



WIRES & CABLES

**JIGAR CABLES LIMITED**

Registered Office: Plot No.164/14 & 15 Jamwadi G.I.D.C Gondal 360311, Gujarat,  
Phone: 02825-221422, Email: [info@sigmacab.com](mailto:info@sigmacab.com), CIN: L28999GJ2017PLC095651  
Web: [www.sigmacab.com](http://www.sigmacab.com)

## Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

VOTING STARTS ON	VOTING ENDS ON
Friday, December 22, 2023, from 9.00 A.M. (IST)	Saturday, January 20, 2024 at 5.00 P.M. (IST)

### To the Members of Jigar Cables Limited

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Ordinary or Special Resolution as requisite by way of postal ballot only by voting through electronic means ('remote e-Voting').

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Jigar Cables Limited ('the Company'), Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the Bigshare i-Vote E-Voting System of Bigshare Services Pvt Ltd ('Bigshare') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at [www.sigmacab.com](http://www.sigmacab.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), on which the equity shares of the Company are listed and on the website of Bigshare at <https://ivote.bigshareonline.com>.

The remote e-Voting period commences on Friday, December 22, 2023, from 9.00 a.m. (IST) and ends on Saturday, January 20, 2024 at 5.00 p.m. (IST). The e-Voting module shall be disabled by Bigshare thereafter. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The instructions for remote e-Voting form part of the 'Notes' section to the Notice.

The Board of Directors of your company at its meeting held on Friday, December 15, 2023 had appointed Mr. Piyush Jethva, Company Secretary in practice, Rajkot as Scrutinizer to conduct the postal ballot process, through remote e-voting, in a fair and transparent manner. After completion of e-Voting process, the Scrutinizer will submit her report to the Chairman of the Company or to any person authorized by the chairman, upon completion of the scrutiny of the votes cast through remote e-voting.

The voting results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.sigmacab.com](http://www.sigmacab.com) and also on the website of stock exchange [www.bseindia.com](http://www.bseindia.com).

The resolutions, if passed by the requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Saturday, January 20, 2024.

## **SPECIAL BUSINESS**

- 1. To Re-appoint Mrs. Sangitaben 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. Sangitaben 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 further designated as Chairperson Cum Managing Director at the Extra-Ordinary General Meeting held on January 02, 2021, being eligible and offered herself for re-appointment and in respect of whom the recommendation has also received from Nomination and Remuneration Committee, and in accordance with the provision of Section 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 re-appoint Mrs. Sangitaben Niteshbhai Vaghasiya (DIN: 06910845) as a Chairperson cum Managing Director of the Company for a period of 3 years w.e.f. January 02, 2024 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. Sangitaben 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 Re-appoint Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) as a 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 further designated as a Whole-Time Director at the Extra-Ordinary General Meeting held on January 02, 2021, being eligible, offer himself for re-appointment and in respect of whom the recommendation has also received from Nomination and Remuneration Committee, and pursuant to provision of Section 196 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including any statutory modification or re-enactment(s) thereof, for the time being in force be and is hereby re-appointed as a Whole-time Director of the Company for a period of 3 years w.e.f. January 02, 2024 and 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 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 Approve the Managerial Remuneration of Mrs. Sangitaben 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. Sangitaben 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. Sangitaben 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. Sangitaben 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.”

**4. To Approve the Managerial 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 Parshottambhai 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.”

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

**Sd/-  
Mrs. Sangitaben N. Vaghasiya  
Chairperson & Managing Director  
[DIN: 06910845]**

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolutions and the additional information pursuant to Regulation 36(3) of SEBI Listing Regulations in respect of Director proposed for appointment/re-appointment are annexed hereto.
2. In accordance with the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), this Postal Ballot Notice is being sent only by electronic mode to those members whose names appears in the Register of Members/ List of Beneficial Owners as on Friday, December 15, 2023 (“Cut-Off Date”) received from the Depositories and whose e-mail address are registered with the Company/Depositories. A copy of this Postal Ballot Notice will also be available on the website of the Company ([www.sigmacab.com](http://www.sigmacab.com)), website of the Stock Exchange ([www.bseindia.com](http://www.bseindia.com)) and website of the Bigshare at <https://ivote.bigshareonline.com>
3. In accordance with the General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), the physical copies of Postal Ballot Notice, along with Postal Ballot Forms and pre-paid business envelope, are not being sent to any members. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-Voting.
4. Members who have not registered their email address are requested to register the same with the Company or Depository Participant(s) for sending future communications in electronic mode.
5. The Board has fixed Friday, December 15, 2023 as a cut off date for determining the eligibility of the members who shall be entitled to cast their votes through remote evoting facility.
6. 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.
7. The voting results on the resolutions as set out in this notice shall be available within two working days after the last date for e-voting shall be intimated to the Stock Exchange ([www.bseindia.com](http://www.bseindia.com)) and also available on the website of the company ([www.sigmacab.com](http://www.sigmacab.com)).
8. Resolution passed by the Members through postal ballot is deemed to be passed on the last date specified for e-voting i.e. Saturday, January 20, 2024.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

- i. The voting period begins on Friday, December 22, 2023 at IST 09:00 A.M. and ends on Saturday, January 20, 2024 at IST 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, December 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://https://ivote.bigshareonline.com/">https://https://ivote.bigshareonline.com/</a> either on a Personal Computer or on a mobile. Once the</li> </ol>

	home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.  
**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful log in, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
  - Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
  - Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.  
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

- Any query/grievances relating to the postal ballot process may be addressed to CS Priyanka Marvania, Company Secretary and Compliance Officer of the company through email at [cs@sigmacab.com](mailto:cs@sigmacab.com).
- 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](mailto:cs@sigmacab.com) and at the registered office of the Company during normal business hours on all working days (i.e. except Wednesday and public holidays) between 11:00 A.M. to 06:00 P.M. up to the last date for voting i.e. Saturday, January 20, 2023.

**Place: Gondal**  
**Date: December 15, 2023**

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

**Sd/-**  
**Mrs. Sangitaben N. Vaghasiya**  
**Chairperson & Managing Director**  
**[DIN: 06910845]**



**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 Re-appoint Mrs. Sangitaben 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. Sangitaben 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 and further she was regularized and designated as a Chairperson cum Managing Director at the Extra-Ordinary General Meeting of the members held at January 02, 2021 for a period of 3 years from the conclusion of the said meeting.

On recommendation of Nomination and Remuneration Committee the Board has decided to recommend the re-appointment of Mrs. Sangitaben Niteshbhai Vaghasiya as a Chairperson cum Managing Director subject to the approval of members of the Company. The term of her re-appointment as Chairman cum Managing Director will be for a period of 3 years w.e.f. January 02, 2024 and further she is not liable to retire by rotation.

Mrs. Sangitaben Niteshbhai Vaghasiya is a Diploma in Auto Mobile Engineering and has expertise over more than 14 years in the specific functional area.

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 Lakh) 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. 3 of the Notice). She shall be entitled to the reimbursement of the expenses incurred by her on behalf of Company.

The relatives of Mrs. Sangitaben N. Vaghasiya, if any, may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding in the Company.

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 Re-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 and further he was regularized and designated as a Whole-Time Director at the Extra-Ordinary General Meeting of the members held at January 02, 2021 for a period of 3 years from the conclusion of the said meeting.

Further, on recommendation of the Nomination and Remuneration Committee, Board has decided to recommend his re-appointment Mr. Ramnik Parshottambhai Vaghasiya as a whole time Director subject to the approval of members of the Company. The term of his re-appointment as a Whole time Director will be for a period of 3 years with effect from January 02, 2024 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 Lakh) 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. 4 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.

The relatives of Mr. Ramnik Parshotambhai Vaghasiya, if any, may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding in the Company.

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.

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

**Item No. 3: To Approve the managerial remuneration of Mrs. Sangitaben 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 her appointment.

Name and Designation	Maximum Remuneration Payable for any Financial Year
Mrs. Sangitaben Niteshbhai Vaghasiya (DIN: 06910845) Managing Director	up to maximum of Rs. 12,00,000 (Rupees Twelve Lakh) 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. Sangitaben 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 re-appointment Mrs. Sangitaben 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 2022-23 is Rs. 27,26,39,383/-.
- 5) Foreign investments or collaborations, if any: N.A.

II. Information about the appointee:

- 1) Background details: Mrs. Sangitaben N. Vaghasiya (DIN: 06910845) is appointed as an Additional Director of the Company w.e.f. December 03, 2020 and Chairperson Cum Managing Director w.e.f. January 02, 2021. She is Diploma in Auto Mobile Engineering by qualification.
- 2) Past remuneration: Rs. 12,00,000 (Rupees Twelve Lakh) per annum
- 3) Recognition or awards: N.A.
- 4) Job profile and his suitability: Mrs. Sangitaben N. Vaghasiya served as a Director of Ultracab (India) Limited. In view of her enriched experience, appreciable contribution and enlarged leadership, the Board proposes his re-appointment as a Managing Director.
- 5) Remuneration proposed: Up to Rs. 12,00,000 (Rupees Twelve Lakh) per annum
- 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.

The relatives of Mrs. Sangitaben N. Vaghasiya may be deemed to be interested in the resolution set out at Item No. 3 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. 3 of the Notice.

**Item No. 4 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 re-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 2022-23 is Rs. 27,26,39,383/-.
- 10) Foreign investments or collaborations, if any: N.A.

V. Information about the appointee:

- 1) Background details: Mr. Ramnik Parshotambhai Vaghasiya (DIN: 06965718) is appointed as an Additional Director of the Company w.e.f. December 03, 2020 and Whole-Time Director w.e.f. January 02, 2021. He is Diploma in Mechanical Engineering by qualification.
- 2) Past remuneration: Rs. 12,00,000 (Rupees Twelve Lakh) per annum
- 3) Recognition or awards: N.A.
- 4) Job profile and his suitability: Mr. Ramnik Parshotambhai Vaghasiya was the Director of Fusion Pumps Private Limited. To avail the advantage of his experience, appreciable contribution and enlarged leadership, the Board proposes his appointment as a Whole-time 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.

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.
- 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.

The relatives of Mr. Ramnik P. 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.

**Place: Gondal**  
**Date: December 15, 2023**

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

**Sd/-**  
**Mrs. Sangitaben N. Vaghasiya**  
**Chairperson & Managing Director**  
**[DIN: 06910845]**

**Details of the Directors seeking appointment/re-appointments as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015**

Particulars	Information	
Full Name	Sangitaben Niteshbhai Vaghasiya	Ramnik Parshotambhai Vaghasiya
DIN Number	06910845	06965718
Date of Birth	01/11/1972	01/07/1978
Age	51 Years	45 Years
Nature of Appointment	Re-appointment as a Chairperson cum Managing Director	Re-appointment as a Whole-time Director
Date of Previous Appointment, if Any	Appointed as Chairperson cum Managing Director w.e.f. January 02, 2021 (Additional Director w.e.f. December 03, 2020)	Appointed as a Whole-Time Director w.e.f. January 02, 2021 (Additional Director w.e.f. December 03, 2020)
Qualification	Diploma in Auto Mobile Engineering	Diploma in Mechanical Engineering
Expertise Area	Experience of more than 17 years in specific functional area	Experience of more than 17 years in the field of trading and business
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
Directorship in Other Company	N.A.	N.A.
Chairmanship and Membership in other Company	N.A.	N.A.
No. of Share held	2,74,000 Shares	3,15,000 Shares