointed as an Independent Director for the reconstitution of the Nomination and Remuneration Committee (Chairperson) and Stakeholders Relationship Committee (Member) formed under the Companies Act, 2013 and the provisions made there under.”

**“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.”

6. **Transactions with Related parties under section 188 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts and/or agreements with parties as detailed in table forming part of the explanatory statements annexed to the notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the Company, or its subsidiary or associated Company or any other transactions of whatever nature for a period of Five Years.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the transaction, to increase the value of the transactions (up 10%) and to finalise the terms and conditions including the period of transactions and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary, proper, desirable or expedient and to execute all such documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**7. To approve the payment of managerial remuneration made to Mr, Vijay G. Shingala, Chairman Managing Director of the Company for the Financial Year 2018-19 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197 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, the approval of the Members be and is hereby accorded for the payment of managerial remuneration made to Mr. Vijay G. Shingala, Chairman and Managing Director of the Company, total amounting to Rs. 6,70,825/- (Rupees Six Lakhs Seventy Thousand Eight Hundred and Twenty Five only) for the Financial Year 2018-19.”

**“RESOLVED FURTHER THAT** all Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

**8. To approve the payment of managerial remuneration made to Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company for the Financial Year 2018-19 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 197 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, the approval of the Members be and is hereby accorded for the payment of managerial remuneration made to Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company, total amounting to Rs. 6,70,825/- (Rupees Six Lakhs Seventy Thousand Eight Hundred and Twenty Five only) for the Financial Year 2018-19 .”

**“RESOLVED FURTHER THAT** all Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

**9. To revise the managerial remuneration of Managing Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Article of Association of the Company read with Section 196, Section 197 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 pursuant to recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to revise 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 (in case of profit) or Schedule V (in case of no profit or inadequate profit)

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. Vijay G. Shingala - (DIN: 07662235) Managing Director	Upto a Maximum of Rs. 15,00,000/- p.a. and commission on net profit or any such revision made from time to time by the board/members

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act, the revised remuneration of Mr. Vijay G. Shingala, Managing Director is hereby confirmed that it is well within the prescribed limit mentioned in the said Section.

**“RESOLVED FURTHER THAT** all Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

**10. To revise the managerial remuneration of Whole-time Director and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Article of Association of the Company read with Section 196, Section 197 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 pursuant to recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to revise 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 (in case of profit) or Schedule V (in case of no profit or inadequate profit) 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. Parshottambhai L. Vaghasiya - (DIN: 07662195) Whole-time Director	Upto a Maximum of Rs. 15,00,000/- p.a. and commission on net profit or any such revision made from time to time by the board/members

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act, the revised remuneration of Mr. Parshottambhai L. Vaghasiya, Whole-time Director is hereby confirmed that it is well within the prescribed limit mentioned in the said Section.

**“RESOLVED FURTHER THAT** all Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

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

**Sd/-  
Vijay Gopabhai 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 ANNUAL 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 Annual General Meeting.
3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual 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 in respect of Director proposed for appointment/re-appointment at the meeting are annexed hereto.
6. With effect from April 01, 2014, inter alia, provisions of Section 149 of the Companies Act, 2013 has been brought into force. In terms of the said section read with Section 152(6) of the Act, the provisions of retirement by rotation are not applicable to the Independent Directors.
7. The Register of Members and Share Transfer Books will remain closed from Monday, September 23, 2019 to Saturday, September 28, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
8. The Board has fixed the 21 September, 2019 as a cut off date for determining the eligibility of the members who to vote at the ensuing Annual General Meeting.
9. Final Dividend on Equity Shares when sanctioned will be made payable to those shareholders whose names stand on the Company's Register of Members on September 21, 2019. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership furnished by the depositories for this purpose. Final Dividend on equity shares, if declared at the meeting will be paid/dispatched within 30 days.
10. E-voting: As per the notification issued by March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014 and as per Secretarial Standard 2, Companies covered under Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is not required to provide the facility to vote by electronic means which is now considered as Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Last amended on July 29, 2019]. Our Company is covered under Chapter XB since it is listed on SME Platform of BSE SME.
11. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
12. Members are requested to intimate their current Email IDs and address for correspondence and quicker response to their queries.
13. The Notice of AGM along with Annual Report for the year 2018-19 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 AGM along with Annual Report is being sent to those Members who have not registered their E-mail address with the Company or Depository Participant(s).
14. Members are requested to support the Green Initiative by registering/updating their email addresses, with their Depository Participant(s).
15. 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 Annual 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.

16. The Annual Report of the Company and notice of Annual general meeting for the Financial Year 2018-19 are also uploaded on the Company's website [www.sigmacab.com](http://www.sigmacab.com) in the 'Investor' Section.
17. 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 Gopabhai Shingala  
Chairman and Managing Director  
(DIN: 07662235)**

**Place: Gondal**

**Date: August 20, 2019**

**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 business mentioned in the Notice;

**Item No. 5: To appoint Mrs. Shardaben Bhalala (DIN: 08467162) 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. Mrs. Shardaben Bhalala (DIN: 08467162), as an Additional Director (Non – executive, Independent) of the Company to fill the casual vacancy arose due to sudden and unexpected death of Mr. Bipinbhai Vora with effect from May 30, 2019.

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.

Mrs. Shardaben Bhalala aged 61 years, residing at AMRUT, Sharda School Street, Narayan Main Road, Gondal, Rajkot – 360 311 GJ IN is proposed to be appointed as an Independent Director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 to hold office for a period of five consecutive years with effect from the conclusion of this Annual General Meeting.

In the opinion of the Board Mrs. Shardaben Bhalala fulfills the conditions prescribed under sub-section (6) of Section 149 and abide the Schedule IV of the Companies Act, 2013 and Rules made there under to be appointed as an Independent Director of the Company and is independent of the Company’s Management.

Mrs. Shardaben Bhalala, an Independent Director, shall also become a member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee formed under the Companies Act, 2013 and Rules framed thereunder.

The Board considers that association with Mrs. Shardaben Bhalala will be of immense benefit to the Company and it would be prudent to appoint Mrs. Shardaben Bhalala as an Independent Director. Accordingly the Board recommends the resolution set out under Item No. 5 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. 6: Transactions with Related parties under section 188 of the Companies Act, 2013:**

The Company is inter-alia, engaged in the business of manufacturing Wires and Cables. The Company in the ordinary course of its business, as Selling/buying products from below mentioned is a ‘Related Party’ within the meaning of Section 2(76) of the Act. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations) provides for obtaining approval of the Shareholders for entering into material related party transactions as provided therein. Further, in terms of the provisions of Section 188 (1) of the Companies Act, 2013 read with Rules framed thereunder, for entering into related party transactions where the



transaction value exceed the thresholds prescribed, prior approval of the Members by way of Ordinary Resolution is required.

Accordingly, in the terms of the provisions of the SEBI Regulations and the Companies Act, 2013 approval of the Shareholders of the Company is being sought by way of an Ordinary Resolution set out at Item No. 6 of this Notice.

The particulars of the material contracts/arrangements/transactions at arm's length basis with related parties and consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into contracts and/or agreements given in following table:

Name(s) of the related party	Jigar Polymers Limited (subsidiary of Jigar Cables Limited)	Ultracab Limited (India)	Ultracab Tradelink
Name of Director(s) or KMP who is/are related	Mr. Vijay Shingala, Managing Director and Mr. Parsottambhai Vahgasiya, WTD are Directors in this Company	Mr. Nitesh Vaghasiya (Son of Parsottambhai Vahgasiya, WTD), is Managing Director in this Company	Mr. Arvind Vaghasiya (Son of Parsottambhai Vahgasiya, WTD), is Partner in this Firm
Nature of Relationship	Buyers, Sellers & Traders		
Nature of contracts/ arrangements/ transactions	Selling, Transfer or Receipt of Products, materials (including raw material and semi finished material), services or other obligations		
Material terms of the contracts/arrangements/ transactions	To be determined on an arm's length basis		
Duration of the contracts / arrangements/transactions	Up to March 31, 2024		
Salient terms of the contracts or arrangements or transactions including the value, if any	25 Cr. Per Financial Year	25 Cr. Per Financial Year	10 Cr. Per Financial Year
Are the transactions in the ordinary course of business	Yes		
Are the transactions on an arm's length basis	Yes		
Date(s) of approval by the Audit Committee: Board Meeting:	August 05, 2019 August 20, 2019		
Amount paid as advances, if any	The contract on continuations basis and Company will take or give advance as per market situation.		
Any other information relevant or important for the members to make a decision on the proposed transactions	None		

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. 7 To approve the payment of managerial remuneration made to Mr. Vijay G. Shingala, Chairman and Managing Director of the Company for the Financial Year 2018-19:**

The Board of Directors proposes for the payment of remuneration to Mr. Vijay G. Shingala, Chairman and Managing Director of the Company, Rs. 6,70,825 (Rupees Six Lakhs Seventy Thousand Eight Twenty Five only) is in excess of the limit set out under the provisions of the Companies Act, 2013.

Further, pursuant to the provisions of Sections 117(3), 197, 201, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 7 of the Notice.

Except Mr, Vijay G. Shingala and (his spouse Mrs. Vaishali Vijay Shingala – Director), Chairman and Managing Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 7 of the notice.

**Item No. 8 To approve the payment of managerial remuneration made to Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company for the Financial Year 2018-19:**

The Board of Directors proposes for the payment of remuneration to Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company, Rs. 6,70,825 (Rupees Six Lakhs Seventy Thousand Eight Twenty Five only) is in excess of the limit set out under the provisions of the Companies Act, 2013.

Further, pursuant to the provisions of Sections 117(3), 197, 201, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 8 of the Notice.

Except Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 8 of the notice.

**Item No. 9 To revise the managerial remuneration of Managing Director:**

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, provided that the same has been approved by the members of the Company by way of special resolution.

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. Vijay G. Shingala - (DIN: 07662235) Managing Director	Upto a Maximum of Rs. 15,00,000/- p.a. and commission on net profit or any such revision made from time to time by the board/members

So from Financial Year 2019-20, total managerial remuneration may exceed the limit given in section 197 in case profit or schedule V in case of inadequate profit or no profit. But the total managerial remuneration shall not exceed the limit specified by the members from time to time.

Particulars required under the schedule V is given as under for appointment Mr. Vijay Gopalbhai Shingala (DIN: 07662235) 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: February 07, 2017.
- 4) Financial performance: Turnover of the Company during the Financial Year 2018-19 is Rs. 20,18,75,120/-.
- 5) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

- 1) Background details: Mr. Vijay Gopalbhai Shingala (DIN: 07662235) is appointed as Director of the Company since incorporation i.e. February 07, 2019. He is also one of the founders of the business; he has contributed his knowledge, experience and his valuable assets at the same level for creating the business of the Company.
- 2) Past remuneration: Rs. 6,00,000/- P.A.
- 3) Recognition or awards: N.A.
- 4) Job profile and his suitability: Mr. Vijay Gopalbhai Shingala is 34-year-old and has completed his B.E. Chemical course from Saurashtra University. He has a very deep knowledge about cable business and other relevant activity related to the same business.
- 5) Remuneration proposed: Rs. 15,00,000/- 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 being in it's initial stage, It'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: The Management expecting 20 % increase in productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Vijay G. Shingala and (his spouse Mrs. Vaishali Vijay Shingala – Director) to the extent of their shareholding in the Company.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 9 of the Notice.

**Item No. 10 To revise the managerial remuneration of Whole-time Director:**

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, provided that the same has been approved by the members of the Company by way of special resolution.

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. Parshottambhai L. Vaghasiya - (DIN: 07662195) Whole-time Director	Upto a Maximum of Rs. 15,00,000/- p.a. and commission on net profit or any such revision made from time to time by the board/members

So from Financial Year 2019-20, total managerial remuneration may exceed the limit given in section 197 in case profit or schedule V in case of inadequate profit or no profit. But the total managerial remuneration shall not exceed the limit specified by the members from time to time.

Particulars required under the schedule V is given as under for appointment Mr. Vijay Gopalbhai Shingala (DIN: 07662235) as Managing Director of the Company;

I. 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: February 07, 2017.
- 9) Financial performance: Turnover of the Company during the Financial Year 2018-19 is Rs. 20,18,75,120/-
- 10) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

- 8) Background details: Mr. Parshottambhai Laljibhai Vaghasiya (DIN: 07662195) is appointed as Director of the company since incorporation i.e. 07.02.2017. He is also one of the founders of the business; he has contributed his knowledge, experience and his valuable assets at the same level for creating the business of the Company.
- 9) Past remuneration: Rs. 6,00,000/- P.A.
- 10) Recognition or awards: N.A.
- 11) Job profile and his suitability: Mr. Parshottambhai Laljibhai Vaghasiya (DIN: 07662195) is 71-year-old and has done his education from Devla High School. He has a very good knowledge about cable business and he has a very good business strategic knowledge and also having risk taking ability.
- 12) Remuneration proposed: Rs. 15,00,000/- 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.

III. 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 being in it's initial stage, It's Management are trying their best to achieve the great heights of success in the upcoming years.
- 6) Expected increase in productivity and profits in measurable terms: The Management expecting 20 % increase in productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. Parshottambhai L. Vaghasiya to the extent of their shareholding in the Company.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 10 of the Notice.

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

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

**Place: Gondal**

**Date: August 20, 2019**

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

**Item No. 4: Appointment of Mrs. Vaishali Vijay Shingala**

In terms of Section 152(6) of the Companies Act, 2013, Mrs. Vaishali Vijay Shingala (DIN: 07662204) shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment. Mrs. Vaishali Vijay Shingala was appointed as a Director of the Company since incorporation of the Company.

Mrs. Vaishali Vijay Shingala (DIN: 07662204), Aged 32 Years is a Promoter of the Company. She completed her Home Science Course from Saurashtra University. From March 15, 2017 she is designated as Woman Director of the Company as decided by the Board of Directors at their meeting held on February 21, 2017. The Company getting huge benefit by her presence as a Director of the Company.

Further Details of Director is given as under:

<b>Particulars</b>	<b>Information</b>
Full Name	Mrs. Vaishali Vijay Shingala
DIN Number	07662204
Date of Birth	16/09/1986
Date of Previous Appointment if Any	07/02/2017
Expertise Area	All over Management
Directorship in Other Company	Jigar Polymers Limited
Member in Committee	Member of Nomination and Remuneration Committee of Jigar Cables Limited
No. of Share held	5,000 shares of Jigar Cables Limited

**ATTENDANCE SLIP**

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

I hereby record my/our presence at the Annual General Meeting of the Company on Saturday, September 28, 2019 at 02:00 P.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 receive, consider and adopt the Audited Financial Statements for the Financial Year ending on March 31, 2019			
2.	To confirm and declare final dividend on equity shares for the Financial Year ended March 31, 2019			
3.	To decide about the appointment of Statutory Auditors and fix their remuneration			
4.	To re-appoint Mrs. Vaishali Vijay Shingala (DIN: 07662204)			
5.	To appoint Mrs. Shardaben Bhalala (DIN: 08467162) as an Non Executive (Independent) Director			
6.	Transactions with Related parties under section 188 of the Companies Act, 2013			
7.	To approve the payment of managerial remuneration made to Mr. Vijay G. Shingala, Chairman and Managing Director of the Company			
8.	To approve the payment of managerial remuneration made to Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company			
9.	To revise the managerial remuneration of Managing Director			
10.	To revise the managerial remuneration of Whole-time 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 Annual General Meeting of the Company to be held on Saturday, September 28, 2019 at 02:00 P.M at Plot No.164/14 & 15 Jamwadi, G.I.D.C, Gondal, Rajkot- 360311, GUJARAT (INDIA) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ending on March 31, 2019		
2.	To confirm and declare final dividend on equity shares for the Financial Year ended March 31, 2019		
3.	To decide about the appointment of Statutory Auditors and fix their remuneration		
4.	To re-appoint Mrs. Vaishali Vijay Shingala (DIN: 07662204)		
5.	To appoint Mrs. Shardaben Bhalala (DIN: 08467162) as an Non Executive (Independent) Director		
6.	Transactions with Related parties under section 188 of the Companies Act, 2013		
7.	To approve the payment of managerial remuneration made to Mr. Vijay G. Shingala, Chairman and Managing Director of the Company		
8.	To approve the payment of managerial remuneration made to Mr. Parshottambhai L. Vaghasiya, Whole-time Director of the Company		
9.	To revise the managerial remuneration of Managing Director		
10.	To revise the managerial remuneration of Whole-time Director		

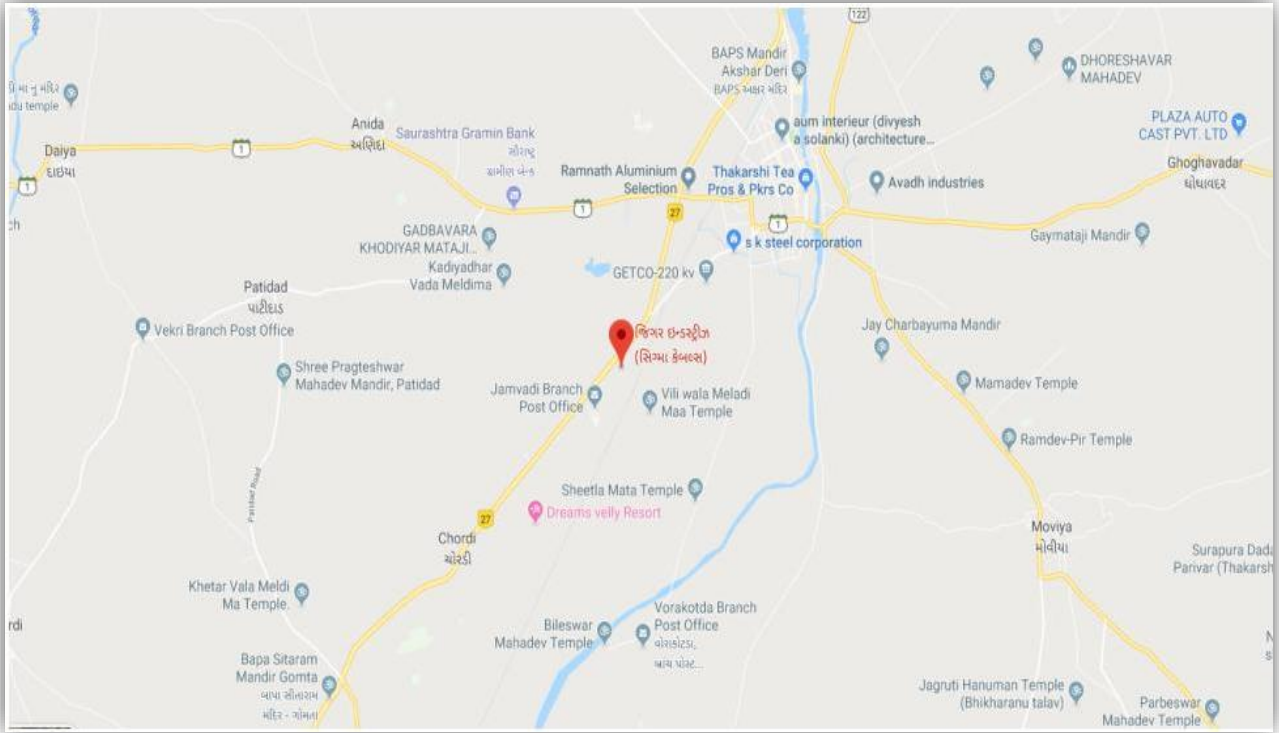
\*\* It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this \_\_\_\_\_ 2019  
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 3<sup>rd</sup> Annual General Meeting**



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