



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/2023-24

Date: August 28, 2023

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 43rd 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 43rd Annual General Meeting of the Company scheduled to be held on **Saturday, September 23, 2023 at 1:00 P.M.** through Video Conferencing (VC)/other Audio Visual Means (OAVM) in accordance with the Circulars No. 20/2020, 19/2021, 02/2022 along with Circular No. 14/2020 and 17/2020 and other circulars issued by the Ministry of Corporate Affairs and 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 and which will be send to shareholders in due course.

The copy of the same is also available on the website of the company at https://www.cjgelatineproducts.com/assets/docs/43rd%20AGM%20Notice_C.J.Gelatine_2023.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 43rd 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 Mayank Lashkari

(Membership No. ACS 34448)

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 43RD ANNUAL GENERAL MEETING

Notice is hereby given that the 43rd Annual General Meeting of the Members of **C.J.Gelatine Products Limited having CIN L24295MH1980PLC023206** will be held on Saturday, the 23rd day of September, 2023 at 1:00 P.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

AS 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, 2023 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 Mr. Harman Singh (DIN: 01406962), who retires by rotation and being eligible, offer himself for re-appointment.

AS SPECIAL BUSINESS:

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

Item No. 03: Appointment of Mr. Harish Pande (DIN 01575625) as Non- Executive Independent Director of the Company for the period of 5 years

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re- enactment(s) thereof, for the time being in force], and as per provisions of the Articles of Association of the Company, based on approval

and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Harish Pande (DIN: 01575625), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028, and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper.”

Item No. 04: Appointment of Mr. Satish Chander Mathur (DIN 02847887) as Non- Executive Independent Director of the Company for the period of 5 years

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re- enactment(s) thereof, for the time being in force], and as per provisions of the Articles of Association of the Company, based on approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Satish Chander Mathur (DIN: 02847887), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in

writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028, and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper.”

Item No. 05: Appointment of Mr. Rajesh Kantilal Divetia (DIN 10253214) as Non-Executive Independent Director of the Company for the period of 5 years

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and as per provisions of the Articles of Association of the Company, based on approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajesh Kantilal Divetia (DIN 10253214), who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028, and that he shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, to do all such acts, deeds, matters and

things as may be considered necessary, expedient, usual or proper.”

Item No. 06: Increase in the Borrowing Limits of the Company under Section 180(1)(c) of Companies Act, 2013

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT**, in supersession of the Special Resolution passed at the 35th Annual General Meeting held on September 12, 2015 and pursuant to Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, (including any statutory modification(s) or reenactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the Business of the Company, in excess of the Aggregate of the paid up capital and Free Reserves of the Company, that such borrowing shall not exceed Rs. 35,00,00,000/- (Rupees Thirty Five Crore only) from any Banks, Financial Institutions, Trustees for holders of debentures / bonds, Bodies Corporate, other Entities, NBFC’s, Person or Persons who may provide such credit and other Sources from time to time for the purpose of Financing the working capital requirements as also for acquisition of capital Assets and/or for the Purpose of any other requirements of the Company, both for capital and revenue in nature, and shall exclude all the temporary Loans obtained by the Company from its Bankers in the ordinary course of its business, and on such terms and conditions as the Board may consider necessary and expedient in the Best interest of the Company.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be

required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

Item No. 07: Creation of securities on the properties of the Company under Section 180(1)(a) of Companies Act, 2013

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT**, in supersession of earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereto), consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for creation of mortgage / hypothecation / pledge / charge / security in any form or manner over all or any of the movable and / or immovable properties whether tangible or intangible, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan obtained or as may be obtained from any Banks, Financial Institutions, Trustees for holders of debentures / bonds, Bodies Corporate, other Entities, NBFC’s, Person or Persons including securing those facilities which have already been sanctioned, including any

enhancement therein together with interest, costs, charges, expenses and any other moneys payable by the Company and that the Board is further authorised to create a charge / hypothecation / pledge in whatsoever manner on the Company’s current assets, present and future, in favour of Banks, Financial Institutions, Bodies Corporate, other Entities, NBFC’s, Person or Persons who may provide such credit facilities to the Company within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

Place: Mandideep

Date: 12/08/2023

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) is furnished as **Annexure - 1** to the Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ("MCA") vide Circulars No. 10/2022 read with Circulars No. 20/2020, 19/2021, 02/2022 alongwith Circular No. 14/2020 and 17/2020 and other circulars issued by the MCA and SEBI Master Circular number SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and other circulars issued by the SEBI (hereinafter collectively referred to as "the Circulars"). The forthcoming 43rd AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). 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 43rd 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 43rd 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 43rd AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 43rd AGM.
9. The facility of participation at the 43rd 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 15, 2023**, 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 20, 2023 at 09:00 A.M. and **ends** on Friday, September 22, 2023 at 05:00 P.M. During

this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 15, 2023 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 15, 2023.
16. A person who is not a member as on the cut-off date should treat this Notice of 43rd 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.

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	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.nsd.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 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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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.nsd.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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 toll free no.: 1800 1020 990 and 1800 22 44 30

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.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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) <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 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. <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.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <C.J.Gelatine Products Limited> on which you choose to vote.
- 11) 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.

- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.

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 43rd 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 43rd 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 43rd AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the 43rd 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.

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 43rd 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 Futurex, 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.

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 16th September, 2023 to 23rd September, 2023 (both days inclusive) for the purpose of the 43rd 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 2022-23 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 2022-23 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 by September 30, 2023, 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: 12/08/2023

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:**

The Board of Directors of the Company at its meeting held on August 12, 2023, recommended appointment of Mr. Harish Pande (DIN: 01575625) as Director of the Company in the capacity of Independent Director for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028 subject to the approval of the Members of the Company.

The Company has received a declaration from Mr. Harish Pande confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Harish Pande fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028. Copy of draft letter of appointment setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

The Company has received a notice in writing from a member as prescribed under Section 160 (1) of the Companies Act, 2013 proposing his candidature for appointment as Independent Director of the Company. The Board recommends the Resolution for appointment of Mr. Harish Pande as an Independent Director of the Company for a term of five consecutive years from date of passing of this Resolution. Upon his appointment, Mr. Harish Pande shall not be liable to retire by rotation. Brief profile of Mr. Harish Pande 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), is given at **Annexure I** of this Notice.

Except Mr. Harish Pande, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3. The Directors recommend passing of the resolution set out at Item No. 03 of the Notice, as a **Special Resolution**.

Item No. 04:

The Board of Directors of the Company at its meeting held on August 12, 2023, recommended appointment of Mr. Satish Chander Mathur (DIN: 02847887) as Director of the Company in the capacity of Independent Director for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028 subject to the approval of the Members of the Company.

The Company has received a declaration from Mr. Satish Chander Mathur confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Satish Chander Mathur fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028. Copy of draft letter of appointment of his setting out the terms and

conditions of appointment is being made available for inspection by the members through electronic mode.

The Company has received a notice in writing from a member as prescribed under Section 160 (1) of the Companies Act, 2013 proposing his candidature for appointment as Independent Director of the Company. The Board recommends the Resolution for appointment of Mr. Satish Chander Mathur as an Independent Director of the Company for a term of five consecutive years from date of passing of this Resolution. Upon his appointment, Mr. Satish Chander Mathur shall not be liable to retire by rotation.

Brief profile of Mr. Satish Chander Mathur 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), is given at **Annexure I** of this Notice.

Except Mr. Satish Chander Mathur, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 04. The Directors recommend passing of the resolution set out at Item No. 04 of the Notice, as a **Special Resolution**.

Item No. 05:

The Board of Directors of the Company at its meeting held on August 12, 2023, recommended appointment of Mr. Rajesh Kantilal Divetia (DIN 10253214) as Director of the Company in the capacity of Independent Director for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028 subject to the approval of the Members of the Company.

The Company has received a declaration from Mr. Rajesh Kantilal Divetia (DIN 10253214), confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received his consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the

Board, Mr. Rajesh Kantilal Divetia (DIN 10253214), fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering his knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of 5 (Five) consecutive years w.e.f 23rd September, 2023 till 22nd September, 2028. Copy of draft letter of appointment of his setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

The Company has received a notice in writing from a member as prescribed under Section 160 (1) of the Companies Act, 2013 proposing his candidature for appointment as Independent Director of the Company. The Board recommends the Resolution for appointment of Mr. Rajesh Kantilal Divetia (DIN 10253214), as an Independent Director of the Company for a term of five consecutive years from date of passing of this Resolution. Upon his appointment, Mr. Rajesh Kantilal Divetia (DIN 10253214), shall not be liable to retire by rotation. Brief profile of Mr. Rajesh Kantilal Divetia (DIN 10253214), 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), is given at **Annexure I** of this Notice.

Except Mr. Rajesh Kantilal Divetia (DIN 10253214), being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 05. The Directors recommend passing of the resolution set out at Item No. 05 of the Notice, as a **Special Resolution**.

Item No. 06:

The Shareholders of the Company at their meeting held on September 12, 2015 considered and authorized the Company to borrow upto Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) pursuant to Section 180(1)(c) and other applicable provisions, if any, of Companies Act, 2013. It is

proposed to increase the limit of borrowings upto Rs. 35,00,00,000/- (Rupees Thirty-Five Crore only). The provisions of Section 180 of the Companies Act, 2013 requires the Companies to pass Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital and free reserves. In view thereof, it is proposed to obtain a fresh approval of Shareholders by a Special Resolution The resolution as above is placed before the shareholders for approval. None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP are concerned or interested in this resolution.

The Board has unanimously approved the above proposal at its meeting held on August 12, 2023. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution. The Directors recommend passing of the resolution set out at Item No. 06 of the Notice, as a **Special Resolution**.

Item No. 07:

In order to facilitate securing the borrowing availed / to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed

to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board has unanimously approved the above proposal at its meeting held on August 12, 2023. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution. The Directors recommend passing of the resolution set out at Item No. 07 of the Notice, as a **Special Resolution**.

Place: Mandideep

Date: 12/08/2023

By the Order of the Board

SD/-

Jaspal Singh

(DIN 01406945)

Chairman and Managing Director

“ANNEXURE I TO 43RD 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. Harish Pande	Mr. Satish Mathur	Mr. Rajesh Divetia	Mr. Harman Singh
DIN	01575625	02847887	10253214	01406962
Date of Birth (DD/MM/YYYY)	22/09/1954	18/03/1955	16/11/1959	10/06/1982
Age (approx.)	69 years	68 years	64 years	41
Nationality	Indian	Indian	Indian	Indian
Date of first Appointment on the board	NA (Proposed)	NA (Proposed)	NA (Proposed)	26/06/2021
Proposed Designation	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Executive Director and Chief Financial Officer
Qualification	Graduate	Graduate	Graduate	CS and B. Com (H)
Brief Resume and expertise in specific functional area	He has more than 45 years of experience in the area of pharmaceutical, chemicals and drugs industries.	He has around 40 years of experience in the various areas i.e., finance, production and information technologies.	He has almost 36 years of experience of in the field of Chemicals and other ancillary work.	More than 21 years of experience in Chemical business in various capacities and 10 years of experience in gelatin industry.
Terms and conditions of Appointment / Reappointment	Proposed appointment as an Independent Director	Proposed appointment as an Independent Director	Proposed appointment as an Independent Director	As per letter of Appointment
Remuneration drawn in the Company for the FY 2022-23	NA	NA	NA	Rs. 6,09,000/-
Remuneration sought to be paid	Nil	Nil	Nil	As per letter of Appointment
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 August 12, 2023)	1. Shivalik Rasayan Ltd 2. Medicamen Biotech Ltd	1. Headway Life Sciences Private Limited 2. Ushmaa Technologies Pvt Ltd	He does not have directorship in other companies as on date of 43 rd AGM Notice.	Hindustan Drugs Ltd.
Member / Chairman of the Committees of the Board of other Companies (Numbers) (Status as on August 12, 2023)	10 (Ten)	Nil	Nil	Nil
No. of shares held in Company (Status as on August 12, 2023)	Nil	Nil	Nil	100 equity shares
Relationship between the directors and KMP's inter-se (Status as on August 12, 2023)	Nil	Nil	Nil	Son of Mr. Jaspal Singh, Chairman & Managing Director and promoter and brother of Mrs. Jasneet Kaur Women director of company.
No. of meetings of the Board attended during the year (2022-23)	NA	NA	NA	05(Five)
Skills and capabilities required to act as an Independent Director of the Company	He has the exposure required and meets the skill requirement to appoint as an Independent Director.	He has the exposure required and meets the skill requirement to appoint as an Independent Director.	He has the exposure required and meets the skill requirement to appoint as an Independent Director.	Not applicable