

NOTICE OF 42nd ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the Members of **C.J.Gelatine Products Limited** will be held on Saturday, the 24th day of September, 2022 at 12:00 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 IND-AS Financial Statements and the Reports of the Board of Directors and Auditor’s thereon;**

To receive, consider and adopt the Audited IND-AS Financial Statements of the Company for the financial year ended 31st March, 2022 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. Jaspal Singh (DIN: 01406945), 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: Change in Category of Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company;

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and based on the recommendation/approval of Nomination and Remuneration Committee and Board of Directors, the Category of Mrs. Jasneet

Kaur (DIN: 06995139), Director of the Company, be and is hereby changed from Professional/Executive to Promoter/Executive.”

Item No. 04: Ratification and Approval of Payment of Minimum Remuneration to Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company, in the event of inadequacy or absence of profits;

“RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and based on the recommendation/approval of Nomination and Remuneration Committee and Board of Directors, the Consent of Members, be and is hereby accorded to ratify the remuneration paid/to be paid to Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company till 30th September, 2022 and to approve the payment of Rs. 6,00,000/- (Rupees Six Lakhs Only) per annum to her, as minimum remuneration, in the event of inadequacy or absence of profits, for a period of three years, commencing from 01st October, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter, vary and modify the above limit of remuneration subject to the same not exceeding the limits specified under section 197 read with schedule V of the Companies Act, 2013 without being required to seek any further consent or approval of the members.

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: Adoption of New Set of Memorandum of Association as per Companies Act, 2013:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association (a copy of which is available on the website of the company) in place of existing Memorandum of Association of the Company with no change in existing Clause III (A).

RESOLVED FURTHER THAT the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects Sub-Clause No. 2 to 20” be and is hereby stands replaced/substituted by New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the Sub-Clause No. 1 to 29”.

RESOLVED FURTHER THAT the existing Clause III (C) containing the “Other Objects” Sub Clause No. 21 to 30 and the declaration containing the Point/Sub-Clause (I) to (IV) at the end of the other object be and are hereby also stands deleted in full.

RESOLVED FURTHER THAT the existing Clause IV i.e. the Liability Clause be and is hereby stands replaced/substituted by New Clause IV.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

Item No. 06: Authority to Board u/s 186 of the Companies Act, 2013:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers)

Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to such other approvals/ consents/ sanctions of the appropriate authorities, as may be necessary; the Board of Directors of the Company be and are hereby Authorised to:

- a) give any loan to any person or other Body corporate; and/or
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

from time to time, in one or more tranches, on such terms & conditions as they may deem beneficial and in the interest of the Company, in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013 (i.e. sixty per cent of paid up share capital, free reserves and securities premium account; or one hundred per cent of free reserves and securities premium account, whichever is more), subject to the condition that, the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company, shall not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits, including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

Item No. 07: Approval of Scheme/Policy of Financial Assistance/ Loan for the Managing Director/ Whole Time Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the Members of the Company hereby approve the Scheme/Policy of Financial Assistance/ Loan Assistance (a copy of which is available on the website of the company) for the Managing Director/ Whole Time Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things and to execute

all such documents, instruments and writings, and to settle all matters arising out of and incidental thereto and to decide and finalize the terms and conditions while giving loan in accordance with the aforesaid Scheme/Policy, as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Place: Mandideep **By the Order of the Board**

Date: 06/08/2022

SD/-
Vikas Jain
(M. No.: A50716)
Company Secretary

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business given in the Notice of the Annual General Meeting (AGM), 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 seeking re-appointment as a Director and fixing of Remuneration at this Annual General Meeting (AGM) is furnished as **Annexure - 1** to the Notice.
2. **General instructions for accessing and participating in the 42nd AGM through VC/OAVM Facility and voting through electronic means including remote e-voting:**
 - a. In compliance with the provisions of the Ministry of Corporate Affairs ('MCA') General Circular No. 2/2022 dated May 5, 2022 and 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 alongwith Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as 'Applicable Circulars') given various relaxations including, holding of the AGM through VC/ OAVM and relaxation from dispatching of physical copy of Annual Report, in view of COVID-19 restrictions and social distancing norms. Accordingly, in compliance with the provisions of the Act, SEBI (LODR) Regulations and the Applicable Circulars, the 42nd AGM of the Company is being conducted through VC/OAVM Facility, without the physical presence of members.
 - b. 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 42nd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 - c. 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.
 - d. 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.
 - e. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.
 - f. 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.
 - g. Members may join the 42nd AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:45 A.M. IST i.e. 15 minutes before the time scheduled to start the 42nd AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the 42nd AGM.
 - h. The facility of participation at the 42nd 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.

i. 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.

j. 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 16, 2022**, 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").

3. The instructions and other information relating to e-voting are as under:

Step 1: Login method for e-voting and joining virtual meetings:

(A) For Individual shareholders holding securities in Demat mode with 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 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.</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. Additionally, there is 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p>

a. The **remote e-voting period begins** on Wednesday, September 21, 2022 at 09:00 A.M. and **ends** on Friday, September 23, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter.

b. A person who is not a member as on the cut- off date should treat this Notice of 42nd AGM for information purpose only.

4. The instructions of shareholders for e-voting and joining virtual meetings are as under:

a. 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.

	<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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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. 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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</p>

	provider website for casting your vote during the remote e-Voting period.
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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

(B)For shareholders holding shares in Physical mode and shareholders other than individual holding in Demat mode.

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on “Shareholders” module.
- c. Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- iii. Shareholders holding shares in Physical Mode should enter Folio Number registered with the Company/Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat mode and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company/Company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

For shareholders holding shares in physical mode and other than individual shareholders holding shares in Demat mode.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both shareholders holding shares in demat mode as well as physical mode). <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 Company Details OR Date of Birth (DOB)	Enter the Dividend Company Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company’s 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 Company details field (c)

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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.

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

Step 2: Cast your vote electronically and join General Meeting on CDSL e-voting system:

- a. After successful login at step 01, Click on the EVSN for the relevant <C.J.Gelatine Products Limited> on which you choose to vote.
- b. 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.
- c. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- d. 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.
- e. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- f. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- g. 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.
- h. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

4. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- a. 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.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- e. 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.
- f. 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 by email to skushwahaandassociates@gmail.com and with a copy marked to CDSL at helpdesk.evoting@cdslindia.com and to the

Company at 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.

5. Process for those shareholders whose Email/Mobile No. are not registered with the company/depositories for procuring user id and the password and registration of email ids for evoting for the resolutions set out in this notice:

- a. Members holding shares in **physical mode** are requested to send a duly signed **Form ISR-1** alongwith following details/documents to the RTA of the Company i.e. **Adroit Corporate Services Private Limited (“RTA”) at 18-20, Jafferbhoy Ind. Estate, 01st Floor, Makwana Road, Marol Naka, Andheri (E), Mubai, MH.-400059** : **a)** Folio No., **b)** Name of shareholder, **c)** Email ID, **d)** Copy of PAN card (self-attested), **e)** Copy of Aadhaar (self-attested) **f)** Copy of share certificate (front and back) and if Signature is mismatched with RTA Records then Additionally **Form ISR-2** & Cancelled Cheque is mandatory. The Company has already sent letters for furnishing the details as required under SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
- b. Members holding shares in **demat mode** may register their email address/update Company account mandate by contacting their respective Depository Participant (“DP”).

Speaker Registration Form *

Name of Shareholder (including Joint holder)	
DPID-CLID /Folio Number	
Permanent Account Number (PAN)	
Mobile No.	
Query in brief	

*All fields are mandatory

Alternatively, you may send a request to CDSL at helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting.

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 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, 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 toll free no. 1800 22 55 33.

6. Procedure for Speaker Registration and to raise questions / seek clarifications with respect to Annual Report:

- a. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request in the below given form from their Registered E-mail ID to cjsecretarial@gmail.com till Tuesday, September 20, 2022. Only those members who have registered themselves as a Speaker will be allowed to express their views/ask questions during the AGM.

- b. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- c. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cjsecretarial@gmail.com. The same will be replied by the company suitably.

7. Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:

- a. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c. 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.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good connectivity to avoid any disturbance during the meeting.
- f. 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.
- g. 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.

- h. 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.

8. General instructions:

- a. 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.
- b. 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 Pvt. 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.
- c. 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.
- d. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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.

- e. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. 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 Pvt. 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 Pvt. 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.

- f. The Members who have exercised their right to vote through Remote e-voting may attend the AGM but shall not vote at the AGM. 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 16, 2022.
- g. The Board of Directors has appointed Mr. Sonu Kushwaha, Proprietor of S. Kushwaha & Associates, Practicing Company Secretary as a

Scrutiniser to scrutinise the voting process in a fair and transparent manner.

- h. 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.
- i. 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.
- j. 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.
- k. 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.

Place: Mandideep

By the Order of the Board

Date: 06/08/2022

SD/-
Vikas Jain
(M. No.: A50716)
Company Secretary

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 03:**

Mrs. Jasneet Kaur (DIN: 06995139), had been appointed as an Additional Director of the Company with effect from 28th March, 2015 and regularized in the Annual General Meeting of the Company held on 29/09/2015 but at the filing of Form DIR-12 for her appointment, her category was mistakenly selected as Professional/Executive; therefore, for the purpose of administrative convenience and on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 06th August, 2022, have passed resolution(s) (subject to the approval of members of the Company) for change in Category of Mrs. Jasneet Kaur (DIN: 06995139) from Professional/Executive to Promoter/Executive; therefore, members approval is sought to the proposed resolution. The Directors recommend passing of the resolution set out at Item No. 03 of the Notice, as a **Special Resolution**.

Mr. Jaspal Singh (DIN: 01406945), Managing Director, Mr. Harman Singh (DIN: 01406962), Director and Chief Financial Officer and Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company are concerned or interested in the aforesaid Resolution.

Item No. 04:

The Special Resolution set out at Item No. 04 is to seek the members approval to ratify the remuneration paid/to be paid to Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company till 30th September, 2022 and to approve the payment of minimum remuneration to her, in the event of inadequacy or absence of profits, for a period of three years commencing from 01st October, 2022 in accordance with the provisions of Section 196, 197, 198 read with Schedule V (Section II of Part II of Schedule V: Remuneration payable by companies

having no profits or inadequate profit) of the Companies Act, 2013.

Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company, has been looking after Company's business since her appointment and considering the time and labour involved by her and to honour her services, the Company has paid/to be paid her certain amounts till 30th September, 2022 as remuneration; however due to some unavoidable circumstances, approval of members in this regard could not be obtained and upon the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 06th August, 2022 have passed resolution(s) (subject to the approval of members of the Company) to ratify the remuneration paid/to be paid to her till 30th September, 2022 and to approve the payment of the amounts as mentioned above under the Resolution set out at the Item No. 04, as minimum remuneration, in the event of inadequacy or absence of profits, for a period of three years commencing from 01st October, 2022; therefore, members approval is sought to the proposed resolution. The Directors recommend passing of the resolution set out at Item No. 04 above, as **Special Resolution**.

Mr. Jaspal Singh (DIN: 01406945), Managing Director, Mr. Harman Singh (DIN: 01406962), Director and Chief Financial Officer and Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company are concerned or interested in the aforesaid Resolution.

Statement containing the information as required under Section-II, Part-II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION

Nature of Industry	Manufacturing of Gelatine and its related Products		
Date or expected date of commencement of commercial production	Commercial Operations Commenced in the year 1984		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable (Company is an existing Company)		
Financial performance based on given indicators	As per the Audited Financial Statements, the financial performance of the Company was, as under:		
	Particulars	2020-21	2019-20
	Total Revenue (including other income)	Rs. 39,05,60,257.00/-	Rs. 28,34,65,563.00/-
	Profit/(Loss) Before Tax	Rs. 39,37,704.00/-	Rs. 24,21,693.00/-
	Profit/(Loss) After Tax	Rs. 34,64,768.00/-	Rs. 21,92,696.00/-
Foreign investments or collaborations, if any	Company does not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE/DIRECTORS:

Particulars	Mrs. Jasneet Kaur (DIN: 06995139)
Background details	Mrs. Jasneet Kaur (DIN: 06995139), is Director and belong to Promoter Group of the Company. She is Master in Economics with an experience of more than 20 years of the similar field/business in which the Company is engaged and has been associated with the Company since her appointment and taking keen interest in the affairs of the Company. Mrs. Jasneet Kaur (DIN: 06995139) has played a very good supportive role in formulating the Company's Strategy.
Past Remuneration	Rs. 3,00,000/- per annum
Recognition or awards	--
Job profile and his/her suitability	Mrs. Jasneet Kaur (DIN: 06995139) plays a supporting role in the Administration & Management of the Company and also oversees business of the Company under the supervision and superintendence of the Board of the Company. As stated above, she is a key asset for the Company and her contributions and directions are compulsorily required for the growth and success of the Company.
Remuneration proposed	As per Resolution set out at Item No. 04 above

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 proposed remuneration is far below the remuneration drawn by the peers in comparable Industries/ Companies. Persons having experience of more than 20 years in the field of Administration & Management in the similar field/business in which the Company is engaged and occupying the position of Director in the same industry are getting a remuneration of Rs. 15,00,000/- per annum or even more.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Jasneet Kaur (DIN: 06995139) does not have any pecuniary relationship with the Company except remuneration paid as a Director. As per Section 2(77) of the Companies Act, 2013, Mrs. Jasneet Kaur (DIN: 06995139) is relative i.e. Daughter of Mr. Jaspal Singh (DIN: 01406945), Managing Director and Sister of Mr. Harman Singh (DIN: 01406962), Director and CFO of the Company and also holds 100 Equity Shares of Company.

III. OTHER INFORMATION:

Reasons of loss or inadequate profits	The performance of the Company has been impacted due increase in market competition and the raw material viz. Crushed Bones, being of natural origin, is at many times in short supply which adversely affects company's production. There has been substantial increase in manpower and labour costs. All the above adverse factors have resulted in inadequate profits of the company
Steps taken or proposed to be taken for improvement	For improvement in inadequate profits the company is focusing on strengthening its core competency by optimizing resources and improving its efficiency. The Company has also undertaken modernization of Raw material grading facilities in order to improve yield and quality of finished products.
Expected increase in productivity and profits in measurable terms	Productivity and profits are likely to further improve over a period of next 2-3 years.

Mr. Jaspal Singh (DIN: 01406945), Managing Director, Mr. Harman Singh (DIN: 01406962), Director and Chief Financial Officer and Mrs. Jasneet Kaur (DIN: 06995139), Director of the Company are concerned or interested in the aforesaid Resolution.

Item No. 05:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for companies limited by shares. Accordingly, with a view to align the existing Memorandum of Association of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to adopt the new set of Memorandum of Association in place of the existing Memorandum of Association of the

Company with no change in existing Clause III (A) and by:

1. Replacing/substituting the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects sub-clause No. 2 to 20” with New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the Sub-Clause No. 1 to 29”;

2. Deleting the existing Clause III (C) containing the "Other Objects" Sub Clause No. 21 to 30 and the declaration containing the Point/Sub-Clause (I) to (IV) at the end of the other object; and
3. Replacing/substituting the existing Clause IV i.e. the Liability Clause with new clause IV.

The Board of Directors of the Company in their meeting held on 06th August, 2022, have passed resolution(s) (subject to the approval of members of the Company) for adoption of new set of Memorandum of Association in place of the existing Memorandum of Association of the Company; therefore, members approval is sought to the proposed resolution. The Directors recommend passing of the resolution set out at Item No. 05 of the Notice, as a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the aforesaid Resolution.

Item No. 06:

As per provisions of Section 186(3) of the Companies Act, 2013, a company is required to obtain prior approval by passing special resolution in general meeting in case it proposes to:

- a) give any loan to any person or other Body corporate; and/or
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013 (i.e. sixty per cent of paid up share capital, free reserves and securities premium account; or one hundred per cent of free reserves and securities premium account, whichever is more) and in order to achieve long term strategic and business objectives and to enable the Company to invest/ make loans/ provide

guarantees/securities, the Board considers/thinks it necessary to obtain/secure this power from the Members of the Company; therefore, members approval is sought to the proposed resolution. The Directors recommend passing of the Resolutions set out at Item No. 06 above, as a **Special Resolution**.

Directors and Key Managerial Personnel may be deemed/concerned interested to the extent of their shareholding in the Company.

Item No. 07:

To enable the Managing Director/ Whole Time Director to seek Financial Assistance/ Loan Assistance from the Company based on their request to meet the urgent requirement/ liquidity; the Board of Directors of the Company in their meeting held on 06th August, 2022, has (subject to approval of members) approved a Scheme/Policy of Financial Assistance/ Loan Assistance for the Managing Director/ Whole Time Director of the Company in accordance with the provisions of Section 185 of the Companies Act, 2013; therefore, members approval is sought to the proposed resolution. The Directors recommend passing of the resolution set out at Item No. 07 above, as a **Special Resolution**.

Directors and Key Managerial Personnel may be deemed/concerned interested to the extent of their shareholding in the Company.

Place: Mandideep **By the Order of the Board**

Date: 06/08/2022

SD/-
Vikas Jain
(M. No.: A50716)
Company Secretary

“Annexure-1”

Information required to be furnished as per requirements of Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India: *Note: Details as on 31st March, 2022

Name	Mr. Jaspal Singh (DIN: 01406945)	Mrs. Jasneet Kaur (DIN: 06995139)
Designation	Managing Director	Director
Date of Birth	09/11/1953	04/03/1980
Age	69 years approx	42 years approx.
Qualification	Graduate	B.BE., M.A. (Economics)
Experience	More than 52 year's experience of the similar field /business in which the Company is engaged	More than 20 year's experience of the similar field /business in which the Company is engaged
Terms and Conditions of Appointment / Re-appointment	--	--
Remuneration sought to be paid	Rs. 24,00,000/- per annum	As per Resolution set out at Item No. 04
Remuneration last drawn	Rs. 24,00,000/- per annum	Rs. 3,00,000/- per annum
Date of first appointment on the Board	23/01/2012	28/03/2015
Shareholding in the company	27,67,078 Equity Shares	100 Equity Shares
Relationship with other Directors, Managers and other key Managerial Personnel of the Company	As per Section 2(77) of the Companies Act, 2013, Mr. Jaspal Singh (DIN: 01406945) is relative i.e. Father of Mrs. Jasneet Kaur (DIN: 06995139) and Mr. Harman Singh (DIN: 01406962), Director and CFO of the Company.	As per Section 2(77) of the Companies Act, 2013, Mrs. Jasneet Kaur (DIN: 06995139) is relative i.e. Daughter of Mr. Jaspal Singh (DIN: 01406945), Managing Director and Sister of Mr. Harman Singh (DIN: 01406962), Director and CFO of the Company.
No. of Meetings of the Board attended during the year*	06	06
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*	1. Hindustan Drugs Limited 2. A P Drugs Private Limited	1. Hindustan Drugs Limited 2. A P Drugs Private Limited
List of Membership / Chairmanship in Committees of the Board of the Company	1. Member -Stakeholder Relationship Committee 2. Member -Nomination and Relationship Committee 3. Member -Audit Committee	1. Member -Stakeholder Relationship Committee
List of Membership / Chairmanship in Committees of the Board of Other Companies (incl. listed entities)	NA	NA
Nature of Expertise in Specific Functional Areas	Long experience in Pharmaceutical Industries	Expertise in Administration & Management Matters
Shareholding of Non-Executive Directors in the company including shareholding as a beneficial owner	47,559 Shares	