

NOTICE

NOTICE is hereby given that the 41st Annual General Meeting of the members of C.J. GELATINE PRODUCTS LIMITED will be held on **Saturday, the 25th day of September, 2021 at 12:00 Noon** through Video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet, the Statement of Profit & Loss and Cash Flow as at 31st March, 2021 and the Reports of the Board of Director's and Auditor's thereon and to pass the following resolution as an Ordinary Resolution;

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

2. To appoint a director in place of Mrs. Jasneet Kaur (DIN: 06995139), who is liable to retire by rotation and being eligible, offers herself for re-appointment and to pass the following resolution as an Ordinary Resolution;

"RESOLVED THAT Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

3. To consider and confirm the appointment of Shri Harman Singh (DIN: 01406962) as Executive Director and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and articles of association of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Harman Singh who was appointed by the Board as the Additional Director (Executive) at their meeting held on 26th June, 2021, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Harman Singh as the Executive Director for a period of 3 years with effect from 25th September, 2021 on a remuneration of Rs. 50,000/- p.m. (Rupees fifty thousand) (*the above remuneration will also include remuneration in the capacity of CFO also*) with liberty to the board to sanction such increase as it may in its absolute discretion determine without further approval of the members, on the following terms and condition and whose period of office is liable to retirement by rotation.

FURTHER RESOLVED THAT in addition to aforesaid remuneration, Mr. Harman Singh, Executive Director and CFO shall also be entitled for the following benefits and shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category.

- a) Car: The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance/car expenses shall be made as per actual on the basis of claims submitted by him.
- b) Telephone, Internet & Cell: Free use of telephone, internet at his residence and Cell phone.
- c) Reimbursement of actual entertainment, travelling expenses to perform his duties as per rules of the Company.
- d) Personal accident and Health insurance premium not exceeding Rs.1,00, 000/- P.A.
- e) Reimbursement of actual medical expenses of Director and his family.

FURTHER RESOLVED THAT the remuneration payable to Mr. Harman Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided u/s 197 read with schedule V of the Companies Act, 2013 or such other limits as prescribed from time to time”.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup and increase in remuneration within the permissible limits in its absolute discretion as may be considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

4. Re-appointment of Mr. Jaspal Singh (DIN:01406945) as the Chairman & Managing Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 and provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings, the approval of the members of the Company be and is hereby accorded for re-appointment of **Mr. Jaspal Singh (DIN:01406945)** as the Chairman & Managing Director of the Company for a further period of 3 (*three*) years w.e.f. 17th February, 2022 on a remuneration of Rs. 2,00,000/- per month with liberty to the board to sanction such increase as it may in its absolute discretion determine without further approval of the members, on the following terms and condition and whose period of office is liable to retirement by rotation.

- a) The Company shall provide rent-free residential accommodation, if required or house rent allowance shall be paid to him subject to a maximum of 50% of the salary. Expenditure incurred by the company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962.
- b) Re-imbursement of medical expenses of the Managing Director and his family.
- c) Leave travel assistance: Expenses incurred for self and family in accordance with the rules of the company.
- d) Club Fees: Subject to a maximum of two clubs and includes admission.
- e) Personal accident and Health insurance premium not exceeding Rs.1,00, 000/- P.A.
- f) Car: The Company shall provide a car with driver for the Company’s business and if no car is provided reimbursement of the conveyance shall be as per actual on the basis of claims made by him.
- g) Telephone: Free use of telephone and internet.
- h) Reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Managing Director shall be the minimum remuneration in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

RESOLVED FURTHER THAT the remuneration payable to Mr. Jaspal Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided u/s 197 read with schedule V of the Companies Act, 2013 or such other limits as prescribed from time to time”

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup and increase in remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

5. To consider Increase in Authorized Share Capital of the company and consequent alteration in capital clause of the Memorandum of Association of the company and if thought fit, to pass, with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores only) consisting of 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. "The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each" with the power to increase and reduce the capital of the company and to alter, convert, re-classify, into several classes of stock or shares and to divided or sub-divide and consolidate the same with the power attach thereto respectively preferential, deferred or special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the legislative provision and Articles of Association of the company from time to time.

FURTHER RESOLVED THAT any director or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.

Place: Bhopal
Date: 14th August, 2021
CIN: L24295MH1980PLC023206

By orders of the Board of Directors
For, C.J. Gelatine Products Limited

Deepak Patil
Company Secretary
M.No.: A-61787

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts concerning the special business under Item No. 3 to 5 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at their respective meetings considered that the special business under Item No. 3 to 5 being considered unavoidable, be transacted at the 41st AGM of the Company.
2. In view of the COVID-19 Pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular No. 2/2021 dated 13.01.2021 which is sequel to their earlier Circular dated 05.05.2020 read with Circulars dated 08.04.2020 and 13.04.2020 and (collectively referred to as "MCA Circulars") permits 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 alongwith SEBI Circular No. 11 dated 15.01.2021 which again is a sequel to their earlier Circular No. 79 dated 12.05.2020, the AGM of

the Company shall be held through Video Conferencing (VC) and thus the Members can attend and participate in the AGM through VC/OAVM.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting and e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. 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.
4. 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 aforesaid 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 41st AGM and hence the Proxy Form and Attendance slip are not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. **The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below.** The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. In compliance with the aforesaid MCA and SEBI Circulars, Annual Report 2020-21 which includes the Notice of the 41st AGM, Board's Report, Financial Statements and other documents/annexures, 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 2020-21 will also be available on the Company's website www.cjgelatineproducts.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com
7. The attendance of Members through VC shall be counted for quorum under Section 103 of the Act.
8. **The Company notifies Closure of Register of Members and Share Transfer Books thereof from 18th September, 2021 to 25th September, 2021 (both days inclusive)**
9. **Members holding shares in the same name or same order under different ledger folios are requested to apply for clubbing into one folio.**
10. **Members may kindly update their email address, PAN and residential address so that correspondence reaches you without fail, with the Company through email at cjsecretarial@gmail.com or with Registrar i.e. Adroit Corporate Services Private Limited, at 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka Andheri East, Mumbai - 400059 (MH) or through e-mail at info@adroitcorporate.com in case of physical shares or with their respective Depository Participants in case of demat shares.**
11. **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.**
12. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
13. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA circular No. 14/2020 dated April 8, 2020; circular no. 17/2020 dated April 13, 2020 and circular no. 20/2020 dated May 5, 2020.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Section 108 of the Companies Act, 2013 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 provided by Central Depository Services Limited (CDSL), on all the Resolutions set forth in the Notice. The instructions for e-voting are given herein below:

- **The remote e-voting period commences on Wednesday, September 22, 2021 (9:00 a.m. IST) and ends on Friday, September 24, 2021 (5:00 p.m. IST)** During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, **September 17, 2021 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 appointed Mr. Vipul Jain (M. No. ACS- 63452; C.P. No. 23996) 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 INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. 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 above said 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	<ul style="list-style-type: none"> ❖ 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. ❖ After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers website directly. ❖ If the user is not registered for Easi/Easiest option, registration is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. ❖ Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page or click on https://evotingcdslindia.com/e-voting/e-votingLogin. 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> ❖ 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.nsdl.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 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. ❖ If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ❖ Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen opens. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ul style="list-style-type: none"> ❖ You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. ❖ After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on ‘company name’ or ‘e-voting service provider name’ and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use forget User ID and forget password option available at above mentioned website.

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

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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

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) 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	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.
OR Date of Birth (DOB)	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 also to be 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 <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. **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 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; info@csvipuljain.com and 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 THROUGH VC/OAVM & EVOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 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 / IPads 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 atleast **5 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 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company's e-mail id. These queries will be replied by the company suitably at the meeting.
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 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 AGM.
10. 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/OAVM 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.

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.

OTHER INFORMATION

- 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.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.cjgelatinproducts.com 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.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1)
OF THE COMPANIES ACT, 2013**

Item No. 3:

CONFIRMATION OF APPOINTMENT OF MR. HARMAN SINGH (DIN:01406962) AS EXECUTIVE DIRECTOR

The Board on the Recommendation of Nomination and Remuneration Committee (NRC) at its meeting held on 26th June, 2021 had appointed Mr. Harman Singh as an Additional Director (Executive) in the promoter category of the company subject to the approval of the members.

As looking into the size and scale of the company and to smoothen the day-to-day working and operations of the company and looking into the capabilities and work profile of Mr. Harman Singh, the Board proposes the name of Mr. Harman Singh to be appointed as the Executive Director in the promoter category.

Mr. Harman Singh is a Member of ICSI (*Institute of Company Secretaries of India*) and Commerce Graduate and is a Chief Financial Officer and KMP of the company since 2015. He had also served the Company as Company Secretary & Compliance Officer of the company during 2012 to 2015 for a period of 3 years. He is having more than 15 years of experience in the industry and is acquainted with through knowledge of business. His experience, commitment and capabilities will play a crucial role in the growth and sustainability of the Company.

In the opinion of the Board Mr. Harman Singh is fit and eligible candidate for the Executive Director position and further he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as Executive Director.

The Board recommends to pass Special Resolution as set out in Item No. 3 of the notice. The Board considered that the terms and conditions, the salary and perquisites as given in the Item No. 3 of the notice is commensurate with his high responsibilities, experience and status of the Company.

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

(Note: The remuneration proposed to Mr. Harman Singh includes remuneration payable to him in the CFO capacity also)

Item No. 4:

RE-APPOINTMENT OF MR. JASPAL SINGH (DIN:01406945) AS THE CHAIRMAN & MANAGING DIRECTOR

Shri Jaspal Singh, (DIN: 01406945) is the Managing Director of the Company since 2012, his tenure will be expired on 16th February, 2022 upon completion of 5 years of his re-appointment made at 37th AGM held on September 25, 2017.

Keeping in view that Shri Jaspal Singh has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Shri Jaspal Singh as Chairman and Managing Director w.e.f 17th February, 2022 for a period of three years.

During his renewed/re-elected tenure Shri Jaspal Singh will attain the age of 70 years in November, 2023 and hence continuation of his employment as Chairman and Managing Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Part 1 of Schedule V to the Act contains a similar relaxation.

Mr. Jaspal Singh is having more than 50 years of experience in the pharmaceutical field in various capacities and also attending commercial operations of the Company since 2012, his experience, commitment and capabilities are playing crucial role in the growth of the Company. Shri Jaspal Singh has 25 years of experience in the management field and is a Key Promoter of the company.

He is a Member of the Audit Committee, Stakeholder's Relationship Committee and Nomination & Remuneration Committee of the Board of the Company.

Thus upon the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 26th June, 2021, Mr. Jaspal Singh had been re-appointed as Chairman & Managing Director of the Company for a further period of 3(three) years subject to approval of the members by way of Special Resolution w.e.f. 17th February, 2022.

The Board considered that the terms, conditions, salary and perquisites as given in item No. 4 of the notice is commensurate with his high responsibilities & experience in the Company. The Board recommends to pass necessary Special Resolution as set out in Item No. 4 of the notice.

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

Item No. 5:**TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

The Current Authorized Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) and the paid up share capital of the Company is Rs. 4,81,33,000 (Rupees Four Crores Eighty One Lakhs Thirty Three Thousand only) The Company proposes to increase its authorized share capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) to facilitate fund raising in future via issuance of equity shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect. Therefore Board of Directors of your Company recommend the Resolution as set out in item No.5 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

**The information as required to be disclosed as per Item No. 3 and 4 under
Schedule V of the Companies Act, 2013 are as under:**

I. General Information:

(1)	Nature of industry	Manufacturer of Gelatine and related Products		
(2)	Date or expected date of commencement of commercial production	Already existing in business.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
(4)	Financial performance based on given indicators	FY 2020-21 (Rs. In Lakhs)	FY 2019-20 (Rs. In Lakhs)	FY 2018-19 (Rs. In Lakhs)
	Income from Operation	3903.38	2828.24	2580.82
	Profit/(Loss) before tax	39.38	24.22	50.48
	Profit/(Loss) after tax	34.65	21.92	37.30
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company. However, NRI is holding 1.13% of total paid-up share capital of the company as on 31 st March, 2021.		

II. Information about the appointee:

	Particulars	Shri Jaspal Singh	Shri Harman Singh
(1)	Background Details	Shri Jaspal Singh aged 68 years is key promoter of the Company and having wide knowledge and experience in pharmaceutical, chemical and gelatin Industry and having more than 50 years of experience in pharmaceutical field in various capacities.	Shri Harman Singh aged 39 years is Company Secretary and Commerce Graduate and is one of the KMP of the Company since 2015 and having wide knowledge and skills in chemicals, pharmaceutical and gelatine Industry. He is having more than 15 years of experience in business areas. Shri Harman Singh is currently holding position of CFO & KMP w.e.f. 28/03/2015 before this position/

			appointment he also served as Company Secretary & Compliance Officer of the company w.e.f. 17/02/2012 till 28/03/2015.
(2)	Past Remuneration	Rs. 24.00 Lakhs p.a	Rs. 4.50 Lakhs p.a as Chief financial Officer
(3)	Recognition or Awards	NA	NA
(4)	Job profile and his suitability	Shri Jaspal Singh, Chairman & Managing Director is the overall in-charge of the management activities & operations of the Company.	Shri Harman Singh, Director & CFO is in-charge of the overall Manufacturing and Administrative functions of the Company.
(5)	Remuneration proposed	Rs. 2,00,000/- p.m. (per month) Plus Perquisites	Rs. 50,000/- p.m. (per month) Plus Perquisites
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is quite less with remuneration for an equivalent position in a unit of comparable size and complexity.	
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Jaspal Singh, Managing Director holds 57.50% equity share capital of the Company. He is also having interest to the extent of remuneration which he may draw from the Company being the Chairman & Managing Director of the Company.	Shri Harman Singh, Director and CFO does not hold any shares in the company, however he is related to Jaspal Singh. He is also having interest to the extent of remuneration which he may draw from the Company being the Director and CFO of the Company.

III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss or inadequacy of profit at present.
(2)	Steps taken or proposed to be taken for improvement	N.A.
(3)	Expected increase in productivity and profits in measurable terms	The company is expected to increase 20% productivity and profits in measurable terms.

Brief Profile of the Director seeking appointment / re-appointment in the ensuing Annual General Meeting

Name of Directors	Mr. Jaspal Singh	Mr. Harman Singh	Mrs. Jasneet Kaur
DIN	01406945	01406962	06995139
Date of Birth	09/11/1953	10/06/1982	04/03/1980
Age	68 years	39 years	41 years
Date of Appointment	23/01/2012	26/06/2021	28/03/2015
Expertise/ Experience in specific functional areas	More than 50 years of experience in the field of pharmaceuticals and chemicals and more than 25 years of experience in the management field and Key Promoter of the company.	More than 15 years of experience in Chemical business in various capacities and 10 years of experience in gelatin industry.	More than 11 years of Experience in the Field of Banking and Administration.
Qualification	Under Graduate	CS and B.Com (H)	BBE, MA(Eco)
No. & % of Equity Shares held	27,67,078 (57.50%)	0.00%	100 (0.00%)
List of outside Company's directorship held	<ul style="list-style-type: none"> • Hindustan Drugs Ltd. • A P Drugs Pvt. Ltd. 	<ul style="list-style-type: none"> • Hindustan Drugs Ltd. 	<ul style="list-style-type: none"> • Hindustan Drugs Ltd. • A P Drugs Pvt. Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	<ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Nomination & Remuneration Committee 	-	<ul style="list-style-type: none"> • Stakeholders Relationship Committee
Chairman / Member of the Committees of the Board of Directors of other Companies in which he/she is a director.	-	-	-
Intere relations with other directors and KMP	Father of Mr. Harman Singh & Mrs. Jasneet Kaur and Key promoter of the company.	Son of Mr. Jaspal Singh, Chairman & Managing Director and promoter and brother of Mrs. Jasneet Kaur women director of the company.	Daughter of Mr. Jaspal Singh, Chairman & Managing Director and sister of Mr. Harman Singh Director & CFO, of the company.

Place: Bhopal
Date: 14th August, 2021

By orders of the Board of Directors
For, C.J. Gelatine Products Limited

Deepak Patil
Company Secretary
M.No.: A-61787