

## NOTICE FOR THE 40<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting of the members of C.J.GELATINE PRODUCTS LIMITED will be held on **Monday, the 28<sup>th</sup> day of September, 2020 at 12:30 P.M.** through Video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESSES:

#### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit & Loss and Cash Flow for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Boards and Auditors thereon.

2. To appoint a director in place of Shri. Jaspal Singh (DIN: 01406945), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

**Place: Bhopal**  
**Date: 14<sup>th</sup> August, 2020**

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

**JASPAL SINGH**  
**MANAGING DIRECTOR**  
**DIN: 01406945**

### NOTES:

#### 1. General instructions for accessing and participating in the 40<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. In view of the outbreak of COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020 /79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements)

- Regulations, 2015 ("Listing Regulations"), the 40<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 40<sup>th</sup> AGM shall be the Registered Office of the Company.
2. 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 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 40<sup>th</sup> 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.

3. Since the 40<sup>th</sup>AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the 40<sup>th</sup>AGM through e-voting facility.
4. Since the 40<sup>th</sup>AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The notice of 40<sup>th</sup>AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on **Friday, August 28, 2020**

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**

In accordance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020 /79 dated May 12, 2020 (the 'SEBI Circular'):

- Notice of the 40<sup>th</sup>AGM along with the Annual Report for the financial year 2019-20 is being sent to the Members and to all other persons so entitled in

electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository/ Adroit Corporate Services Pvt. Ltd. Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form and with Adroit Corporate Services Pvt. Ltd., in case the shares are held in physical form. Those Members who have not yet registered their email addresses and consequently, have not received the Notice and the Annual Report, are requested to get their email addresses and mobile numbers registered with Adroit Corporate Services Pvt. Ltd., by email to [info@adroitcorporate.com/cjsecretaria1@gmail.com](mailto:info@adroitcorporate.com/cjsecretaria1@gmail.com) with 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)

6. The Members can join the 40<sup>th</sup> 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 in the Notice. The facility of participation at the 40<sup>th</sup> AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutiniser etc. who are allowed to attend the 40<sup>th</sup>AGM without restriction on account of first come first served basis.

7. The attendance of the Members attending the 40<sup>th</sup>AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 40<sup>th</sup> AGM. 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 40<sup>th</sup>AGM through VC/OAVM and cast their votes through e-voting.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 40<sup>th</sup> AGM has been uploaded on the website of the Company which will be accessible on [www.cjglatinproducts.com](http://www.cjglatinproducts.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The 40<sup>th</sup>AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. This 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 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
11. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case

the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Adroit Corporate Services Pvt. Ltd. at 19/20, Jaferbhoy Industrial estate, Makwana Road, Andheri East (Mumbai) 400059 email Id [info@adroitcorporate.com](mailto:info@adroitcorporate.com) / [cjsecretarial@gmail.com](mailto:cjsecretarial@gmail.com) to receive the soft copy of all communication and notice of the meetings etc., of the Company

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- a) The remote e-voting period begins on **25<sup>th</sup> September, 2020** (9:00 AM IST) and ends on **27<sup>th</sup> September, 2020** (5:00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **21<sup>st</sup> September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- d) Click on "Shareholders" module.
- e) Now enter your User ID

For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.  
OR
- Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from

**Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

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

- i) 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.

- j) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for C. J. Gelatine Products Limited and choose to vote.
- l) 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.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) 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.
- r) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be

downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

Commencement of remote e-voting:	<b>Friday, 25<sup>th</sup> September, 2020 (9:00 AM IST)</b>
End of remote e-voting:	<b>Sunday, 27<sup>th</sup> September, 2020 (5:00 PM IST)</b>

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

1. Shareholder will be provided with a facility to attend the 40<sup>th</sup> AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The

link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least by **5 days prior to meeting i.e. 23<sup>rd</sup> September, 2020** mentioning their name, demat account number / folio number, email id, mobile number, etc at [cjsecretarial@gmail.com](mailto:cjsecretarial@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by **5 Days prior to meeting i.e. 23<sup>rd</sup> September, 2020** mentioning their name, demat account number/folio number, email id, mobile number at [cjsecretarial@gmail.com](mailto:cjsecretarial@gmail.com). These queries / information will be replied by the company via email.

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

## INSTRUCTIONS FOR THE SHAREHOLDERS FOR E-VOTING DURING THE 40<sup>TH</sup> AGM

The procedure for e-Voting on the day of the 40<sup>th</sup> AGM is same as the instructions mentioned above for Remote e-voting.

- Only those shareholders, who are present in the 40<sup>th</sup> 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.
- If any Votes are cast by the shareholders through the e-voting available during the 40<sup>th</sup> 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.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the 40<sup>th</sup> AGM. However, they will not be eligible to vote at the 40<sup>th</sup> AGM.

### Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 respective email address mentioned above and to scrutinizer at the email address; [jain.sonali488@gmail.com](mailto:jain.sonali488@gmail.com)/[sonaljainndassociates@gmail.com](mailto:sonaljainndassociates@gmail.com) and if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### The helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the AGM

- i. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- ii. All grievances connected with the facility for voting by electronic means

may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**- Other Guidelines for Members**

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 40<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. **September 21, 2020**, may obtain the User ID and password by sending a request to [info@adroitcorporate.com](mailto:info@adroitcorporate.com) / [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- e. Ms. Sonal Jain, Company Secretary in Whole time Practice (C.P. No. 13242), has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 40<sup>th</sup> AGM, first download votes cast at the AGM and thereafter unblock votes cast through remote e-Voting and

shall make a consolidated scrutinizer's report of total votes cast in favour or against, invalid votes, if any, and whether resolution(s) has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of 40<sup>th</sup> AGM, who shall then countersign and declare the result of voting forthwith.

- g. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- h. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- i. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM, are detailed in Annexure-I of the Notice of the AGM.
- j. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the

said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website [www.cjgelatineproducts.com](http://www.cjgelatineproducts.com)

- For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

M/s Adroit Corporate Services Private Limited

Address: 19/20, Jaferbhoy Industrial Estate, Makwana Road, Andheri East Mumbai- 400059

Tel: 28594060, 28596060

[Info@adroitcorporate.com](mailto:Info@adroitcorporate.com)

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

**JASPAL SINGH  
MANAGING DIRECTOR  
DIN: 01406945  
Place: Bhopal  
Date: 14<sup>th</sup> August, 2020**

**Details of director seeking appointment/ re-appointment, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Name of Director</b>	<b>Mr. Jaspal Singh</b>
Age	<b>67 years</b>
DIN	01406945
Designation	Managing Director
Shareholding (No. of Equity Shares)	27,63,798
Date of Birth	09/11/1953
Date of Appointment	23/01/2012
Qualifications	Under Graduate
Experience in specific Functional Area	More than 45 years of Experience in the Field of Chemicals and Pharmaceuticals.
List of other Company Directorship held	1. Hindustan Drugs Limited 2. AP Drugs Private Limited
Chairman/Member of the Committee of the Board of the Company	Stakeholder's Relationship Committee Audit Committee Nomination & Remuneration Committee
Chairman/Member of Committee of the Board of other Companies in which he is a Director.	Nil

**Place: Bhopal  
Date: 14/08/2020**

**By orders of the Board  
C.J. Gelatine Products Limited**

**JASPAL SINGH  
MANAGING DIRECTOR  
DIN: 01406945**