

Notice of Fourth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE THIRD (4TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF JIGAR CABLES LIMITED ("THE COMPANY"), WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 04:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

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, 2020 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, 2020 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, 2020 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, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. 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 2021, on a remuneration as may be agreed upon by the Director and the Auditors, be and is hereby approved, confirmed and ratified."

3. To appoint Mr. Vijay Gopalbhai Shingala (DIN: 07662235), who retires by rotation as a Managing Director and being eligible, offers himself 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, Mr. Vijay Gopalbhai Shingala (DIN: 07662235) who retires by rotation at this meeting be and is hereby appointed as a Managing Director of the Company, liable to retire by rotation."

Special Business (es):

4. 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, Insulted 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, trading of All types of electrical Systems, Electrical Transmission and Distribution Network, all types of electrical pumps, pipes, all types of civil works for EPC turnkey projects."

"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."

5. 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 Annual 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."

6. To make amendment in the Article 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 14 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, Article of Association of the Company be and are hereby altered by adopting the following sub-clause in place of the existing sub-clause (b) of clause 149;

- b) The Managing Director or Managing Directors or Whole-time Director or Whole-time Directors so appointed shall be liable to retire by rotation except otherwise expressly provided in provisions of any contract between him or them and the Company. A Managing Director or Whole-time Director who is appointed as a Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-

time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

“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.”

**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. 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 Annual General Meeting (“AGM” / “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 AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM 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 AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 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. With effect from April 01, 2014, inter alia, provisions of Section 149 of the Act 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.
8. The agenda item no. 4 and 5 mentioned under the head of special businesses was proposed to be passed at the Extra-Ordinary General Meeting (EGM) of the members which was scheduled to be held on March 26, 2020. However, due to the pandemic of COVID-19, the said meeting was postponed vide letter to Bombay Stock Exchange Limited dated March 25, 2020 till further notice and the Board at their meeting held on July 28, 2020 decided to cancel that EGM and club the agenda items of the said meeting to the AGM of the Company.
9. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of the AGM.

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10. The Board has fixed September 22, 2020 as a cut off date for determining the eligibility of the members who to vote at the ensuing AGM.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. 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 AGM 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 AGM ("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 AGM may also attend the AGM 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 Friday, September 25, 2020 (09:00 A.M.) and ends on Monday, September 28, 2020 (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 September 22, 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 holdshares 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 user 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 to 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, 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:
 - 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.
 - d) 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?

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.

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 _____ <Please mention the e-mail ID of Scrutinizer> 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

13. **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

14. **The Instructions for Members for E-Voting on the Day of the AGM are as under:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

15. Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM 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.
16. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting by sending an email to the Company Secretary at cs@sigmacab.com
 17. Members are requested to intimate their current Email IDs and address for correspondence and quicker response to their queries.
 18. 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.
 19. 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.
 20. 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.
 21. Members are requested to support the Green Initiative by registering/updating their email addresses, with their Depository Participant(s).
 22. All the registers and other documents maintained under the Companies Act, 2013 and other laws will be available for inspection in electronic mode by sending an email to the Company Secretary at cs@sigmacab.com
 23. The Annual Report of the Company and notice of Annual general meeting for the Financial Year 2019-20 are 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: September 04, 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 business 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 Act, 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, Insulted 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, Insulted 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, trading of All types of electrical Systems, Electrical Transmission and Distribution Network, all types of electrical pumps, pipes, all types of civil works for EPC turnkey projects.

The same agenda was put for approval at the Extra-Ordinary General Meeting which was scheduled to be held on March 26, 2020. But the same was cancelled by the Board at their meeting dated July 28, 2020 due to the pandemic of COVID-19 is now put for the members' approval at this AGM.

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 4 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 Act and Rules made there under read with Schedule IV to the Act, 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 at the Extra-ordinary General Meeting which was scheduled to be held on March 26, 2020 and the further the Board at their meeting dated July 28, 2020 decided to cancelled the said meeting due to the pandemic of COVID-19 is now put for the approval of shareholders at the ensuing AGM as a special business.

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 SEBI 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 SEBI 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. 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. 3: To make amendment in the Article of Association (AoA):

The Sub Clause (b) of Clause 149 of the Article of Association of the Company related to the Managing and Whole-time Director has been amended as follows:

b) The Managing Director or Managing Directors or Whole-time Director or Whole-time Directors so appointed shall be liable to retire by rotation except otherwise expressly provided in provisions of any contract between him or them and the Company. A Managing Director or Whole-time Director who is appointed as a Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.

Accordingly it is proposed to alter the existing clause by amending with the new clause mentioned above. In terms of Section 14 of the Act, alteration or substitution of the AoA requires approval of the members by way of Special Resolution. Accordingly the resolution set out in item no. 6 of the notice of this AGM is proposed for the approval of the members by way of Special Resolution.

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 6 for approval of the Members.

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

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

Place: Gondal

Date: September 04, 2020

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. 3: Appointment of Mr. Vijay Gopalbhai Shingala (DIN: 07662235)

In terms of Section 152(6) of the Companies Act, 2013, Mr. Vijay Gopalbhai Shingala (DIN: 07662235) shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. Mr. Vijay Gopalbhai Shingala was appointed as a Managing Director of the Company.

Mr. Vijay Gopalbhai Shingala, Aged 35 Years is a Promoter of the Company. He is a Bachelor of Engineering (Chemical) by qualification. He is having a vast and detailed experience of Wires and Cables industry. The Company getting huge benefit by his presence as a Managing Director of the Company.

Further Details of Director is given as under:

| Particulars | Information |
|--|---|
| Full Name | Mr. Vijay Gopalbhai Shingala |
| DIN Number | 07662235 |
| Date of Birth | 30/10/1984 |
| Date of Previous Appointment if Any | 07/02/2017 |
| Expertise Area | All over Management |
| Relationship between Director Inter-se | He is one of the Promoters of the Company |
| Directorship in Other Company | Jigar Polymers Limited |
| Member in Committee | Member of Audit Committee of Jigar Cables Limited |
| No. of Share held | 11,60,000 shares of Jigar Cables Limited |

Item No. 5: 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. |
| Member in Committee | N.A. |
| No. of Share held | Nil |