



Gelatine

C. J. GELATINE PRODUCTS LIMITED

ISO 9001-2015 Certified

FACTORY :

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CIN : L24295MH1980PLC023206

CJGELATINE/SE/2020-21

6th February, 2021

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To,
The General Manager,
DCS-CRD
BSE Limited,
Rotunda Building
P.J. Tower, Dalal Street,
Mumbai-400001

SCRIP CODE: 507515 ISIN:INE557D01015

Subject: Submission of Amended Code under Regulation 9 and 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 9 and 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, We would like to enclose herewith the following codes as amended and approved by the Board of Directors of the Company at their meeting held on **Saturday, 6th February, 2021**:

1. Code of Conduct u/r 9, and
2. Code of Fair Disclosure u/r 8.

Kindly note that the aforesaid amended Code shall be applicable w.e.f. 1st April, 2021 and the same is hosted on the Website of the company.

You are requested to kindly take the same on your record for information purpose.

Thanking You,
Yours Faithfully,

For, C.J. GELATINE PRODUCTS LIMITED


DEEPAK PATIL
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl/-



C.J. GELATINE PRODUCTS LIMITED

Code of Conduct Under

SEBI (Prohibition of Insider Trading) Regulations, 2015



*This code may be called as code of conduct of **C.J. Gelatine Products Limited (CJGPL)** for prevention of Insider Trading. The Board of CJGPL has initially framed this code and due to amendments made in the SEBI (PIT) Regulations on various occasions the said code is amended in the Board meeting held on 6th February, 2021 and the revised Code shall be effective from 1st April, 2021.*

This Code can be subsequently modified/amended/alterd by Directors/Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015, the newly modified /amended / altered provisions of the Regulation shall be placed before the Board of Directors of the CJGPL if required for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

I. PREAMBLE

Insider trading means dealing (buying /or selling) in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers and Designated Employees of CJGPL based on or when in possession of unpublished price sensitive information (UPSI).Such trading by Insiders erode the investor's confidence in the integrity of the management and is unhealthy for the capital markets.

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all companies whose shares were listed on Indian stock exchanges.

In Compliance with the said requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the "Code")

II. APPLICABILITY

This code shall be applicable to all the Promoters, members of the promoter group, Designated Employees, Specified persons, immediate relatives, Legitimate Purpose and connected persons which includes (Fiduciaries and Intermediaries) of CJGPL.

III. OBJECTIVE

C.J. Gelatine Products Ltd. (hereinafter referred to as "the Company") endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every Director, Officer, Designated Employee and connected person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties. Directors, Officers, Designated Employees and Connected persons of the Company should not use their position to gain personal benefit. To achieve these objectives, the Company hereby notifies this Code of conduct.

IV. DEFINITIONS

- a) **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) **"Board"** means the Securities and Exchange Board of India.
- c) **"Code"** means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) **"Company"** means C.J. Gelatine Products Ltd.
- e) **"Compliance Officer"** means the CFO & CS of the Company or any other senior level employee who shall be directed by the Board of Directors of the Company to act as such and designated as the compliance officer of the Company.

- f) **“Connected Person”** means the persons so defined in the Regulation 2(d) of SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company.
- g) **“Designated Persons”** shall include Connected Persons and Employees of the Company.
- h) **“Employee(s)”** mean employee(s) of the Company, whether working in India or abroad.
- i) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- j) **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- k) **“Insider”** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- l) **“Legitimate Purpose”** shall the meaning as may be decided by the board of directors.
- m) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- n) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- o) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- p) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- q) **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
- r) **“Unpublished price sensitive information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- ☐ Financial results;
 - ☐ Dividends;
 - ☐ Change in capital structure;
 - ☐ Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - ☐ Changes in key managerial personnel; and
 - ☐ material events in accordance with the listing agreement.
- s) **“Key Managerial Personnel”** in relation to the Company, means:
- ☐ the Chief Executive Officer or the Managing Director or the Manager;
 - ☐ the Company Secretary;
 - ☐ the Whole-Time Director;
 - ☐ the Chief Financial Officer;
 - ☐ such other officer as may be prescribed
- t) **“Calendar Quarter”** means a period of 3 consecutive calendar months, ending with the last day of March, June, September or December.
- u) **“Working Day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.
- v) **“Officer of the Company”** includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

Words and phrases used in the Code and not defined hereinabove shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

V. DUTIES OF COMPLIANCE OFFICER

- ❖ The Compliance Officer shall report to the board of directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.
- ❖ The Compliance Officer shall be responsible for setting forth the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the Company.
- ❖ In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

VI. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

All information shall be handled within the Company on a “**need-to-know**” basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to **execute agreements to contract confidentiality** and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

Need to know basis - Price Sensitive Information of the Company is to be handled on a “need to know” basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

VII. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

- ❖ No insider shall;
 1. Trade in Securities of the Company either on their own behalf or on behalf of any other person when in possession of any unpublished price sensitive information; or
 2. Communicate, provide or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ❖ **Trading Plan:** An insider shall be entitled to formulate a trading plan that complies with the SEBI Regulations (“a Trading Plan”) and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- ❖ The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulations. However, he shall be entitled to take expressed undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- ❖ The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- ❖ Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

VIII. TRADING WINDOW CLOSURE

1. For the Financial results/dividends the closure of trading window shall commence from the end of quarter/year as per the BSE circular number LIST/COMP/01/2019-20 dated 02.04.2019. and shall be re-opened 48 hours after submission of Financial results to Stock Exchange;
2. The trading window shall be closed when the compliance officer determines that an insider’s & designated person(s) can reasonably be expected to have possession of unpublished price sensitive information. Insiders & designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
3. The timing for re-opening of the trading window shall be determined by the compliance officer considering various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

4. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

Other than the period(s) for which the Trading Window is closed as specified hereinabove, the same shall remain open for dealing in the Securities of the Company.

All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

IX. PRE CLEARANCE OF TRADE IN SECURITIES

All the persons covered by the Code who propose to deal in Securities of the Company, when the trading window is open and if the value of the proposed trade is above Rs.10,00,000/- (Rupees Ten Lacs) should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- a) A Designated Person shall make a pre-clearance application to the Compliance Officer in the prescribed form (Annexure 1) along with an undertaking in prescribed form (Annexure 2) stating that he/she has not contravened the provision of this Code.
- b) If any person covered by the Code, obtained any Price Sensitive Information after executing the undertaking but prior to transacting in Securities of the Company, he/she shall inform the Compliance Officer and refrain from dealing in Securities of the Company.
- c) All the persons covered by the Code shall execute their order within 7 Days of pre clearance of trade. If the transaction is not executed within 7 Days of such clearance, fresh approval of the Compliance Officer is required.

The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code from time to time. Below mentioned are the designated persons of the Company:

- a) All members of the Board
- b) Key Managerial Personnel
- c) Auditors (*Statutory, Secretarial, Internal, others*)
- d) Purchase Manager/Officer
- e) Plant Manager/Officer
- f) General Manager
- g) Accounts Manager
- h) Finance Manager/Officer

All Designated Persons shall conduct their dealings in the securities of the Company only in the “Valid Trading Window” period and shall not enter into “Contra Trade” i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. If any contra trade executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be

liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency the holding period may be waived by the Compliance Officer after recording in writing his reasons in this regard. The application for the waiver of the minimum period of holding of the securities shall be made by the employee in the prescribed form (Annexure 6) annexed to this Code.

X. DISCLOSURE REQUIREMENTS

A. Initial Disclosure:

- a) Every Promoter including member of promoter group, Designated Person, KMP and Director, is required to furnish details of securities held by him or his immediate relatives in Form A within 30 days of this code coming in to effect.
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or Designated Employee or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a Promoter in Form B.

B. Continual Disclosure:

Every Promoter, Employee and director of Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- or such other value as may be specified by the Compliance Officer from time to time in Form C.

C. Disclosure by the Company to the Stock Exchange(s):

The Company shall within 2 Working days of the receipt of disclosures as mentioned above or from becoming aware of such information, discloses to all Stock Exchanges on which the securities of the Company are listed, the information received as aforesaid.

D. Disclosures by other connected persons

Company at its discretion may require other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in Form D.

E. Annual Disclosure

Every Designated Person, Promoter, KMP and Director of the Company shall on annual basis, disclose in Annexure-5 to the Company, the details of all holdings in Securities of the Company held by him including statement of holding of their immediate relatives on or before April 5 (for year ended March 31)

XI. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

XII. GENERAL PROVISION

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / designated employees for a minimum period of three years.

The Compliance Officer shall place before the Managing Director / Chief Executive Officer or a Audit Committee, on a quarterly basis all the details of the dealing in the securities by the employees / director / officer of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

XIII. REPORTING BY COMPLIANCE OFFICER

The Compliance Officer shall furnish to the Board of Directors and in particular, shall provide to the Chairman of Audit Committee or to the Chairman of the Board of Directors at meeting of the Board of Directors held after the trade undertaken by the insiders or at such frequency as may be stipulated by the Board of Directors, the following details:

- Pre-clearance sanctioned or rejected;
- Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons;
- Details of relaxation, if any from the strict requirements under this Code;
- Disciplinary actions, if any taken by Managing Director/Whole-time Director pursuant to this Code;
- Disclosures under the SEBI PIT Regulations, if any;
- Trading plans, if any presented for approval;
- Other relevant information for each calendar quarter

The Compliance Officer shall place the aforesaid details at the first meeting of the Board of Directors held after the close of the calendar quarter in which trade took place.

XIV. PENALTIES

- Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- An Insider who trades in securities or communicates any information for trading in securities, in contravention of these Regulations may be penalized and appropriate action may be taken by the Company;
- Directors, Officers and employees of the Company who violates these Regulations shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans or termination, etc.,;
- The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI [Prohibition of Insider Trading] Regulations, 2015.

AMENDMENTS

The Board of Directors shall amend the code, as may be required to be in line with the changes, amendments and modifications if any in the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, in case of any amendment, clarification, circular, notification etc. issued by a competent authority, which is not consistent with the provisions laid down under this code, the provisions of such amendment, clarification, circular, notification, etc. shall prevail and this code shall stand amended accordingly, without any further action, on and from the date on which such amendment, clarification, circular, notification comes into effect.

HOSTING OF THE CODE

This Code shall be hosted on the website of the Company.

APPLICABILITY

This Code shall be applicable with effect from April 1, 2021.

VARIOUS FORMS FOR DISCLOSURES

Form A	Form for initial disclosure of securities held by promoter, key managerial personnel, director, designated persons and immediate relatives
Form B	Form for disclosure of securities held on being appointed as key managerial personnel or director or designated person or upon becoming a promoter of a listed company.
Form C	Form for disclosure by Change in holding of securities of promoter, key managerial personnel, director, designated persons for transactions of securities in excess of certain limits
Form D	Form for Trading in Securities by other Connected persons as identified by the Company
Annexure 1	Form for application for pre-clearance approvals for dealing in securities
Annexure 2	Form for undertaking to be accompanied with the application for pre-Clearance
Annexure 3	Form for Grant of Pre- Clearance approval
Annexure 4	Form for Confirmation of Deal
Annexure 5	Form for Annual disclosure of securities held by promoter, key managerial personnel, director and designated person
Annexure 6	Waiver of minimum holding period for Securities of the Company

Note: All forms will be made available at the website of the company w.e.f 1st April, 2021



**Code of Fair Disclosure of
C.J. GELATINE PRODUCTS LIMITED
Under
SEBI (Prohibition of Insider Trading)
Regulations, 2015**



Code of Practices for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

Background:

Regulation (8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates every Listed Company to formulate a “**Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information**” (hereinafter referred to as the ‘**Code**’) in adherence to the principles set out in Schedule A to the said Regulations and publish it on Company’s official website. This Policy is intended to lay down the principles and practices to be followed by **C.J. Gelatine Products Limited** (“CJGPL”) pertaining to disclosure of UPSI. The Company intends to follow best practices, duly compliant with Applicable Law, in the matter of disclosure of UPSI. Accordingly, the following Code in supersession of the previous Code was adopted by the Board of Directors of CJGPL at its meeting held on 6th February, 2021 and the revised Code shall be effective from **1st April, 2021**.

SCOPE

The Company endeavours to preserve the confidentiality of un-published price sensitive information (**UPSI**) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Principles of Fair Disclosure of Unpublished Price Sensitive information

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- ❖ The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
- ❖ The Company will make uniform and universal dissemination of unpublished price sensitive information.
- ❖ The CFO & CS of the Company shall act as the Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information unless otherwise decided by the Board of Directors.

- ❖ The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- ❖ The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- ❖ The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- ❖ The Company will develop best practices to make records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- ❖ The Company will handle all unpublished price sensitive information on a need-to-know basis.

SHARING OF PRICE SENSITIVE INFORMATION PURSUANT TO LEGITIMATE PURPOSE

Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, shall be considered as “Legitimate Purpose” for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations. Any person in receipt of unpublished price sensitive information pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 and such persons are also required to ensure and maintain the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

MAINTENANCE OF DIGITAL DATABASE

A structured digital database shall be maintained by Company containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law Where Permanent Account Number is not available.

APPLICABILITY

This Code shall be applicable with effect from April 1, 2021.

AMENDMENTS

The Board of Directors shall amend the code, as may be required to be in line with the changes, amendments and modifications if any in the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, in case of any amendment, clarification, circular, notification etc. issued by a competent authority, which is not consistent with the provisions laid down under this code, the provisions of such amendment, clarification, circular, notification, etc. shall prevail and this code shall stand amended accordingly, without any further action, on and from the date on which such amendment, clarification, circular, notification comes into effect.

HOSTING OF THE CODE

This Code shall be hosted on the website of the Company.