

NOTICE

NOTICE IS HEREBY GIVEN that the 44th Annual General Meeting of Nitta Gelatin India Limited will be held on Tuesday, the **04th Day of August, 2020** at 10 AM (IST) through Video Conferencing (VC) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2020, together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020, together with the Report of the Auditors thereon.
2. To declare Dividend on Optionally Convertible Preference Shares– 9,29,412 Shares of Rs.170/- each @ 5.4029% p.a. absorbing an amount of Rs.85,36,584.00
3. To declare Dividend on Redeemable Preference Shares– 44,44,444 Shares of Rs.10/- each @ 7.65063%p.a. from the effective date of merger i.e.03.04.2019 absorbing an amount of Rs.33,81,647.00.
4. To declare dividend on Equity Shares.
5. To appoint a Director in place of Mr. Koichi Ogata (DIN: 07811482) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

ITEM NO.6– APPOINTMENT OF JUSTICE M. JAICHANDREN (DIN: 08584025)- INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 149,150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (The Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Justice M Jaichandren (DIN- 08584025) who was appointed as an Additional Director qualifying as an Independent Director on 04.11.2019 pursuant to provisions of Section 161(1) of The Act, and who holds office up to the conclusion of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from the Director himself signifying his candidature as the Independent

Director, be and is hereby appointed as such Independent Director of the Company, to hold office for a term of five consecutive years from the date of passing of this resolution, and whose office shall not henceforth, be liable to determination by retirement of Directors by rotation”.

ITEM NO.7– RE- APPOINTMENT OF MRS. RADHA UNNI (DIN- 03242769)-INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, that Mrs. Radha Unni (DIN: 03242769), who held office of Independent Director up to 17.04. 2020 and had been approved by Board of Directors at their meeting dated 07.02.2020 pursuant to Second proviso to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 for continuance as such Director beyond 17.04.2020 till such time as considered for appointment as an Independent Director by the Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company having received a notice in writing mandated under Section 160 from the Director herself, for a term running up to the close of the Annual General Meeting in the year 2024 and whose office shall not henceforth be liable to determination by retirement of Directors by rotation”.

ITEM NO. 8- RE-APPOINTMENT OF MR. SAJIV K. MENON (DIN: 00168228) AS MANAGING DIRECTOR 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 recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and Article 121(1) of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sajiv K Menon (DIN: 00168228) as the Managing Director of the Company, for a period of 2 (two)



years with effect from 01.04.2020 on the following terms & conditions:

1. **Basic Pay**
Basic pay will be Rs. 4,42,900/- per month as on 1.4.2020 with an annual increment of 10% of the Basic pay.
2. **Housing**
Housing Rent Allowance @50% of Basic Pay will be paid per month.
3. **Personal Allowance**
Nil
4. **Incentive**
The maximum incentive payable will be Rs. 2,02,600/- per month and minimum Rs. 81,040/- per month.
5. **Leave Travel Allowance**
The Leave Travel Allowance payable shall be Rs. 3,54,300/- per annum.
6. **Furnishing, Gas, Electricity and Water**
Nil.
7. **Medical Benefits**
One month's Basic Pay which can be availed as per rules applicable to the management staff of the Company.
8. **Personal Accident Insurance**
The annual premium not to exceed Rs.12,000/- for the Company.
9. **Leave and Leave Encashment**
As per rules applicable to management staff of the Company.
10. **Entertainment Expenses**
Nil
11. **Provident Fund**
Company's contribution to the Provident Fund at rates as per Company's rules (currently 12% of Basic Pay).
12. **Gratuity**
15 days' salary at the last drawn Basic Pay for every completed year of service.
13. **Car**
Free use of Company car with driver for official use. Use of car for personal purposes will be billed for.
14. **Telephone**
Free telephone, internet and fax facility will be provided at residence.
15. **Club Membership**
Annual membership fee of any two clubs will be reimbursed. No admission or life membership fees will

be paid.

16. **Minimum Remuneration**
In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary and perquisites as specified above.
17. **Period of Appointment**
Period of appointment will be for two years with effect from 01st April, 2020.
18. **Termination of Term of Office**
The Company shall have the right to terminate the term of office of the Managing Director at any time by giving notice of not less than three months in writing or three months' salary and allowances in lieu thereof. The Managing Director shall also have the right to relinquish his office at any time before the expiry of his term by giving notice of not less than three months.
19. **Location of Posting**
Trivandrum. However he shall be available in Cochin for around two weeks every month.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide on all such other acts and steps as might be required for effecting and regularizing such appointment and remuneration.”

ITEM NO. 9: PAYMENT OF REMUNERATION TO THE WHOLE TIME DIRECTOR IN THE WAKE OF INADEQUACY OF PROFIT FOR THE FINANCIAL YEAR- DR. SHINYA TAKAHASHI (DIN: 07809828)

To consider and if thought fit, to pass the following Resolution with or without modification, as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 121(1) of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of remuneration to Dr. Shinya Takahashi (DIN: 07809828), Director (Technical) during the financial year 2020-21 as was approved by the shareholders at the Annual General Meeting held in the year 2019 at the time of his re-appointment as Director (Technical) of the Company, in the wake of inadequacy of profit during the financial year 2019-20, more specifically detailed as here-in-below:-

1. Basic Pay	:	Rs.1,35,000/- per month
2. Designation	:	Director (Technical)
3. Location of work	:	Nitta Gelatin India Limited, Post Box. 4262, 56/715, SBT Avenue, Panampilly Nagar, Kochi – 682036, India.
4. Period of appointment	:	Two years from 06.05.2019
5. Housing	:	He shall be eligible for House Rent Allowance @50% of Basic Pay per month.
6. Medical Benefits	:	Reimbursement of actual medical expenses incurred for self and family subject to an yearly ceiling of Rs.15,000/-. Unavailed medical benefit for any year shall be allowed to be carried forward to the next year.
7. Leave Travel Concession	:	Return passage for self and family once in a year by air by Economy Class, to and from his place of residence in Japan.
8. Personal Accident Insurance	:	Shall be covered under a personal accident insurance policy at an annual premium not to exceed Rs. 6,000/- to the Company.
9. Car	:	Free use of Company car with driver for official use. Use of car for personal purposes will be billed for.
10. Telephone	:	Free telephone and internet facility will be provided at residence.
11. Income tax liability arising out of the above will have to be borne by the employee.		
12. Reporting Relationship	:	Director (Technical) shall functionally report to the Managing Director.
13. Minimum Remuneration	:	In the event of loss or inadequacy of profits in any financial year, the Director (Technical) shall be paid remuneration by way of salary and perquisites as specified above.

ITEM NO. 10- APPROVAL FOR ENTRY INTO RELATED PARTY TRANSACTION BY THE COMPANY

To consider and, if thought fit, to pass with or without modification(s) the following as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of the Section 188 of the Companies Act, 2013 (The Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company by way of an Ordinary resolution be and is hereby accorded to the Board of Directors (hereinafter called “the Board” which term shall be deemed to include any Committee which the Board may constitute for the purpose) for execution of contracts by the Company with Nitta Gelatin Inc, Japan, and Nitta Gelatin NA Inc., USA, Bamni Proteins Ltd with whom the Company has common

directorship to sell, purchase, or supply any goods or material and to avail or render any service of any nature, whatsoever, as Board in its discretion may deem proper, subject to complying with the procedures to be fixed by the Board or its Committee, up to an amount and as per the terms and conditions mentioned under item No.10of the explanatory statement with respect to transactions proposed, and annexed hereto with notice.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, things, deeds, matters, and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution”.

Kochi
08.06.2020

By Order of the Board,
G. Rajesh Kurup
Company Secretary
M.No.8453



Notes:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. In view of the COVID 19 Pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated 05.05.2020 read with Circulars dated 08.04.2020 and 13.04.2020 and (collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting ("AGM") by VC/OAVM without the physical presence of the members at a common venue. Accordingly, in compliance with the said provisions read along with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, the AGM of the Company shall be held through VC.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and the proxy need not be a member of the Company. Since the AGM is being held pursuant to the MCA Circulars, through VC, the physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Annual Report 2019-20 which includes the Notice of the AGM, Board's Report, Financial Statements and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.gelatin.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL <https://www.evotingindia.com/>
5. Attendance of members through VC shall be counted for quorum under Section 103 of the Act.
6. The VC facility shall be kept open at least 15 minutes before the scheduled time of the AGM and shall not be closed till expiry of 15 minutes after the conclusion of the scheduled time for the AGM.
7. The meeting through VC facility shall allow two way teleconferencing for the ease of participation of the member, besides having a facility to allow 1000 members to participate on first come first served basis.
8. The Company notifies Closure of Register of Members and Share Transfer Books thereof from 29th July, 2020 to 04th August, 2020 (both days inclusive) to determine the members entitled to receive dividend as may be declared at the Annual General Meeting.
9. The dividend, if declared at the meeting will be paid by 20th August, 2020 to those Shareholders whose names appear on the Register of Members as on closure, subject to deduction of tax at source.
10. Due to the prevailing Covid situation, the Company perceives disruption of postal services- partially, if not fully- which will render it difficult for the Company to pay the dividend physically by issue of Dividend warrants, which would mean that dividend remittance resorted through the electronic mode shall leave behind for remittance, pertaining to those of the shareholders who holds shares in physical mode and not having updated the bank mandate. In which case, the Company shall upon normalization of the postal services, dispatch the dividend warrant/ cheque to such remaining shareholders by post, which is in conformity with the prescription under the MCA Circulars.
11. Members are requested to notify the Registrar and Share Transfer Agent immediately of their Bank Account Number and name of the Bank and Branch in the case of physical holdings and to their respective Depository Participant in the case of dematted shares, so that payment of dividend when made through NECS/ Dividend Warrants, can capture the updated particulars and avoid delay/default.
12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA i.e. CAMEO Corporate Services Limited (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to our Registrar and Share Transfer Agent i.e. CAMEO Corporate Services Limited by 11:59 p.m. IST on July 28, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to

our RTA i.e, CAMEO Corporate Services Limited by 11:59 p.m. IST on July 28, 2020.

Shareholders desirous of registering/updating his/her email id, mobile number against the folio under which shares are held, may access the url namely <https://investors.cameoindia.com/> for directly updating CAMEO Web Module, which would also additionally enable the shareholders to submit Form 15G/15H by means of upload of scanned copy of the same. CAMEO would be receiving these inputs/images at the back-end for validating the same in order to register, which might meet with a rejection only in the unlikely occurrence of any technical glitches.

13. The Company has appointed CAMEO Corporate Services Limited, "Subramanian Building", 1, Club House Road, Chennai-600 002, as the Registrar and Share Transfer Agent of the Company to deal with the physical as well as electronic share registry.
14. As per the applicable provisions and rules thereunder any Dividend remaining unpaid and unclaimed at the end of 07th year thereafter, shall be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Dividend paid during the year 2012-13 and remaining unpaid and unclaimed shall be transferred to IEPF fund by 10th August, 2020.
15. Members holding shares in the same name or same order under different ledger folios are requested to apply for clubbing into one folio.
16. Members are requested to notify immediately any change in their address to the Registrar and Share Transfer Agents at their address as given above in the case of physical holdings and to their respective Depository Participant in case of dematted shares.
17. Members may kindly update their email address with the Company/Registrar-CAMEO Corporate Services Limited such that correspondence reach you without fail.
18. Members are requested to furnish details of their nominee in the nomination form that can be obtained from the Company on request.
19. Members are requested to note that trading of Company's shares through Stock Exchanges is permitted only in electronic/demat form. Those members who have not yet converted their holdings into the electronic form may please consider opening an account with an authorised Depository Participant and arrange for dematerialisation.

General Information:

20. Members desiring any information as regards the accounts are requested to write to the Company so as to reach the Registered Office at least 5 days before the

date of meeting to enable the management to keep the information ready.

21. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI LODR Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services including remote e-voting provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

- The remote e-voting period commences on **Saturday, August 1, 2020** (9:00 a.m. IST) and ends on **Monday, August 3, 2020** (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, July 28, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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.
- The Board of Directors has appointed Mr. Abhilash Nedyalil Abraham (M. No. 22601) and (C.P. No. 14524) Practising Company Secretary as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC but shall not be entitled to cast their vote again.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is communicated along side the mail which has this annual report and notice as attachment. <p>Shareholder presently not having their email ids registered with the company, can register the email id and mobile number in the online portal namely https://investors.cameoindia.com/ mentioned herein above as last para corresponding to clause 12 of the instruction. Whereafter the sequence number shall be communicated via email to such registered email ids by RTA, CAMEO.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <NITTA GELATIN INDIA LIMITED> on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

(xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the PlayStore. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to Company at **rajeshkurup@nittagelindia.com/RTA at cameo@cameoindia.com.**
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to Company at **rajeshkurup@nittagelindia.com/RTA at cameo@cameoindia.com.**
3. The Company/RTA (CAMEO Corporate Services Limited) shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Desktops/Laptops/IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of glitches.
5. 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 **five (5) days prior to meeting** mentioning their name, demat account number/folio

number, email id, mobile number at (rajeshkurup@nittagelindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **five (5) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Company email id (rajeshkurup@nittagelindia.com). These queries will be replied to by the Company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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; rajeshkurup@nittagelatin.com (designated email address by Company), if they have voted from individual desktop/ laptop/tab & not uploaded same in the CDSL e-voting system, for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or by sending an email to helpdesk.evoting@cdslindia.com or calling 1800225533.

Other Instructions

1. The Scrutinizer 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, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer'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.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.gelatin.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO.6 – APPOINTMENT OF JUSTICE M. JAICHANDREN (DIN: 08584025)-INDEPENDENT DIRECTOR

Mr. A. K. Nair (DIN: 00009148), Independent Director, had ceased to hold office as Director of the Company consequent on his retirement at the AGM dated 02.08.2019. The Company, in order to be fully compliant with Section 150(2) of the Companies Act, 2013 regarding the required

number of Independent Directors had at the Board meeting held on 04.11.2019, appointed Justice M Jaichandren as an Additional Director qualifying as an Independent Director as prescribed under law.

A retired Judge of the High Court of Madras, Justice M Jaichandren has in all 46 years standing in the Bar and in Bench. He served as a Judge in the High Court of Madras for a period of 12 years beginning 10th December 2005 and is presently, a Senior Advocate of Supreme Court of India. He is an Honorary Professor of Law at Tamil Nadu Judicial Academy, Chennai. He has conducted cases of far reaching significance relating to issues involving Human Rights and Environmental problems besides undertaking many acclaimed roles such as recognition as 'International Visitor' on Human Rights issues under invitation by United States of America representing the Country as Fellow of Session -390, 'International Legal Perception on Human Rights' held at Salzburg, Austria. Completed and submitted Ph.D thesis - 'Supreme Court on Human Rights of Women and Children in unorganised sector in India'.

Given his expertise and experience, Justice M. Jaichandren was considered suitable for appointment as an Independent Director on the Board, in the vacancy caused by retirement of Mr. A.K. Nair.

In the opinion of the Board of Directors Justice M. Jaichandren fulfills the condition prescribed for being appointed as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and he is independent of the management. Directors are of the opinion that Justice M Jaichandren is a person of integrity and possess relevant expertise and experience. The Company has also received a declaration from Justice M. Jaichandren that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. He has also given a statement showing that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Accordingly, the Company has received notice from the Director proposing himself for appointment as Independent Director conforming to the provisions under Section 160 (1) of the Act. The Board recommends the Resolution for appointment of Justice M. Jaichandren as an Independent Director of the Company for a term of five consecutive years from date of passing of this resolution. Upon his appointment, Justice M. Jaichandren shall not be liable to retire by rotation.

Except Justice M. Jaichandren, no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested - financially or otherwise - in this item of business.

ITEM NO.7 – RE- APPOINTMENT OF MRS. RADHA UNNI (DIN: 03242769)-INDEPENDENT DIRECTOR

Mrs. Radha Unni was earlier appointed as an Independent Director of the Company at the Extraordinary General Meeting held on 17.04.2015 after conforming to all procedural prescriptions to go in record for her status of independence and to hold office for a consecutive period of five (5) years beginning that date. Accordingly, Mrs. Radha Unni was to vacate office on 17.04.2020, when the Board of Directors at their meeting held on 07.02.2020 passed resolution approving her continuance in office by virtue of provisions under Rule 4 Proviso 2 to the Companies (Appointment and Qualification of Directors) Rules, 2014, until the Annual General Meeting in the year 2020 where the members are to get an opportunity for considering her for re-appointment as an Independent Director of the Company. Mrs. Radha Unni shall hold office as such Independent Director up to the close of the AGM in the year 2024. Hence, the accompanying resolution.

Mrs. Radha Unni is qualified as MA, B.ed., CAIIB and a Banker by profession. She had her career in State Bank of India (SBI) spanning over 36 years, serving in many States under various capacities. She was involved in Credit and Project Appraisal besides overseeing Public Issues and Debt Placements. Mrs. Radha Unni was the Chief General Manager – SBI - Kerala Circle from December 2008. Presently, she is also identified as a Woman Director.

The Company has received a declaration from Mrs. Radha Unni that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act 2013. She has also given a statement showing that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Accordingly, the Company has received Notice from the Director proposing herself for appointment as Independent Director conforming to the provisions under Section 160 (1) of the Act. The Board recommends the Resolution for appointment of Mrs. Radha Unni as an Independent Director for a term ending by the AGM in the year 2024 as specifically proposed in the accompanying resolution. Upon appointment, Mrs. Radha Unni shall not be liable to retire by rotation.

Except Mrs. Radha Unni, no Director or Key Managerial Personnel of the Company or their relatives are concerned or interested – financially or otherwise - in this item of business.

ITEM NO. 8- RE-APPOINTMENT OF MR. SAJIV K MENON (DIN: 00168228) AS MANAGING DIRECTOR OF THE COMPANY

Mr. Sajiv. K. Menon was earlier appointed as Managing Director of the Company with effect from 01.04.2014 for a period of three years followed by a re- appointment effective

01.04.2017 again for a period of three years and confirmed thereafter at the respective Annual General Meetings. The Board of Directors at their meeting dated 07.02.2020 had on recommendation by the Nomination and Remuneration Committee, re-appointed Mr. Sajiv K. Menon as Managing Director on consideration of the fact that during his term in office, the performance of Mr. Sajiv K. Menon, was encouraging and satisfactory which deserved favorable consideration in the matter of extending him a third term in office as Managing Director of the Company.

The re-appointment of Mr. Sajiv. K. Menon as the Managing Director with effect from 01.04.2020 for a period of two years by the Board and the revision of the terms and conditions of appointment more specifically detailed as part of the Notice, require the approval/confirmation of the Shareholders as per the provisions of the Companies Act, 2013 and hence this resolution is proposed before the Annual General Meeting of the Company.

This explanatory statement along with the General Information commonly given both for the offices of Whole time Director and MD excepting their personal (appointee) details on the wake of inadequacy of profit for payment of remuneration for the year 2020-21, may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Sajiv K Menon and his relatives, are in any way, concerned or interested in the said resolution.

I GENERAL INFORMATION

- (1) **Nature of Industry:** The Company is a manufacturer of Ossein, Gelatin and Collagen Peptide.
- (2) **Date or expected date of commencement of commercial production:** The Company was incorporated on 13/04/1975. Commercial production started in June 1979.
- (3) In case of new companies, expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus: N.A

(4) Financial Performance based on given indicators:

(Rs.in lakhs)

Particulars	2018-19	2019-20
Sales	29777.69	26190.31
Net Profit / (Loss) after tax	(263.66)	789.54



- (5) Foreign investment or collaborators, if any: Foreign collaboration of Nitta Gelatin Inc., (NGI), Japan, a leading global Gelatin manufacturer. NGI holds 42.96% in the equity of the Company.

II INFORMATION ABOUT THE APPOINTEE

1. Background details: Mr. Sajiv K. Menon holds a B. Tech (Chemical Engineering) from REC Trichy and PGDM (Finance and Marketing) from IIM Bangalore, besides being a Fulbright Scholar at Carnegie Mellon University, US. He started his career in the year 1980 as a Project Engineer in Grindwell Norton Limited (Abrasive Industry) before joining ONGC, Dehradun as an Executive Assistant to Chairman and Member in the year 1984. Later with Aruna Sugars and Enterprises Limited from the year 1986 to 1997, he worked starting as an Assistant Manager (Projects) and was their Dy. GM (Diversification and Planning) at the time of his resignation. Thereafter he worked with Murugappa Group (A 225 Billion Group) in various capacities from the year 1997 till he became CEO and Business Head of the business of Bio and Nutraceuticals products of EID Parry (India) Limited. Mr. Sajiv K. Menon brings with him the above experience and expertise while continuing as Managing Director of Nitta Gelatin India Limited thereafter.
2. Past remuneration drawn (FY 2012-13): Rs. 1.5 Crores p.a.
3. Recognition/Awards/Achievements: A third rank holder in University of Madras from REC, Trichy, in B.Tech (Chemical Engineering). Also a Fulbright Scholar at Carnegie Mellon University, US, a global research University.
4. Job Profile and his suitability: Mr. Sajiv K. Menon exercises substantial executive power, under the control and direction of the Board of Directors of the Company. He is responsible for overall operations and working affairs of the Company. He is managing under his direct control, the core departments of the Company viz. production, marketing, finance, R&D, information technology, human resource development and materials. Considering his academic credentials and successful tenure with our Company, he is best suited to continue with the responsibility as Managing Director of the Company on payment of the proposed remuneration.
5. Remuneration proposed: The remuneration payable is outlined in the corresponding resolution itself.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The proposed remuneration is at par with similarly placed and designated/positioned executives in the industry.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Sajiv K. Menon does not have any other direct or indirect pecuniary relationship with the Company or relationship with any managerial personnel.

III OTHER INFORMATION

- 1 Reasons of loss or inadequate profits:

During the year under reckoning, the Reva Division of the Company was trailing in performance as against expectation, due mainly to the Effluent discharge related issues arising from intermittent disruption in common discharge pipe lines.

2. Steps taken/proposed to be taken for improvement
With many of the issues besetting the Reva Division like Governmental infrastructure for effluent discharge having been addressed in progression, the year ahead is likely to show a better performance of that Division besides continuing with a robust performance of the other Divisions of the Company.

IV DISCLOSURE

1. A draft resolution and detailed explanatory statement about the terms and conditions thereof of Mr. Sajiv K. Menon is presented under the Notice convening the ensuing Annual General Meeting.
2. The details regarding remuneration package etc., of all other Directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.

ITEM NO. 9: PAYMENT OF REMUNERATION TO THE WHOLE TIME DIRECTOR IN THE WAKE OF INADEQUACY OF PROFIT FOR THE FINANCIAL YEAR- DR. SHINYA TAKAHASHI (DIN: 07809828)

Apart from Mr. Sajiv. K. Menon, Managing Director of the Company - an Explanatory Statement alongwith general information corresponding to whose re- appointment, accompanies the special resolution appearing as Item No. 8 herein above - the one other Whole Time Director whose remuneration adds up for reckoning the limits prescribed for remuneration of Whole Time Directors under the Regulations, is Dr. Shinya Takahashi, Director (Technical). Dr. Shinya Takahashi was appointed in the year 2017, replacing Mr. Takeo Yamaki as Whole Time Director of the Company designated, as Director (Technical) for a period of two years beginning 09.05.2017 consequent on the latter tendering his resignation with effect from 01.04.2017 on getting reverted to the services of NGI Japan.

Pending completion of the two year term, Dr. Shinya Takahashi was proposed for reappointment by NGI, Japan, where after the Board of Directors at their meeting dated 06.05.2019 re-appointed Dr. Shinya Takahashi as Director (Technical) for a further term of two years beginning that date, on such terms and conditions as were originally approved at the time of his appointment and more specifically

detailed as part of the resolution. The reappointment of Dr. Shinya Takahashi by the Board of Directors required approval/confirmation by the Shareholders as envisaged under the provisions of Section 197(4) of the Companies Act, 2013 which was also obtained at the previous AGM of the Company.

Dr. Shinya Takahashi originally held the position of General Manager (Quality Assurance Dept) in Nitta Gelatin Inc, Japan. He holds a PhD from Chiba University and Graduate School of Advanced Integration Science.

Since Dr. Shinya Takahashi is not a resident in India as envisaged under Schedule V Part I of the Companies Act, 2013 (the Act), his reappointment by the Board/General Meeting as Director (Technical) also necessitated a Special Resolution as per the provisions of the Companies Act and rules thereof.

This explanatory statement along with the General Information commonly given both for the offices of Wholetime Director and MD excepting their personal (appointee) details in the wake of inadequacy of profit for payment of remuneration for the year 2020-21, may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives, except Dr. Shinya Takahashi and his relatives, are in any way, concerned or interested in the said resolution.

General Information

Appointee details

Background:

Dr. Shinya Takahashi holds a PhD from Chiba University and Graduate School of Advanced Integration Science. Dr. Shinya Takahashi had held position of General Manager (Quality Assurance) in Nitta Gelatin Inc., Japan before joining Nitta Gelatin India Ltd. as its Director (Technical) in the year 2017.

Past Remuneration (FY 16-17):

No remuneration drawn from domestic Companies in India.

Recognition or Awards:

He has long years of experience at Nitta Gelatin Inc., Japan, leaders in Gelatin Industry in Asia Pacific region.

Job Profile and his suitability:

Dr. Shinya Takahashi as Director (Technical) looks after the operations of the Company, specifically, technical and quality aspects with respect to raw material, production and process, in addition to R&D projects. He reports to the Managing Director of the Company.

Remuneration proposed:

The remuneration payable is outlined in the corresponding

resolution itself.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The proposed remuneration is lower than that of similar designated/positioned executives in the industry in Japan.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Dr. Shinya Takahashi does not have any other direct or indirect pecuniary relationship with the Company or relationship with any managerial personnel.

ITEM NO.10 APPROVAL FOR ENTRY INTO RELATED PARTY TRANSACTION BY THE COMPANY

The Companies Act, 2013 aims to ensure transparency in the transaction and dealings between related parties of the Company. The provisions of Section 188 (1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned therein, with the Related Party(s), the Company must obtain prior approval of the Board of Directors.

As per provisions of Section 188 of Companies Act, 2013 and Rules thereunder, amended, if the value of the sale transactions together with the value of transactions entered so far during the year amounts to 10% or more of the turnover of the Company as per the previous audited financial statement in respect of Related Party or Rupees One Hundred Crores whichever is lower, the Company has to obtain prior approval of shareholders by way of Ordinary Resolution.

Further third proviso of Section 188 (1) provides that nothing in that Sub-Section shall apply to any transaction entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, even if the related party transaction is material by reason that it amounts to 10% or more of the annual consolidated turnover (taken individually or together), only an approval by way of Ordinary Resolution, need be obtained from the Shareholders of the Company.

In the light of the provisions of the Act, the Board of Directors of your Company has approved the proposed transactions along with the limits that the Company may enter into with its related parties for the period 01.10.2020 to 30.09.2021.

All the prescribed disclosures as required to be given under the provisions of the Companies Act 2013 and the Rules thereunder are given below in tabular format for kind perusal of members approval:

PARTICULARS OF RELATED PARTY TRANSACTIONS PROPOSED TO BE ENTERED DURING 01.10.2020 TO 30.09.2021 FOR THE PURPOSE OF APPROVALS U/S 188 OF THE COMPANIES ACT 2013.

(TRANSACTIONS / CONTRACTS CARRIED OUT IN THE ORDINARY COURSE OF BUSINESS)

Name of Related Party	Director/KMP related	Nature of Relationship	Nature of Transaction	Period of Transaction	Maximum value of Transaction (Rs. In lakhs)
Nitta Gelatin Inc, Japan	Koichi Ogata	Director & Executive Officer, Nitta Gelatin Inc, Japan	Sale of Goods	01.10.2020 to 30.09.2021	15000
	Dr. Shinya Takahashi	Nominee of Nitta Gelatin Inc, Japan	Availing of service		300
Nitta Gelatin NA Inc, USA	Koichi Ogata	Director & Executive Officer, Nitta Gelatin Inc, Japan	Sale of Goods	01.10.2020 to 30.09.2021	12000
	Dr. Shinya Takahashi	Nominee of Nitta Gelatin Inc, Japan	Availing of services		150
Bamni Proteins Ltd	Sajiv K Menon	Managing Director, Nitta Gelatin India Ltd	Sale of Goods	01.10.2020 to 30.09.2021	8000
	Dr Shinya Takahashi	Nominee of Nitta Gelatin Inc, Japan			

Members are hereby informed that pursuant to second proviso of section 188(1) of the Act, no member of the Company shall vote on such Resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company has approved this item and recommends the resolution as set out in the notice for approval of members of the Company as Ordinary Resolution.

Except Promoter Directors (to the extent of shareholding interest in the Company), no other Director or Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in passing of this resolution.

Kochi
08.06.2020

By Order of the Board
G.R. Kurup
Company Secretary
M. No. 8453

DETAILS OF DIRECTORS SEEKING APPOINTMENT/APPROVAL OF TERMS OF APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.

Name	Koichi Ogata	Muthusami Jaichandren	Radha Unni	Sajiv Kumar Menon	Shinya Takahashi
Age (Years)	62	65	72	60	59
Nationality	Japanese	Indian	Indian	Indian	Japanese
Date of appointment	04.08.2020	04.11.2019	04.08.2020	01.04.2020	06.05.2019
Qualification	Bachelor of Science, Tohoku University	LLM from University of Delhi, LLB from University of Delhi, MA from University of Madras, BA from Madras Christian Collage	MA, B.ed., CAIIB	B. Tech (Chemical Engineering) from REC, Trichy and PGDM (Finance and Marketing), IIM Bangalore,	PhD from Chiba University and Graduate School of Advanced Integration Science
Expertise	President of NGI, Japan	A retired Judge of the High Court of Madras, Mr. Justice M Jaichandren has in all 46 years standing in the Bar and in Bench.	Chief General Manager – SBI - Kerala zone	He has long experience of more than 33 years in various capacities in Engineering and Chemical Industries before joining NGIL as its MD on 01.04.2014.	He has long experience at Nitta Gelatin Inc., Japan Leader in Gelatin in Asia Pacific Region.
Other Directorships excluding Foreign Companies	NIL	NIL	7	1	1
Member / Chairman of committees of other Companies	NIL	NIL	5	NIL	NIL
Relationship, if any, between Directors interse	NIL	NIL	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL