



Gelatine

C. J. GELATINE PRODUCTS LIMITED

ISO 9001-2015 Certified

FACTORY :
21, NEW INDUSTRIAL AREA,
MANDIDEEP- Pin : 462046
DIST. RAISEN (M.P.) INDIA

TEL.: 07480-423301 (16 Lins)
E-mail : contact@cjgelatineproducts.com
CIN : L24295MH1980PLC023206

CJGELATINE/SE/2024-25

Date: August 27, 2024

To,

The BSE Limited,

Corporate Service Department,

Phiroze Jeejeebhoy Tower,

Dalal Street, Mumbai – 400 001 (M.H.)

Scrip Code: 507515

ISIN: INE557D01015

Subject: Intimation of 44th Annual General Meeting of the Company (AGM),

Sir,

Pursuant to Regulation 30 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the 44th Annual General Meeting of the Company scheduled to be held on **Saturday, September 21, 2024 at 1:00 P.M. (IST)** through Video Conferencing (VC)/other Audio Visual Means (OAVM) in accordance with the General Circular No. 20/2020 dated May 5, 2020 read with General Circular(s) No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 02/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 read with its Master Circular number SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by the Securities and Exchange Board of India granting relaxations from compliance of certain provisions related to calling and convening of AGM.

The copy of the same is also available on the website of the company at [https://www.cjgelatineproducts.com/assets/docs/44th AGM Notice 2023-2024.pdf](https://www.cjgelatineproducts.com/assets/docs/44th%20AGM%20Notice%202023-2024.pdf)

Members holding shares in physical mode may register/update their E-mail Address with the Registrar & Share Transfer Agent of the Company i.e. **M/s Adroit Corporate Services P Limited** as per the instructions mentioned in the Notice of 44th AGM. Members holding shares in Demat mode may register their email address by contacting their respective Depository Participant.

Kindly take the above on your record.

For, **C.J.Gelatine Products Limited**

CS Harman Singh

(Membership No. ACS 25877)

Company Secretary and Compliance Officer

Encl.: As Above

Regt. Office: B-Shop-05, Ground Floor, Plot-237, Azad Nagar, Rahivasi Sangh, Acharya Donde Marg, Sewree(W), Mumbai, MH.-400015 **Website:** www.cjgelatineproducts.com

NOTICE OF 44th ANNUAL GENERAL MEETING

Notice is hereby given that the 44th Annual General Meeting of the Members of **C.J.Gelatine Products Limited having CIN L24295MH1980PLC023206** will be held on Saturday, the 21st day of September, 2024 at 1:00 P.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:**Item No. 01: Adoption of Audited Financial Statements and the Reports of the Board of Directors and Auditor’s thereon**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors’ thereon.

Item No. 02: Appointment of Director in place of Director who retires by Rotation

To appoint a director in place of Mrs. Jasneet Kaur (DIN: 06995139), who retires by rotation and being eligible, offer herself for re-appointment.

Item No. 03: Appoint/Re-appoint Statutory Auditors and fix their remuneration**To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and as recommended by the Audit Committee and the Board of Directors of the Company, M/s S P A R K & Associates Chartered Accountant LLP (ICAI Firm’s Registration 005313C-C400311), be and are hereby appointed as Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of the 44th Annual General Meeting (AGM) till the conclusion of the 49th AGM to be held in the financial year 2029-2030, at a remuneration of Rs. 1,00,000 (Rupees One Lakh only) per annum up to the conclusion of the next AGM (excluding GST/other taxes, as applicable) and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Auditors.

RESOLVED FURTHER THAT, the Board of Directors of the Company, be and is hereby authorised to do all acts, deeds, matters and things as it may be deemed necessary and/or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:**Item No. 04: Consider re-appointment of Mr. Jaspal Singh (DIN: 01406945) as Chairman and Managing Director of the Company and Fix his Remuneration****To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as a Special Resolution:**

“**RESOLVED THAT**, pursuant to Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (amended from time to time) and pursuant to applicable Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and in accordance with provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to re-appoint Mr. Jaspal Singh (DIN: 01406945) as a Chairman and Managing Director of the Company for a period of 3 consecutive years with effect from September 21, 2024 and who shall hold office upto September 20, 2027 and whose period of office is liable to retirement by rotation, on the following terms and conditions as approved by Nomination and Remuneration Committee and Board of Directors at their meeting held on August 12, 2024::

- I. Salary of Rs. 2,50,000/- per month on the scale of pay of Rs. 2,50,000-25,000-3,00,000;
- II. The Company shall provide rent-free residential accommodation, if required or house rent allowance shall be paid to him subject to a maximum of 50% of the salary. Expenditure incurred by the company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962;
- III. Club Fees: Subject to a maximum of two clubs and includes admission;
- IV. The Company shall provide car with driver for the Company’s business and if no car is provided, reimbursement of the conveyance/car expenses shall be made as per actual on the basis of claims submitted by him;
- V. Telephone, Internet & Cell: Free use of telephone, internet at his residence and Cell phone;
- VI. Personal accident and Health insurance premium not exceeding Rs.1,00, 000/- P.A.;
- VII. Reimbursement of actual medical expenses of Director and his family; and
- VIII. Reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT, the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V and that no commission will be paid.

RESOLVED FURTHER THAT, the Board of directors be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this Resolution.”

Item No. 05: Consider re-appointment of Mr. Harman Singh (DIN: 01406962) as Executive Director of the Company and Fix his Remuneration To consider and if thought fit, to pass with or without modification(s) the following resolution(s) as a Special Resolution:

“**RESOLVED THAT**, pursuant to Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (amended from time to time) and pursuant to applicable Regulations of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 and in accordance with provisions of the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to re-appoint Mr. Harman Singh (DIN: 01406962) as an Executive Director of the Company for a period of 3 consecutive years with effect from September 21, 2024 and who shall hold office upto September 20, 2027 and whose period of office is liable to retirement by rotation, on the following terms and conditions as approved by Nomination and Remuneration Committee and Board of Directors at their meeting held on August 12, 2024:

- I. Salary of Rs. 1,00,000/- per month on the scale of pay of Rs. 1,00,000-25,000-1,50,000;
- II. The Company shall provide rent-free residential accommodation, if required or house rent allowance shall be paid to him subject to a maximum of 50% of the salary. Expenditure incurred by the company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962;
- III. Club Fees: Subject to a maximum of two clubs and includes admission;
- IV. The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance/car expenses shall be made as per actual on the basis of claims submitted by him;
- V. Telephone, Internet & Cell: Free use of telephone, internet at his residence and Cell phone;
- VI. Personal accident and Health insurance premium not exceeding Rs.1,00, 000/- P.A.;
- VII. Reimbursement of actual medical expenses of Director and his family; and
- VIII. Reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT, the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V and that no commission will be paid.

RESOLVED FURTHER THAT, the Board of directors be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to this Resolution.”

Place: Mandideep

Date: 12/08/2024

By the Order of the Board

SD/-

Jaspal Singh

(DIN 01406945)

Chairman and Managing Director

Notes:

1. The Explanatory Statement annexed with this notice pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Business(s) given in the Notice of the Annual General Meeting (AGM) and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person(s) seeking appointment / re-appointment as a Director at this Annual General Meeting (AGM) are furnished as **Annexure - 1** to the Notice.
2. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular(s) No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 02/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023, allowed companies whose Annual General Meetings (AGMs) are due in the year 2024, to conduct their AGMs through VC/ OAVM on or before 30th September 2024, in accordance with the requirements laid down in para 3 and 4 of the General Circular No. 20/2020 (MCA Circulars). Accordingly, the Securities and Exchange Board of India (SEBI) has also issued Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 (SEBI Circular) and provided some relaxation to hold AGM in line with the provisions of aforesaid MCA Circulars. Therefore, in compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 44th Annual General Meeting (AGM) of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 44th AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM without the physical presence of members.
3. Pursuant to Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC, in accordance with the Applicable Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the 44th AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In pursuance of Section 113 of the Act, Institutional/ Corporate Shareholders (i.e., other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting.
5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.

7. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
8. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 12:45 P.M. (IST) i.e., 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
9. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis as per MCA Circular. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee of the Board, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI LODR Regulations, the Company is providing facility of remote e-voting to its members holding shares in physical or dematerialised form, as on the **cut-off date**, being **Friday, September 13, 2024**, to exercise their right to vote through electronic means from a place other than the venue of the Meeting on the businesses specified in the accompanying Notice (the "Remote e-voting").
12. The **remote e-voting period begins** on Wednesday, **September 18, 2024** at 09:00 A.M. (IST) and **ends** on Friday, **September 20, 2024** at 05:00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 13, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
13. The Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM.
14. Those Members, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
15. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Friday, September 13, 2024.
16. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
17. The Board of Directors has appointed Mr. Ketan Vyas (Membership No. F12064 and CoP No. 25855), Proprietor of M/s Ketan Vyas & Company, Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
18. 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.
19. 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.
20. 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.
21. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 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: https://eservices.nsdsl.com 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 |

| Type of shareholders | Login Method |
|--|---|
| | <p>page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <C.J.Gelatine Products Limited> on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cjsecretarial@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

22. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 44th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 (Five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cjsecretarial@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 (Five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cjsecretarial@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 44th AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the 44th AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 44th AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

23. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending 44th AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

24. Other information / instructions:

- a. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice

- will be available electronically for inspection by the members upto the date of AGM. Members seeking to inspect such documents can send an email to cjsecretarial@gmail.com.
- b. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
 - c. Members holding shares in the same name or same order under different ledger folios are requested to apply for clubbing into one folio.
 - d. Members may kindly update their email address with the Registrar - M/s Adroit Corporate Services P Ltd such that correspondence reach you without fail.
 - e. The register of members and transfer books of the company will remain closed from 14th September, 2024 to 21st September, 2024 (both days inclusive) for the purpose of the 44th Annual General Meeting or any adjournment thereof.
 - f. As per SEBI (LODR) Regulations, 2015, the company has designated email ID: cjsecretarial@gmail.com of the grievance redressal division / compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email-id: cjsecretarial@gmail.com.
 - g. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
 - h. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed **Form No. SH-13** duly filled, to **M/s Adroit Corporate Services P Ltd**, Registrar and Transfer Agent ('R&T') of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 - i. The Members, desiring any information relating to the accounts, are requested to write to the Company at an early date, so as to enable the management to keep the information ready.
 - j. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2023-24 will be available on the Company's website www.cjgelatineproducts.com, websites of the BSE Limited at www.bseindia.com, and on the website of Service Provider, www.evotingindia.com.
 - k. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details in prescribed form **ISR-1/Form SH-13 alongwith Scan Copy of Share Certificate (Front & Back) and other supporting to Adroit Corporate Services P Ltd**. The forms for updating the same are available at www.cjgelatineproducts.com.
Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s).
In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, **M/s Adroit Corporate Services P Ltd** is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
 - l. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, within two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - m. The Results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 - n. The Results of voting declared along with Scrutiniser's Report(s) will be displayed on the website of the Company (www.cjgelatineproducts.com) and on Service Provider's website (www.evotingindia.com) and the same shall also be simultaneously communicated to the BSE Limited. The result of the e-voting will also be displayed at the Registered Office of the Company.

Place: Mandideep

Date: 12/08/2024

By the Order of the Board

SD/-

Jaspal Singh

(DIN 01406945)

Chairman and Managing Director

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 03: Appoint/Re-appoint Statutory Auditors and fix their remuneration**

The first term of office of Company's Statutory Auditors, M/s S P A R K & Associates Chartered Accountant LLP (ICAI Firm's Registration 005313C-C400311), who were appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold Office from conclusion of 39th Annual General Meeting (AGM) held in the financial year 2019-2020 till the conclusion of 44th AGM to be held in the financial year 2024-2025, is expiring at the conclusion of this 44th AGM. Hence, the Board of Directors of the Company at its meeting held on August 12, 2024 after considering the experience and expertise and based on the recommendation of Audit Committee of Directors, has proposed to the Members of the Company, re-appointment of M/s S P A R K & Associates Chartered Accountant LLP (ICAI Firm's Registration 005313C-C400311), as Statutory Auditors of the Company, for a second term of five consecutive years, from conclusion of this 44th AGM till the conclusion of the 49th AGM to be held in the financial year 2029-2030, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per annum upto the conclusion of the next AGM with the authority to the Board to fix the remuneration for their remaining tenure. M/s S P A R K & Associates Chartered Accountant LLP (ICAI Firm's Registration 005313C-C400311), is an esteemed Chartered Accountants firm established in 1989 and has over 35 years of experience. It has around 23 Chartered Accountants and more than 150 employees. The firm has a strong domestic presence in surrounded local area.

M/s S P A R K & Associates Chartered Accountant LLP (ICAI Firm's Registration 005313C-C400311), have given their consent and confirmed their eligibility for the above appointment, pursuant to Sections 139 and 141 of the Companies Act, 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable. They also hold a valid Certificate issued by Peer Review Board of ICAI. Further, considering the manifold increase in the operations of the Company and the size, experience and expertise of the Statutory Auditor, remuneration proposed to the said Auditor is justified.

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval of the Members by means of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item No. 04: Re-appointment of Mr. Jaspal Singh (DIN: 01406945) as Chairman and Managing Director of the Company and Fix Remuneration

Mr. Jaspal Singh, (DIN: 01406945), Chairman and Managing Director of the Company was re-appointed at 41st AGM held on September 25, 2021 for a period of 3 (three) years w.e.f. February 17, 2022 and who will hold office upto February 16, 2025. His tenure will be expired before next Annual General meeting; hence, it is required to re-appoint him at the 44th Annual General meeting to be held on September 21, 2024 for a period of 3 consecutive years with effect from September 21, 2024 and who shall hold office upto September 20, 2027.

The Board of Directors and Nomination & Remuneration Committee at their meetings held on August 12, 2024 considered his re-appointment and recommended for approval of the members at 44th AGM.

Brief profile of Mr. Jaspal Singh, (DIN: 01406945) and additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), are given at **Annexure I** of this Notice.

Mr. Jaspal Singh, (DIN: 01406945), being the appointee is considered as financially interested in the resolution to the extent of the remuneration as may be paid to him and Mrs. Jasneet Kaur, Women Director and Shri Harman Singh, Director and Company Secretary being his relative may also be considered as interested otherwise. Except that none of other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members by means of a Special Resolution.

Item No. 05: Re-appointment of Mr. Harman Singh (DIN: 01406962) as Executive Director of the Company and Fix Remuneration

Mr. Harman Singh, (DIN: 01406962), Executive Director and Company Secretary of the Company was re-appointed at 41st AGM held on September 25, 2021 for a period of 3 (three) years w.e.f. September 25, 2021 and who will hold office upto September 24, 2024. His tenure will be expired before next Annual General meeting; hence, it is required to re-appoint him at the 44th Annual General meeting to be held on September 21, 2024 for a period of 3 consecutive years with effect from September 21, 2024 and who shall hold office upto September 20, 2027.

The Board of Directors and Nomination & Remuneration Committee at their meetings held on August 12, 2024 considered his re-appointment and recommended for approval of the members at 44th AGM.

Brief profile of Mr. Harman Singh, (DIN: 01406962) and additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), are given at **Annexure I** of this Notice.

Mr. Harman Singh, (DIN: 01406962), being the appointee is considered as financially interested in the resolution to the extent of the remuneration as may be paid to him and Mr. Jaspal Singh, Chairman and Managing Director and Mrs. Jasneet Kaur, Woman Director being his relative may also be considered as interested otherwise. Except that none of other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval of the Members by means of a Special Resolution.

The information as required to be disclosed as per Item No. 4 and 5 under Schedule V of the Companies Act, 2013 are as under:

I. General Information:

| | | | | |
|---|---|---|--|--|
| 1 | Nature of industry | Manufacturer of Gelatine and related Products | | |
| 2 | Date or expected date of commencement of commercial production | Already existing in business. | | |
| 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 based on given indicators | FY 2023-24 <i>(Rs. In Lakhs)</i> | FY 2022-23 <i>(Rs. In Lakhs)</i> | FY 2021-22 <i>(Rs. In Lakhs)</i> |
| | Income from Operation | 4089.47 | 3680.38 | 3967.24 |
| | Profit/(Loss) before tax | -256.81 | 31.87 | 40.74 |
| | Profit/(Loss) after tax | -194.71 | 22.93 | 34.69 |
| 5 | Foreign investments or collaborations, if any. | There is no foreign investment or Foreign Collaboration in the Company. However, NRI is holding 1.29% of total paid-up share capital of the company as on March 31, 2024. | | |

II. Information about the appointee:

| | Particulars | Mr. Jaspal Singh | Mr. Harman Singh |
|-----|---|--|---|
| (1) | Background Details | Mr. Jaspal Singh aged 71 years is key promoter of the Company and having wide knowledge and experience in pharmaceutical, chemical and gelatin Industry and having more than 54 years of experience in pharmaceutical field in various capacities. | Mr. Harman Singh aged 43 years is Company Secretary and Commerce Graduate and is one of the KMP of the Company since 2015 and having wide knowledge and skills in chemicals, pharmaceutical and gelatine Industry. He is having more than 22 years of experience in business areas. Mr. Harman Singh is currently holding position of Director and Company Secretary & Compliance Officer w.e.f. April 9, 2024 before this position/ appointment he also served as Director and Chief Financial officer of the company w.e.f. March 28, 2015 till April 8, 2024. |
| (2) | Past Remuneration | Rs. 24.00 Lakhs P.A. | Rs. 6 Lakhs P.A. |
| (3) | Recognition or Awards | NA | NA |
| (4) | Job profile and his suitability | Mr. Jaspal Singh, Chairman & Managing Director is the overall in-charge of the management activities & operations of the Company. | Mr. Harman Singh, Director & CS is in-charge of the overall Manufacturing and Administrative functions of the Company. |
| (5) | Remuneration proposed | Rs. 2,50,000/- per month on the scale of pay of Rs. 2,50,000-25,000-3,00,000; Plus Perquisites | Rs. 1,00,000/- per month on the scale of pay of Rs. 1,00,000-25,000-1,50,000; Plus Perquisites |
| (6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The remuneration proposed is quite less with remuneration for an equivalent position in a unit of comparable size and complexity. | |
| (7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Jaspal Singh, Managing Director holds 57.50% equity share capital of the Company. He is also having interest to the extent of remuneration which he may draw from the Company being the Chairman & Managing Director of the Company. | Mr. Harman Singh, Director and CS holds only 0.002 equity shares in the company, He is also having interest to the extent of remuneration which he may draw from the Company being the Director and CS of the Company. |

III. Other information:

| | | |
|-----|---|--|
| (1) | Reasons of loss or inadequate profits | Employee retirement benefits recognized based on actuary reports. |
| (2) | Steps taken or proposed to be taken for improvement | The Company is conscious about enhancing productivity in all spheres of its operations and has taken various initiatives towards cost control in all systems and processes and efficiency improvement on one hand and increasing market share through introduction of Better Product Mix and strengthening Brand Building exercise, on the other. The Management has adopted focused business strategies to improve the sales and profitability. |
| (3) | Expected increase in productivity and profits in measurable terms | The company is expected to increase 20% productivity and profits in measurable terms. |

Place: Mandideep

Date: 12/08/2024

By the Order of the Board
SD/-
Jaspal Singh
(DIN 01406945)
Chairman and Managing Director

“ANNEXURE I TO 44TH AGM NOTICE”

Disclosures regarding appointment or re-appointment of the Director(s) as required under Regulation 36 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General meetings issued by the ICSI:

| Name of the Director | Mr. Jaspal Singh | Mr. Harman Singh | Mrs. Jasneet Kaur |
|---|--|---|---|
| DIN | 01406945 | 01406962 | 06995139 |
| Date of Birth (DD/MM/YYYY) | 09/11/1953 | 10/06/1982 | 04/03/1980 |
| Age (approx.) | 71 years | 43 years | 45 years |
| Nationality | Indian | Indian | Indian |
| Date of first Appointment on the board | 23/01/2012 | 26/06/2021 | 28/03/2015 |
| Proposed Designation | Chairman & Managing Director | Executive Director and Company Secretary | Woman Director |
| Qualification | Graduate | CS and B. Com (H) | B.BE., M.A. (Economics) |
| Brief Resume and expertise in specific functional area | He has more than 54 years of experience in the area of pharmaceutical, chemicals and drugs industries. | More than 22 years of experience in Chemical business in various capacities and 10 years of experience in gelatin industry. | More than 22 years of experience in the similar field /business in which the Company is engaged |
| Terms and conditions of Appointment / Reappointment | As specified in the special resolution | As specified in the special resolution | As specified in the special resolution passed at 42 nd AGM |
| Remuneration drawn in the Company for the FY 2023-24 | Rs. 24,00,000 plus perquisites | Rs. 6,13,000 plus perquisites | Rs. 6,00,000 plus perquisites |
| Remuneration sought to be paid | Rs. 2,50,000/- per month on the scale of pay of Rs. 2,50,000-25,000-3,00,000; Plus Perquisites | Rs. 1,00,000/- per month on the scale of pay of Rs. 1,00,000-25,000-1,50,000; Plus Perquisites | No change |
| List of other Companies (incl. listed entities) in which Directorships held along with listed entities from which the person has resigned in the past three years (Status as on 44 th AGM Notice date) | Hindustan Drugs Limited (CIN U24231CH1991PLC010976) A P Drugs Pvt Ltd (CIN U24232CH1988PTC008285) | Hindustan Drugs Limited (CIN U24231CH1991PLC010976) | Hindustan Drugs Limited (CIN U24231CH1991PLC010976) A P Drugs Pvt Ltd (CIN U24232CH1988PTC008285) |
| Member / Chairman of the Committees of the Board of other Companies (Numbers) (Status as on 44 th AGM) | Nil | Nil | Nil |
| No. of equity shares held in Company (Status as on 44 th AGM) | 27,67,078 | 100 equity shares | 100 equity shares |
| Relationship between the directors and KMP's inter-se (Status as on 44 th AGM) | Father of Mrs. Jasneet Kaur, Women Director and Mr. Harman Singh, Director and CS of company. | Son of Mr. Jaspal Singh, Chairman & Managing Director and promoter and brother of Mrs. Jasneet Kaur, Women Director of company. | Daughter of Mr. Jaspal Singh, Chairman & Managing Director and promoter and Sister of Mr. Harman Singh, Director and CS of company. |
| No. of meetings of the Board attended during the financial year (2023-24) | 5 (Five) | 5 (Five) | 5 (Five) |
| Skills and capabilities required to act as an Independent Director of the Company | Not applicable | Not applicable | Not applicable |