



RELICAB CABLE MANUFACTURING LIMITED

57/1, (4-B) Benslore Industrial Estate, Village Dunetha, Nani Daman, Daman – 396 210
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Website: www.relicab.net, CIN: L27201DD2009PLC004670

POSAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members of the Company.

Notice is hereby given, pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 39/2020 dated 31st December, 2020 ('MCA Circulars'), in relation to passing of ordinary and special resolutions by companies under the Companies Act, 2013 through electronic voting (remote e-voting).

The proposed Special Resolution and explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars and due to pandemic of COVID-19 (Corona-virus) and extended lockdown, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company, at its meeting held on January 19, 2021 has appointed M/s Shah Patel & Associates, Mr. Swapneel Patel (Membership No. 41106 and Certificate of Practice No. 15628), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. In the event the resolution as set out in the notice is assented by the requisite majority by means of remote e-voting, they shall be deemed to have been passed as Special Resolutions by way of Postal Ballot / e-voting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed remote e-voting process.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on February 26th, 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the voting conducted through the remote e-voting process would be announced by the Chairman or Company Secretary of the Company on the website of the Company (www.relicab.net) and communicated to the stock exchanges on or before February 27th, 2021. The aforesaid result would be displayed on the Stock Exchange (www.bseindia.com) where the shares of the Company are listed and displayed along with the scrutinizer's report on the company's website.

Special Business requiring consent of shareholders:

Item No. 1:

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,10,00,000/- (Rupees Ten Crores Ten Lakhs Only) divided into 1,01,00,000 (One Crore One Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 46,00,000 (Forty Six Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and consequently, the existing Clause V (a) of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V (a):

V “The Authorised Share Capital of the Company is Rs.10,10,00,000/- (Rupees Ten Crores Ten Lakhs Only) consisting of 1,01,00,000 (One Crore One Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.”

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

Item No. 2:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of: (a) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules issued thereunder including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014; (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”); (c) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (d) in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs (“MCA”) and the Stock Exchange; the Listing Agreements entered into by the Company with the BSE Limited (“BSE” / “Stock Exchange”), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the receipt of approvals, consents, permissions and / or sanctions, if any, from any other appropriate statutory / regulatory authorities and such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities while granting any such approvals, consents, permissions, and / or sanctions, or which may be agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any duly constituted Committee of the Board to exercise its powers including the powers conferred by the Resolutions), the approval of the Members of the Company is hereby accorded to create, issue, offer and allot on a preferential basis, up to 4,00,000 (Four Lakhs) Equity Share of face value of Rs. 10 (Rupees Ten) each (“Subscription Shares”), at a minimum floor price of Rs. 42/- (Rupees Forty-Two Only) per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the

Proposed Allottee as mentioned below. (hereinafter referred to as the “Proposed Allottee”) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No	Names of the Proposed Allottee	No. of Equity Shares proposed to be allotted	Category	QIB
1.	Mukesh Commercial Pvt. Ltd	4,00,000	Body Corporate	No

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date” for the determination of the issue price is 27th January, 2021.

RESOLVED FURTHER THAT the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Allottee shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- b) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottee.
- c) The Subscription Shares to be allotted to the respective Allottee shall be locked-in for such period as prescribed under the ICDR Regulations.
- d) The Subscription Shares shall be allotted within a period of 15 (fifteen) days from the date when the Shareholders’ Resolution approving this issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- e) Allotment of the Subscription Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Subscription Shares to be created, offered, issued and allotted to the Allottee shall be listed on the Stock Exchange and shall rank pari passu with the existing equity shares of the Company bearing ISIN: INE773T01014, in all respects from the Date of Allotment thereof, and be subject to the requirements of all applicable laws (including with respect to any statutory lock-in) and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Subscription Shares, as it may, in its sole and absolute discretion, deem fit and expedient and to make an offer to the respective Allottee through Private Placement Offer Letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Allottee be recorded in Form PAS-5 for the issue of invitation to subscribe to the Subscription Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Item No. 3:

TO ALTER THE ARTICLE OF ASSOCIATION OF THE COMPANY

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

RESOLVED THAT pursuant to the provision of section 14 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the company be and are hereby altered in the manner set out herein below:

The Existing Article No 40. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

be deleted and replaced with the following article :

40. (i) The company may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Item No. 4:

MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM TO MAIN BOARD OF BSE LIMITED.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company's present listing from BSE SME Segment to Main Board of BSE Limited.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government

authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Segment to Main Board of BSE Limited.

RESOLVED FURTHER THAT Mr. Suhir. H. Shah Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things including without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company.”

By order of Board of Directors,
For **Relicab Cable Manufacturing Limited**

Place: Daman

Date: 19th January, 2021

Sd/-

Mr. Suhir. H. Shah
Chairman & Managing Director
DIN: 01958033

Registered Office:

57/1, (4-B) Benslore Industrial Estate,
Village Dunetha, Nani Daman,
Daman – 396 210

NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
2. This Notice is being sent by electronic mode (via e-mail) to those members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 22nd January , 2021 provided by Link Intime India Private Limited (RTA). Members may note that this Notice is also available on Company's website viz. www.relicab.net. A person who is not a Member on the cut-off date should accordingly treat the Notice as for information purposes only.
3. This Notice is being sent electronically (via e-mail) to all Members whose e-mail addresses are registered with Company's Registrar and Share Transfer Agents ('RTA') or the Depositories.
4. Members whose e-mail addresses are not registered with RTA and the Depositories, are required to provide their email IDs and other necessary details as per below format to the Company or RTA, pursuant to which, any Member may receive on the e-mail ID provided by the Member this Notice and the procedure for remote e-voting:

Name of First Shareholder, Name of Second Shareholder (In case joint shareholder), Permanent Account No. (PAN), Beneficiary Id/Client Id, No. Share held, Email Id, Mobile No., Address.

Note: Kindly provide aforesaid details through email at investor.relicab@gmail.com / enotices@linkintime.co.in

5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and as per MCA circulars the Company is pleased to provide voting by electronic means (“E-Voting”) only to its Members, to enable

them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. Voting rights will be reckoned on the paid-up value of share registered in the names of members on 22nd January, 2021.

6. 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.
7. The Company will issue necessary advertisements in the newspaper/ e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories.
8. The Communication of the assent / dissent to the Special Resolutions proposed in the Notice would take place only through remote e-voting.
9. The voting period will commence on January 28th, 2021, 9:00 AM and will end on February 26th, 2021, 5:00 PM for the Members exercising their vote through electronic voting. The remote e-voting module shall be disabled by National Securities Depository Limited (‘NSDL’) for voting thereafter.
10. The results of the remote e-voting will be declared on February 27th, 2021 by the Scrutinizer and will be furnished to the National Stock Exchange India Limited and will also be uploaded on the Company’s website www.relicab.net.

The instructions for shareholders voting electronically are as under:

- (i) The e-voting period begins on Thursday, January 28th, 2021 at 9:00 am (IST) and ends on Friday, February 26th, 2021 at 5:00 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 of Friday, January 22nd, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter..
- (ii) The shareholders should log on to the e-voting website www.evoting.nsdl.com.
- (iii) Click on Shareholders / Members

How do I 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.

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, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request

at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 1 is mentioned below:

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 swapneel@spassociates.co 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 1020 990(Airtel) and 1800 22 44 30 (MNTL) or send a request at evoting@nsdl.co.in

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 investor.relicab@gmail.com 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 : investor.relicab@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 1

Presently, the Authorized Share Capital of your Company is Rs. 5,50,00,000/- divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Board of Directors have considered it necessary to increase the Authorised Share Capital of the Company which is presently at Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,10,00,000/- (Rupees Ten Crores Ten Lakhs Only) divided into 1,01,00,000 (One Crore One Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 46,00,000 (Forty Six Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. In view of the above, it is necessary to amend Clause V (a) of the Memorandum of Association to increase the Authorised Share Capital from Rs. 5.50 Crores to Rs.10.10 Crores.

The Board recommends the resolution as set out at Item No.1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 2

The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Share. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the working capital requirements and repayment of loans..

Accordingly, The Company proposes to issue up to 4,00,000 (Four Lakh) equity shares (“**Equity Shares**”) of face value of Rs. 10/- (Rupees Ten Only) each at a minimum floor price of Rs. 42/- (Rupees Forty-Two Only) per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Subscription Shares II on preferential basis. The relevant details and other material facts in connection thereto are provided hereunder:

1) The object / purpose of the preferential issue:

The Company is undertaking an issue and allotment of up to 4,00,000 (Four Lakhs) Equity Shares, the proceeds of which will be primarily used to meet the working capital requirements and repayment of loans.

2) The total number of Equity Share or other securities to be issued:

The Board intends to offer, issue and allot up to 4,00,000 (Four Lakhs) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

3) Price of the Preferential Issue:

The Company proposes to offer, issue and allot Subscription Shares at a minimum floor price of Rs. 42/- (Rupees Forty-Two Only) per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

4) Basis on which the price of the Preferential Issue has been arrived at:

The Equity Shares of the Company are listed on the BSE Limited (“BSE”). In accordance with SEBI (ICDR) Regulations, for the purpose of computation of minimum price for equity per equity share, we shall consider the relevant price on BSE. In terms of the applicable provision of ICDR

Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- the average of the weekly high and low of the Volume Weighted Average Price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the Relevant Date; or
- the average of the weekly high and low of the Volume Weighted Average Price of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the Relevant Date; or
- at such other price, calculated in accordance with Regulation 164 and / or Regulation 165 of the ICDR Regulation and applicable laws; or
- Rs. 42/- (Rupees Forty Two) being the floor price as mutually agreed between the parties.

Since the equity shares of the company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the relevant date, it is not required to re-compute the price per Equity Share to be issued and therefore, the company is not required to submit the undertaking specified under the regulation 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulation.

5) Relevant date with reference to which the price has been arrived at:

The Relevant Date as per Regulation 161 of Chapter V of the ICDR Regulations for the determination of the said issue price for the Subscription Shares is 27th January, 2021.

6) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottee as mentioned at point no. 9 below.

7) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the Directors, Key Managerial Personnel or any of their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of Subscription Shares nor do such persons intend to subscribe to the preferential issue of the Subscription Shares.

8) Proposed time for completion of the allotment:

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

9) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee:

Details of the Proposed Allottee:

Sr. No.	Proposed Allottee	Category	No. of Equity Share	Pre-Issue shareholding		Post-Issue shareholding	
				No. of shares	%	No. of shares	%
1.	Mukesh Commercial Pvt Ltd	Body Corporate	4,00,000	NIL		4,00,000	6.89

10) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

11) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

12) Pre and Post Issue Shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group holding				
1	Indian				
	Individual/HUF	29,74,530	55.07	29,74,530	51.27
2	Foreign	-	-	-	-
	Sub Total (A)	29,74,530	55.07	29,74,530	51.27
B	Non Promoters / Public holding				
1	Institutional Investors	-	-	-	-
2	Non Institution				
a	Bodies Corporate				
	Indian	15,24,000	28.21	19,24,000	33.16
b	Individuals				
	Individuals shareholders holding nominal share capital upto Rs. 1 lakh	48,000	0.88	48,000	0.83
	Individuals shareholders holding nominal share capital in excess Rs. 1 lakh	8,01,000	14.82	8,01,000	13.81
c	Others				
	Clearing Members	54,000	1.00	54,000	0.93
	Sub Total (B)	24,27,000	44.93	28,27,000	48.73
	Grand Total (A+B)	54,01,530	100.00	58,01,530	100.00

13) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee —

- i) Gajanand Gupta (Director/Beneficial Owner)
- ii) Vinod Kumar Shah (Director/Beneficial Owner)

14) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

No contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects.

15) Auditors' Certificate:

A Certificate from M/s. Jain Jagawat Kamdar & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the Preferential Issue is being made in accordance with the requirements under the ICDR Regulations shall be made available from the starting date of Postal Ballot / E-voting on the website of the Company at: www.relicab.net.

16) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Promoter & Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 of the ICDR Regulations.

17) Other disclosures

- a) The proposed Allottee have not sold or transferred any equity shares of the Company during the 6 (six) months preceding the Relevant Date;
- b) Report of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is not required for the allotment of Subscription Shares;
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.

18) Undertakings

- a) Neither the Company nor any of its Promoters or Directors is a wilful defaulter;
- b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations;
- c) The equity shares of the Company have been listed for a period of more than twenty six weeks as on the Relevant Date, the provisions of Regulation 164(3) of the ICDR Regulations governing recomputation of the price of shares, shall not be applicable;
- d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment to Promoter & Public Category in terms of the provisions of ICDR Regulations where it is required to do so;
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment to Promoter & Public Category shall continue to be locked-in till the time such amount is paid by them;
- f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations and circulars and notifications issued by the SEBI thereunder.

The consent of the Members is sought for the issue of Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.2 of the accompanying Notice.

None of the Directors, Manager, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions.

ITEM NO. 3

Pursuant to section 14 of the Companies Act, 2013 (Act) the Company can alter its Articles of Association (AOA) by way of a special resolution. The existing AOA of the company authorises company to issue bonus shares only after approval of members. As per provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 a listed company may issue bonus shares without requiring the approval of members subject to certain provisions of the said regulations. Accordingly the board has, subject to approval of members by special resolution, at its meeting held on 19th January, 2021 approved below mentioned alterations in its AOA to enable the Board exercise its powers to issue bonus shares without specific approval of its members in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018.

Changes proposed in the new AOA are as follows:

The Existing Article No 40.	Proposed Article No 40.
40 (i) The company in general meeting may, upon the recommendation of the Board, resolve— (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend	40 (i) The company may, upon the recommendation of the Board, resolve— (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been

and in the same proportions.

entitled thereto, if distributed by way of dividend and in the same proportions.

None of the directors and key managerial personnel and their relatives are in any way, financially or otherwise, interested or concerned in this resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the notice for approval by the members.

ITEM NO. 4

As all the members are aware that the company is listed on the BSE SME, the SME platform of the Bombay Stock Exchange of India (BSE) w.e.f. 22nd March, 2016. By SME listing of Four years and ten month, the Company has gained a good experience in terms of corporate governance practices and board procedures. On the other side business of the Company has also been increased rapidly in export business. The listing of the Company has helped your Company in many aspects like enhanced branding, better transparency and accountability and overall wealth creation of the stakeholders.

As per the regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 an issuer whose specified securities are listed on a SME Platform can migrate to the Main Board after completion of two years of listing on SME platform if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and subject to fulfillment of other Main Board listing conditions.

The Board of Directors vide their meeting held on 19th January, 2021 proposed to migrate from BSE SME Segment to Main Board of BSE Limited as it will enhance participation of retail investors in large numbers and overall market capitalization of the Company may also get increase.

The members are therefore, requested to accord their approval for the purpose of migration of the Company's present listing from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof is or are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company in the resolution set out in item no. 4.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot / E-voting under Section 110 and Section 108 of the Companies Act, 2013 respectively.

Board of Directors of your Company recommends passing resolution set out in item no. 4 of the Notice as Special Resolution.

By order of Board of Directors,
For **Relicab Cable Manufacturing Limited**

Place: Daman

Date: 19th January, 2021

Sd/-

Mr. Suhir H. Shah
Chairman & Managing Director
DIN: 02420617

Registered Office:

57/1, (4-B) Benslore Industrial Estate,
Village Dunetha, Nani Daman,
Daman – 396 210