



CKP PRODUCTS LIMITED

Registered Office: 404, 4th Flr, Kaveri Complex, Behind Holiday Inn, Jagannath Mandir Road, Sakinaka, Mumbai-400 072.
Corporate Office: 1803-1805, C-Wing, 18th Floor, One BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400 051.
Tel No.: +91 22 61050908; Fax No.: +91 22 66018444. Corporate Identity No. (CIN)- U74900MH2014PLC256151
Email: info@ckpproducts.in ; Website: www.ckpproducts.in

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of **CKP PRODUCTS LIMITED** (formerly known as Jai Maha Oil Depot Private Limited) will be held on **Friday, 14th July, 2017** at **12.00 p.m.** at the Corporate office of the Company situated at 1803-05, 18th Floor, ONE BKC, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1

Disinvestment in Subsidiary (Naik Foods Private Limited) under Section 180(1)(a) of the Companies Act, 2013:

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

“RESOLVED THAT consent of the members be and is hereby accorded pursuant to section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of movable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events to or in favour of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings and to sell, or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) / interest on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, provided that the maximum limit of the obligations secured by such security interest created by the Company or such sell of substantial interest/ undertaking does not exceed Rs. 50,00,00,000/- (Rupees Fifty Crore only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution.”

By Order of the Board of Directors
For **CKP PRODUCTS LIMITED**
(Formerly: Jai Maha Oil Depot Private Limited)

Sd/-
CHANAKYA DHANDA

Director
DIN: 02709047

Place: Mumbai

Date: June 15, 2017

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NOTES:

- (a) The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.
- (b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members, not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.
- (c) Members are requested to intimate all changes pertaining to their bank details, ECS mandates, Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent to provide efficient service to the members.
- (d) Relevant documents and registers will be available for inspection by the members at the Registered Office of the Company on the date of EGM.
- (e) As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or /transposition of shares. Members holding shares in dematerialized mode are requested to submit PAN details to their Depository Participant whereas Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar & Transfer Agent.
- (f) Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar & Transfer Agents of the Company, in the prescribed Form SH 13 for this purpose.
- (g) The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
- (h) Members/Proxyholder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
- (i) In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
- (j) Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.ckpproducts.in.
- (k) The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.



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

ITEM NO.1

The company proposes to disinvest its entire investment of 25,500 equity shares of Face Value of Rs. 10/- each in Naik Foods Private Limited which is a subsidiary Company of the CKP Products Limited to Ms. Amruta Naik. Such disinvestment is decided by the Board keeping in view hardship and market slow down faced by Naik foods Pvt ltd post demonetization and as company has not received the expected growth. So, Board of Directors feels that's its prudent to withdraw investment from the Subsidiary and considers the proposed sale in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders. The Company at the same time is in the process of scoping other viable projects and business opportunities.

The Board commends the Resolutions at Item No.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No 1 of the accompanying Notice except to the extent of their shareholding in the company.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

By Order of the Board of Directors
For **CKP PRODUCTS LIMITED**
(Formerly Known as Jai Maha Oil Depot Private Limited)

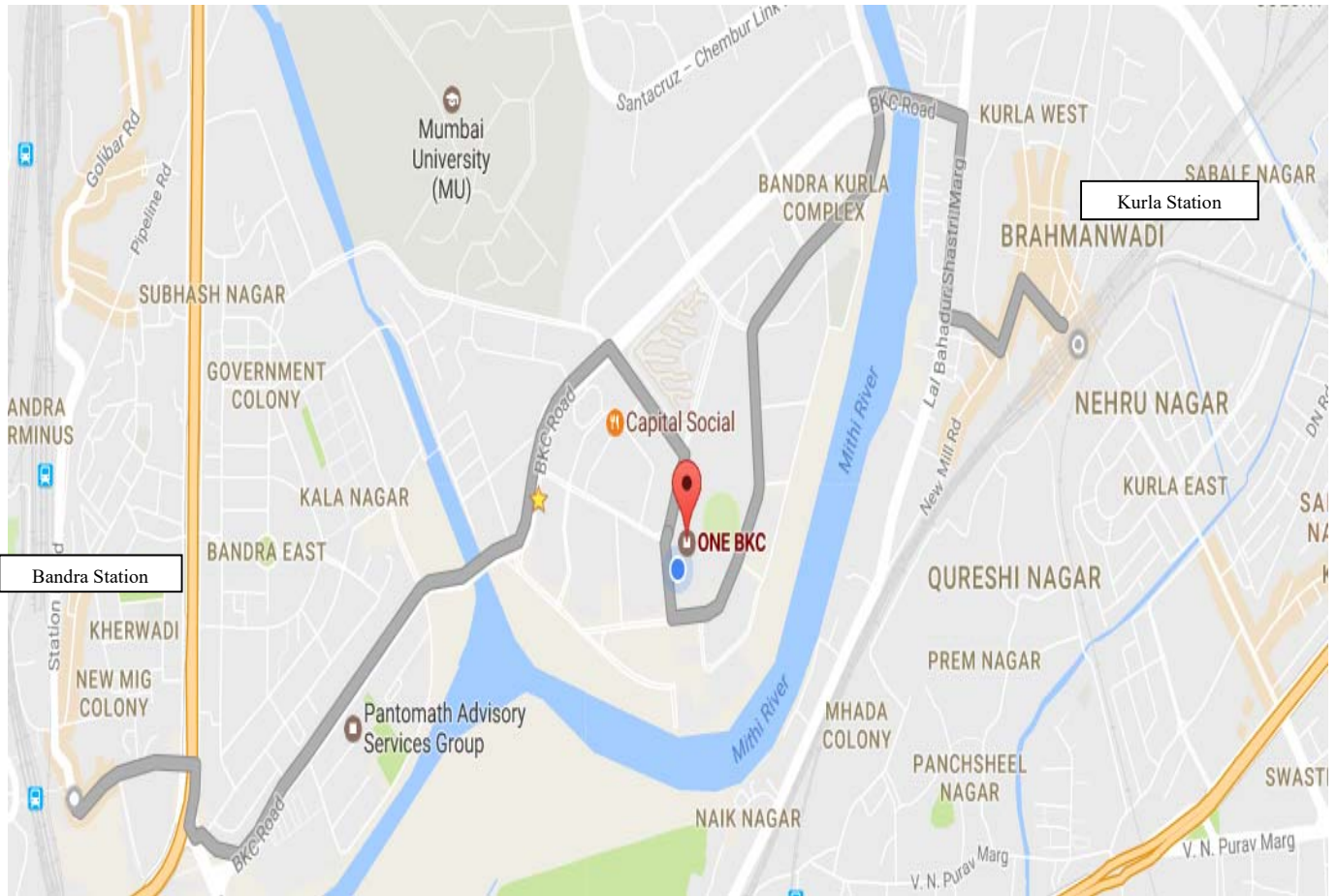
Sd/-

CHANAKYA DHANDA
Director
DIN: 02709047

Place: Mumbai
Date: June 15, 2017



Route Map to the EGM Venue



 1803-1805, 18th Floor, C Wing, ONE BKC, Bandra Kurla Complex, Bandra (East), Mumbai- 400051



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ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA ORDINARY GENERAL MEETING ON FRIDAY, JULY 14, 2017 AT 12.00 P.M. IST

at 1803-05, 18th Floor, ONE BKC, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, July 14, 2017 at 12.00 p.m. IST at 1803-05, 18th Floor, ONE BKC, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxyholder/ Authorised Representative _____ Signature: _____

1. Only Member/Proxyholder/ Authorised Representative can attend the Meeting.
2. Member/Proxyholder/ Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____ Folio No./Client ID No. _____ DP ID No. _____

I/We, being the member(s) of _____ Equity Shares of CKP Products Limited, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____

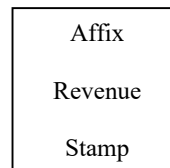
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting on Friday, July 14, 2017 At 12.00 P.M. IST at 1803-05, 18th Floor, ONE BKC, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1	Disinvestment in Naik Foods Private Limited (Subsidiary)		

Signed this _____ day of _____ 2017



Signature of Shareholder _____ Signature of Proxy holder(s)

NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 404, 4th Floor, Kaveri Complex, Behind Holiday Inn Jagannath Mandir Road, Sakinaka, Mumbai 400072, not less than 48 hours before the commencement of the Meeting.
2. **This is only optional. Please put a '✓' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.