



INDIA GELATINE & CHEMICALS LTD.

NOTICE

NOTICE is hereby given that the Forty-third Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LTD., will be held at GICEA, Nariman Bhavan (Gajjar Hall), Near Law Garden, Ahmedabad-380 006 on Thursday, the 24th of September, 2015 at 11.00 am to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Shefali V. Mirani (DIN: 03107547) who retires by rotation and being eligible, offers herself for reappointment.
4. To ratify the appointment of M/s. Mahendra N. Shah & Co., Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider 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 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS :

6. To consider 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 94, Section 88 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to keep and maintain the registers of members / security holders, the Index of Members / Security holders, other statutory registers and the copies of all annual releases, certificates and relevant documents annexed thereto at its corporate office at 77/78 Mittal Chambers, 228, Nariman Point, Mumbai - 400 021, which is in the state of Maharashtra and outside the jurisdiction of Registrar of Companies, Gujarat in which the registered office of the Company is situated and the same be kept open for inspection and / or making extract therefrom on any working day as prescribed in Section 94 of this Act."

By Order of the Board of Directors

Place : Ahmedabad
Date : 01-08-2015

Preetal P. Mepani
Company Secretary

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT SUCH PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 proxy for any other person or shareholder.

The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Company, not less than 48 hours before the commencement of the Meeting.



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2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of items of Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 17.09.2015 to Thursday 24.09.2015 (both days inclusive) for the purpose of payment of dividend.
4. Dividend if declared / approved will be paid to the shareholders holding shares of the Company within 30 days from the date of declaration in terms of Section 124 of the Companies Act, 2013.
5. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1st April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
6. In view of the amendment to the Companies Act, 1956 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follow:

Date of Declaration	For the Accounting Year	Last Date for claiming unpaid dividend
05/09/2008	2007-08	04/09/2015
25/09/2009	2008-09	24/09/2016
28/09/2010	2009-10	27/09/2017
28/09/2011	2010-11	27/09/2018
28/09/2012	2011-12	27/09/2019
23/08/2013	2012-13	22/08/2020
05/09/2014	2013-14	04/09/2021

7. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" shall be credited to the Investors Education and Protection Fund (Fund) set up by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 05.09.2014 (date of last Annual General Meeting) on the website of the Company (www.indiagelatine.com), as also on the website of the Ministry of Corporate Affairs.

8. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (seven) days in advance, so as to enable the Company to keep the information ready.
9. (a) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report at the meeting.
(b) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
10. Members are requested to inform immediately of any change in their address to the Company's Share Transfer Agents.

11. E-Voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

In case of members receiving e-mail :

- A. The voting period begins on Monday, 21st September, 2015 at 10.01 hrs. and ends on Wednesday, 23rd September, 2015 at 17.00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select India Gelatine & Chemicals Ltd. from the drop down menu and click on "SUBMIT"



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- (iv) Now Enter your User ID :
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
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">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Member Id / Folio No. in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "INDIA GELATINE & CHEMICALS LTD.," on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.



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- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) The voting period begins on Monday, 21st September, 2015 at 10.01 hrs. and ends on Wednesday, 23rd September, 2015 at 17.00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 17th September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

IMPORTANT NOTES :

1. Any person, who acquires shares of the Company and becomes Member of the Company after 21st August, 2015 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off-date i.e. 17th September, 2015 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com or at sharepro@shareproservices.com
 2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "ballot Paper /Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The facility for Voting at meeting venue shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
 3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 4. Mr. Chirag Shah, Practising Company Secretary, (Membership No. 5545 and CP No. 3498) partner of Samdani Shah & Associates, Practising Company Secretaries, has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast 2(two) witnesses not in the employment of the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.indiagelatine.com and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
13. All the shareholders who have not updated their PAN details with the RTA kindly use the sequence number provided in the attendance slip.
14. In terms of Section 152 of the Companies Act, 2013, Mrs. Shefali V. Mirani (DIN : 03107547), Non Executive Director, retires by rotation at the Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommend her re-appointment. A brief resume of Mrs. Shefali V. Mirani, nature of expertise in specific functional areas, names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, has been provided below :

Name	Mrs. Shefali V. Mirani
Date of Birth	05.12.1971
Date of Appointment	07.07.2014
Qualification	B.Com
Expertise in Specific Functional Area	Business Administration
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	-
Membership of Committees in other Public Ltd. Companies	-
Shareholding of Directors seeking reappointment	7,65,650 Equity shares



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 :

ITEM NO. 5:

The existing Articles of Association (AoA) is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the earlier Act and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. The Act is now largely in force. On 12th September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26th March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/ confirmation of the National Company Law Tribunal). However, substantive sections of the Act, which deals with the general working of Companies stand notified. In order to make the AoA of the Company in tandem and to comply with the relevant sections/ provisions under the Act and rules made thereof it is proposed to replace the existing AoA of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing AoA, it is considered prudent and desirable to adopt a new set of AoA of the Company, in substitution for, and to the exclusion of, the existing AoA of the Company. Pursuant to Section 14 of the Act the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of AoA of the Company. Accordingly, this matter has been placed before the Members for approval. The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Act which sets out the model AoA for a Company limited by shares. A copy of the new set of AoA of the Company proposed to be adopted together with the proposed alterations would be available for inspection by the members at the Registered office of the Company during business normal hours on any working day, excluding Sunday, upto and including the date of the Annual General Meeting. None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company. The Board of Directors of the Company, therefore, recommends passing of the Special Resolution at Item No. 5 of the Notice.

ITEM NO. 6 :

The Company's Registered office is situated at Ahmedabad and its Corporate Office is situated at Mumbai from where all business activities are carried on. It is therefore convenient and prudent to keep books of accounts and statutory records at its Corporate Office. As per the provisions of Section 94(1) of the Companies Act, 2013 your Company is permitted to keep Statutory Registers, etc. at the Corporate Office in Mumbai as more than one-tenth of the total number of members entered in the register of members as on 31st July, 2015 are residing in Mumbai. The Board of Directors has passed resolution for the same.

In view of provisions contained in Section 94 of the Companies Act, 2013 it is necessary to pass special resolution and obtain approval of shareholders of the Company. The Company therefore proposes to seek approval for keeping and maintaining statutory records including Register of Members, Security holders and other Statutory registers, certificates, documents etc at corporate office of the Company situated at 77/78 Mittal Chambers, 228, Nariman Point, Mumbai - 400 021 which will be kept open for inspection of members on any working day during business hours.

By Order of the Board of Directors

Place : Ahmedabad
Date : 01-08-2015

Preetal P. Mepani
Company Secretary