



INDIA GELATINE & CHEMICALS LTD.

POSTAL BALLOT NOTICE

Dear Member(s),

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or re-enactment(s) thereof for the time being in force, that India Gelatine & Chemicals Ltd., (the "Company") is seeking the approval of the Members by way of Special Resolutions, for the matters as considered in the resolutions appended below, through Postal Ballot i.e., voting by post or voting by electronic means, as the case may be.

The Explanatory Statement setting out the material facts concerning these resolutions and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 and CP No. 3498), as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with Section 108 and other applicable provisions of the Act read with the related Rules (including any statutory modification or re-enactment(s) thereof for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of despatching the Postal Ballot Form by post. E-voting is optional for members and all Members (whether holding shares in demat form or in physical form) may vote either by completing and despatching the Postal Ballot Form by post, or by e-voting. The Company has engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its Members.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Thursday, 8th December 2016. Postal Ballot Form(s), if sent by courier or by registered post /Speed Post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. If any Postal Ballot Form is received after 5:00 p.m. on Thursday, 8th December 2016, it will be considered that no reply from such Member has been received.

Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.

The Scrutinizer will submit his report to the Chairman or any one Director of the Company, on or before 11th December 2016 and the result of the Postal Ballot will be announced on or before 12th December 2016, at 5:00 p.m. at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.indiagelatine.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories.



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Item No. 1

Adoption of new set of Articles of Association in line with provisions contained in the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

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(s) 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 for the purpose of giving effect to this resolution, Mr. Viren C. Mirani, Chairman & Managing Director of the Company and / or Ms. Preetal Mepani, Company Secretary, be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

Item No. 2

Approve the alteration of Object Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modification or re-enactment(s) thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Gujarat (“ROC”) and / or of any other statutory or regulatory authority, as may be necessary, for alteration of Sub-clause(c) of Clause III of the Memorandum of Association of the Company, by insertion of the under mentioned Objects after Object no. (18-D) in Clause III of the Memorandum of Association of the Company as Objects no. (18-E), (18-F), (18-G), (18-H), (18-I), (18-J), (18-K), (18-L), (18-M), (18-N) as “Other Objects” of the Company:

(18-E) Hospitality Services:

1. To purchase and acquire land for establishment of hotels, holiday resorts, villas, lodgings, stalls, garages, summerhouses, chateaus, castles, inns, hostels, road houses, motels, taverns, rest houses, guest houses.
2. To sell, serve and to distribute and to manage and market the manufacture and selling, serving and distribution of comestible, eatables and victuals, meat, bread, bread stuffs and all types of food stuffs and human consumables.



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3. To sell, serve and to distribute and to manage and market selling, serving and distributing of soft drinks, aerated waters, beverages, both natural and artificial, fresh and canned vegetables and meats, fresh and canned fruits and to manufacture, grow, produce, develop, process (including canning, cold storage, deep freezing, de-hydration, baking, drying, bottling and packing) all types of vegetables, fruits, meat, fish, spices and condiments.
4. To carry on the business of travel agents, tour operators, medical tourism, hirers of motor and other vehicles, caterers for public amusements, hair dressers, perfumes, chemists, proprietors of clubs, bath, dressing rooms, laundries, reading rooms, writing rooms, newspaper and smoking room, libraries, places of amusements, recreation, sports, entertainment and instruction of all kinds, departmental stores, agents for railway, shipping and airplane companies and carriers, theatrical and opera box office proprietor(s), insurance agents.

(18-F) Bio-tech:

1. To manufacture, formulate, process, develop, refine all kinds of pharmaceuticals, antibiotics, medicinal preparations, drugs, chemicals, chemical products, dry salters, foods suitable for infants and invalids and allied goods and to carry on the business of chemists, druggists, importers, exporters, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals.
2. To manufacture, buy, sell and deal in mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods especially those suitable for infants, invalids and convalescents and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oil, perfumes, cosmetics, patent medicines, soaps, artificial eyes, hospital requisites, vaccines, biologicals, proprietary medicines, veterinary medicines and tincture extracts.
3. To carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments.
4. To carry on the business of manufacturers and dealers in insecticides, pesticides, fungicides, repellents, fertilisers and all kinds of agricultural chemicals and to carry on the said business in all their branches and/or to undertake spraying of such chemicals through manual, mechanical and /or aerial operations, alone or in association with other agencies and/or companies.
5. To act as an import & export house.
6. To acquire, render or sell, give technical know-how in India or abroad for any kind of collaboration on any basis.
7. To carry on the business as manufacturers, producers, growers, makers, buyers, sellers, importers, exporters, distributors, agents, brokers, consultants, factors, stockists, commission agents, dealers, market makers and engineers of engineering goods, machinery, apparatus, tools, instruments, appliances, metals, alloys, iron, automobile parts, steels and stainless steel and iron products, hides, skins, leather goods, furs, bristles, tobacco (raw and manufactured), hemp, seeds, oils and cakes, vanaspati, textile, fibre, coir, jute and products thereof, wood and timber, bones crushed and uncrushed, coal and charcoal, glue, gums and resins, ivory, lac, shellac, manures, pulp or wood rags, rubber, tanning substance, petroleum & petroleum products, gases, wax, quartz, crystal, chemicals and chemical



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preparations, plastic linoleum articles, glass ware, handicraft items, handloom, toys, gold, precious stones, ornaments, jewelleries, pearls, drugs, medicines and pharmaceutical and biological products, instruments and appliances, soaps & detergents, paints, machinery and mill work and parts thereof, paper and stationery, newsprint, sport goods, cosmetics, films, rubber and plastic goods, batteries, surgical and musical instruments, marble and hardware items, calendars, all kinds of books and manuscripts, electrical and electronic products of all kinds, computer hardware & software, data processing, communication systems, air conditioning & refrigeration, sanitary ware and fittings, synthetic, cotton and woollen yarns and fiber, woollen textiles, natural fiber, cellulose and cellulose products, fruits, nuts, cashew - nuts, kernels, grains, pulses, flours, confectionery items, alcohol, beverages, perfumes, spirits, spices, tea and coffee, sugar and molasses, vegetables and vegetable products, processed foods and packed food, agro and agricultural products, all kinds of fabric, garments and hosiery goods, agarbatti, dhupbatti, carpets, durries, mats, rugs, furniture and packing materials and all other articles of silk, cotton, woollen and worsted materials and all sorts of apparels, dressing materials.

8. To carry on the business of manufacturers, producers, importers, exporters, retailers, distributors, agents and dealers in chemical, scientific apparatus, appliances, compounds, preparations, materials and requisites of all kinds and cements, ceramics, oils, paints, pigments, varnishes, drugs, dye wares, essences, essential oils, ingredients for aerated or mineral water and other drinks, soaps, cosmetics, perfumes, soap flavourings, toilet requisites and preparations, disinfectants and antiseptics and cordial, liquors, soups, broths and other restoratives and foods, abrasives & grinding, air-conditioners, alkalis, aluminium, automobiles, auto-ancillaries, bearings, breweries & distilleries, cables, carbon black, cement & cement products, ceramic tiles, cigarettes, civil construction, housing, cycles & accessories, decorative & laminates, diamonds & jewellery, domestic appliances, dry cells, dyes & dyes intermediaries, electrical equipments, switchgears, picture tubes, electrodes, engineering products, engines, entertainments, fasteners, ferro alloys, fertilisers, food processing, food products, forgings, glass, explosives, leather footwear & leather products, lubricants, machine tools, metals, mining, moulded luggage, furniture, office equipments, packaging & packaging products, paints, photographic & allied products, plastics, pollution control equipments, power, pumps & compressors, refineries, refractories, solvent extraction, sponge iron, pig iron, steel tubes, pipes, telecommunications, textile machinery, power transmission and tyres & tubes.

(18-G) Dairy Products:

1. To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of foreman, dairymen, milk contractors, dairy foreman, millers, purveyors and vendors of milk, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seeds and to buy, sell and trade in any goods which are usually traded in any of the above businesses.
2. To carry on the business of dairymen and cheese, butter, egg, pork-pie and sausage manufacture and merchants poultry and live stock breeders, butchers, bakers, confectioners, refreshment contractors, farmers and general provision merchant and dealers.
3. To sell, breed, import, export, improve, prepare, deal and trade in cattle, pigs, poultry, game and live and dead stock of every description, milk, cream, butter, cheese, eggs, pork-pies, sausages, brawn, potted meats, table delicacies and any other commodities, goods or things.
4. To establish and operate institutes for training and promotion of culinary arts.



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(18-H) Energy Saving Devices:

To carry on in India or elsewhere the business to manufacture, produce, assemble, alter, acquire, convert, commercialize, design, develop, demonstrate, equip, establish, fabricate, finish, hold, handle, install, hire, let on hire, lease, repair, maintain, modify, market, machine, own, operate, protect, renovate, recondition, remodel, import, export, buy, sell, resell, exchange, service, turn to account and to act as agent, broker, financier, stockist, turn key supplier, contractor, promoter, consultant, engineer, collaborator or otherwise to deal in all types of energy saving devices, systems, implements, equipments, apparatus, components, parts, fittings and accessories such as specialized boilers and furnaces like ignited fluidized bed boilers, flameless furnaces and continuous pusher type furnaces, fluidized bed type heat treatment furnaces, high efficiency boilers, instrumentation and monitoring systems for monitoring energy flows like automatic electrical load monitoring systems, digital heat loss meters, microprocessor based control systems, infrared thermography, meters for measuring heat losses, furnace oil flow, steam flow, electric energy and power factor meters, maximum demand indicator and clamp on power meters, exhaust gases analyzer, fuel oil pump test bench, waste heat recovery equipments like economizers and feed water heaters, recuperators and air pre-heaters heat pumps, thermal energy wheel for high and low temperature waste heat recovery, co-generation systems like back pressure pass out, controlled, extraction, extraction-cum-condensing turbines for cogeneration along with pressure boilers, vapour absorption refrigeration systems, organic rankine cycle power systems, low inlet pressure small steam turbines, electrical equipments like shunt capacitors and synchronous condenser systems, automatic power cut-off devices mounted individual motors, automatic voltage controllers, power factor controllers, solid state devices for controlling motor speeds, thermally energy efficient stenters, emulsion burners, wet air oxidation equipments, mechanical vapour re-compressors, thin film evaporators, automatic microprocessor based load demand controllers, coal based producer gas plants, fluid derives and fluid couplings, flat plate solar collectors concentrating and pipe type solar collectors, solar cookers, solar water heaters and systems, air/gas/fluid heating systems, solar crop driers and systems, solar refrigeration, cold storage and air conditioning systems, solar steel and desalination systems, solar power generating systems, solar pumps, solar photovoltaic modulars and panels, wind mills, generators and pumps running on wind-energy bio-gas plants and Bio-gas engines, battery powered or fuel cell powered vehicles, agricultural & municipal waste conversion devices, equipments for utilizing ocean waste and thermal energy and to do all other acts and things necessary for the attainment of the foregoing objects.

(18-I) Entertainment:

To carry on in India or elsewhere the business to present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modelling, films, programmes of song, music, dance, film star, pop star, T.V. channels, web-sites and for that purpose, engage, book or hire artists, authors, story writers, musicians, models, performers and other persons & agencies etc. and to do all other incidental acts and things necessary for the attainment of the above objects.

(18-J) Pollution/Waste Control Plant and Machinery:

To carry on in India or elsewhere the business to manufacture, produce, assemble, fabricate, modify, alter, renovate, import, export, buy, sell, supply, design, turn to account, collaborate, commercialize, manage, handle, install, maintain, operate, prepare, repair, recondition, remodel, subcontract, undertake, use and



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to act as vendor, broker, consultant, know-how provider, stockist, distributor, agent, franchiser, representative, liasioner or otherwise to deal in all descriptions, uses, capacities and applications of systems for pollution and environment control used in industries, public utility systems, defense, transport, railways such as sewage treatment plants, sewage reclamation plants, effluent treatment plants, effluent recycling plants, chemical and radioactive waste incinerators, odour control systems, biogas plants, power plants based on burning wastes, hospital wastes, incineration plants, dust control plants and air purification plants, their components, equipments, devices, systems, parts, fittings, accessories and to do all other acts and things necessary for the attainment of the above objects.

(18-K) Information and Technology:

1. To carry on the business of Software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organisations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machines, accounting machines, calculators, computerised telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, schools and academics for imparting education in computer technology, offering equipments, solutions and services for networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
2. To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor based information systems, off shore software development projects, internet service provider and solutions in all areas of application including those in emerging niche segments like Internet and Intranet website applications, solutions, software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers, owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world.

(18-L) E -Commerce Business:

1. To carry on online business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of machinery & all its parts on retail as well as on wholesale basis in India or elsewhere and to carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company.



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2. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liaisoner, job worker, export house of goods, merchandise and to provide services of all grades, specifications, descriptions, applications, modalities, fashions including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

(18-M) Construction and Land Development:

To carry on the business activities as developers of land, colonies, sheds, buildings, structures, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to act as architect, designers, contractors, sub-contractors for all types of constructions and developments work for private sector, government departments, semi government departments and to develop the sites and plots and to carry on the business activities of acquirer, purchaser and lease, exchange, hire or otherwise all types of land and properties of any tenure or any interest in the same or to erect and construct houses, buildings, multi-stories or work for every descriptions on any land of the company or upon other land or property and pull down, re-build, enlarge, alter and improve existing houses, buildings or work thereon and purchasing and selling of houses and plots free hold or other house property, building or lands or interest therein, household articles and other products of other companies in the installments, network scheme or otherwise and to act as commission agent and to offer various types of incentives, schemes from time to time either directly or in collaboration with any other individuals, firms, bodies corporate in India or elsewhere and to educate people for side work, entertainment, personality development.

(18-N) Aviation & MRO

To carry on a business of trading, manufacturing, servicing and overhauling of aviation related products. To import, export, repair, maintain, assemble, design, recondition, remodel, hire, let on hire, lease, charter, renovate, tender, buy, sell, manufacture, distribute, hire on rental basis and provide or otherwise deal in all kind, type, varieties, descriptions, specifications, capacities, strength and applications of aircraft, spacecraft, aeroplanes, aeronautical and aero space products, spare parts, machines, survey and accessories used for transportation of goods, passengers, animals or for defence, security, rescue operations including supersonics, airbus, helicopters, hover crafts, training planes and their components, parts, accessories, fittings, equipments, instruments, tools, systems, devises, consumables and other aviation products. To carry on business activities based on marine, industrial, general besides aviation. Also to carry on business activities like recycling, purifying variety of gases including halogen, oxygen, refrigerant, etc. for industrial, aviation, marine or such other uses and the company also indulges in hydraulic activities like setting up repairs and maintenance facility of manufacture such components to represent foreign companies, appoint them as consultant and procure technology for this. To manufacture fire fighting and fire suppression systems and related components, equipments and provide repairs and maintenance services related to it.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Viren C. Mirani, Chairman & Managing Director of the Company and / or Ms. Preetal Mepani, Company Secretary, be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

By Order of the Board of Directors

Place : Ahmedabad
Date : 27-09-2016

Preetal P. Mepani
Company Secretary



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Notes:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, the Company is pleased to offer e-voting facility to its Members holding equity shares as on 14th October, 2016 being the cut-off date, to exercise their right to vote electronically on the above resolutions.
2. The Company has engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the said resolutions is annexed herewith.
4. New Set of Articles of Association of the Company referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company between 10:00 a.m. and 5:00 p.m. on all working days upto 8th December, 2016. The Registered Office of the Company is situated at 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.
5. The Notice together with the documents accompanying the same is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail ids with the Company/ Registrar and Share Transfer Agents/ NSDL/ CDSL), whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL / CDSL as on 14th October, 2016. Any person who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cutoff date may cast their vote by e-voting. The Notice will be displayed on the website of the Company www.indiagelatine.com
6. The date of despatch of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers:
 - a. Indian Express in English language; and
 - b. Financial Express in Gujarati language, having wide circulation in the district where the registered office of Company is situated.
7. The Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 and CP No. 3498), as the Scrutinizer to conduct e-voting process in a fair and transparent manner. The scrutinizer shall within a period not later than 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 Company and make a consolidated Scrutinizers Report of the votes cast in favour or against, if any, to the Chairman or any Director of the Company in writing who shall countersign the same. The Chairman or any Director of the Company shall declare the result of the voting forthwith.
8. A Postal Ballot Form along with self-addressed postage business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot Form. Members who have received the Postal Ballot notice by e-mail and who wish to vote through the Postal Ballot Form, can download the Postal Ballot Form from the Company's website www.indiagelatine.com or seek a duplicate Postal Ballot Form from the Company. Members shall fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before 8th December, 2016. Any Postal Ballot Form received after the said date and time period shall be treated as if the reply from the Member has not been received.



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9. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. There will be only 1 (one) Postal Ballot Form for every registered folio/client ID irrespective of the number of joint Members.
10. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the Postal Ballot Form. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on or before 12th December, 2016 at the registered office of the Company situated at 703/704, 'Shilp', 7th Floor, Near Municipal market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009. The results, together with the Scrutinizer's Report, will be displayed on the website of Company www.indiagelatine.com within 3(Three) working days of the passing of the resolutions. The Company shall simultaneously communicate the results to BSE Ltd., Mumbai, who shall place the same on their web site.
11. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
12. The vote on postal ballot cannot be exercised through proxy.
13. The e-voting period commences on Wednesday, 9th November, 2016 at 10.01 hrs. and ends on Thursday, 8th December, 2016 at 17.00 hrs. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., 14th October, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on 8th December, 2016 at 5.00 p.m. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
14. All the shareholders who have not updated their PAN details with the RTA kindly use the sequence number provided in the Postal Ballot Form.
15. The instructions for members for remote voting electronically (both for physical shareholders as well as demat holders) are as under:

The voting period beings on Wednesday, 9th November, 2016 at 10.01 hrs. and ends on Thursday, 8th December, 2016 at 17.00 hrs. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialised form, as on the cut off date i.e. 14th October, 2016 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".
 - iii. Now Enter your User ID:
 - iv. For CDSL: 16 digits beneficiary ID,
 - v. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - vi. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)



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- vii. Next enter the Image Verification as displayed and Click on Login.
- viii. 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.
- ix. 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 sequence 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.
Dividend Bank Details OR 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">• 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 (iii).

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for "INDIA GELATINE & CHEMICALS LTD.," on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. 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.



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- xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. Note for Non - Individual Shareholders and Custodians:
- a) Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xxii. 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.
- xxiii. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

ANNEXURE TO THE NOTICE

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

Item No. 1:

The existing Articles of Association (AOA) 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 Articles of Association 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 Articles of Association 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, up to and including the date of conclusion of e-voting process; i.e. 8th December, 2016.

The Board of Directors of the Company, therefore, recommends passing of the Special Resolution at Item No. 1 of the Notice.



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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.

Item No. 2:

The Special Resolution refers to the additions of certain objects in the existing "Other Objects" of the Company.

The Board of Directors are actively exploring and considering the possibilities to expand and/or diversify the existing business of the Company and for the purpose the objects mentioned in the resolution are sought to be inserted as "Other Objects" of the Company.

Your Directors hope that making such alterations by way of addition to the existing objects would provide reasonable latitude to your Directors to undertake such other additional activities which are considered economically viable and in the best interests of the Company.

The Board of Directors recommends passing of the Special Resolution as contained in Item No. 2 of the Notice.

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.

By Order of the Board of Directors

Place : Ahmedabad
Date : 27-09-2016

Preetal P. Mepani
(Company Secretary)