

## Scrutinizers' Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman  
42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
India Gelatine & Chemicals Ltd.,  
to be held on 5<sup>th</sup> day of September, 2014 at 11.00 a.m.  
At GICEA, Nirman Bhavan(Gajjar Hall),  
Near Law Garden,, Ahmedabad – 380 006.

Dear Sir,

I, Chirag B. Shah, Partner of M/sSamdani Shah & Associates, Company Secretaries, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015 have been appointed as Scrutinizer of India Gelatine & Chemicals Ltd. ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of India Gelatine & Chemicals Ltd., to be held on 5<sup>th</sup> day of September, 2014 at 11.00 a.m. at GICEA, Nirman Bhavan(Gajjar Hall), Near Law Garden,, Ahmedabad – 380 006.

I submit my report as under:

1. The e-voting period remained open from 30<sup>th</sup> August, 2014, 10.01 a.m. to 1<sup>st</sup> September, 2014, 6.00 p.m.
2. The shareholders holding shares as on the "cut off" date i.e. 25<sup>th</sup> July, 2014 were entitled to vote on the proposed resolutions (items No. 1 to 10 as set out in the Notice of the 42<sup>nd</sup> AGM of the India Gelatine & Chemicals Ltd.).
3. The votes were unblocked on 3<sup>rd</sup> September, 2014 around 11.00 a.m. in the presence of two witnesses Ms. Krisa Patel and Ms. Chiragana Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

K. R. Patel

Name: Ms. Krisa Patel

C. G. Shah

Name: Ms. Chiragana Shah



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4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Systems Limited (<http://evotingindia.co.in>): - **Annexure - A**

5. The results of the e-voting are as under:

**(a) Resolution No. 1:**

**Adoption of Annual Accounts of the Company as on - 31st March, 2014:**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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(iii) No of members Votes for Abstain:

Total number of members whose votes were abstained	Total number of votes
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**(b) Resolution No. 2:**

**To Declare Dividend on Equity Shares:**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100.00%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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(iii) **No of members Votes for Abstain:**

Total number of members whose votes were abstained	Total number of votes
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(c) **Resolution No. 3:**

**Appointment of Mrs. Shefali V. Mirani, as a director**

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
20	2089288	60.43889%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
09	1367572	39.56110%

(iii) **No of members Votes for Abstain:**

Total number of members whose votes were abstained	Total number of votes
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(d) **Resolution No. 4:**

**Appointment of Mr. Jayprakash M. Tiwari as an Independent Director**

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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**(iii) No of members Votes for Abstain:**

Total number of members whose votes were abstained	Total number of votes
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**(e) Resolution No. 5:**

**Appointment of Mr. Shridhar N. Pittie as an Independent Director, who retires by rotation**

**(i) Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%

**(ii) Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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**(iii) No of members Votes for Abstain:**

Total number of members whose votes were abstained	Total number of votes
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**(f) Resolution No. 6:**

**Appointment of Mr. Pradip P. Madhavji as a director, who retires by rotation**

**(i) Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%

**(ii) Voted against the resolution:**

Number of members voted	Number of votes casted	% of total number



through electronic voting system	against the resolution	valid votes casted
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(iii) **No of members Votes for Abstain:**

Total number of members whose votes were abstained	Total number of votes
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(g) **Resolution No. 7:**

**Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.**

(i) **Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%

(ii) **Voted against the resolution:**

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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(iii) **No of members Votes for Abstain:**

Total number of members whose votes were abstained	Total number of votes
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(h) **Resolution No. 8:**

**Appointment of M/s. Mahendra N. Shah and Co., Chartered Accountants, as Auditors of the Company**

(i) **Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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(iii) No of members Votes for Abstain:

Total number of members whose votes were abstained	Total number of votes
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(i) Resolution No. 9:

**Appointment of M/s. B.F. Modi and Associates., as Cost Auditors of the Company and fixing their remuneration**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
29	3456860	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
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(iii) No of members Votes for Abstain:

Total number of members whose votes were abstained	Total number of votes
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(i) Resolution No. 10:

**Modification in the terms of remuneration of Mr. V.C. Mirani, Managing Director of the Company**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes casted	% of total number of
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through electronic voting system	in favour of the resolution	valid votes casted
20	2089288	60.43889%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
09	1367572	39.56110%

(iii) No of members Votes for Abstain:

Total number of members whose votes were abstained	Total number of votes
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6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary of the company for safe keeping.

Thanking you,

Yours faithfully,

  


Chirag Shah

Partner

Samdani Shah and Associates

Company Secretaries

COP: 3498

Membership: 5545

Place: Ahmedabad

Dated: 05.09.2014

**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
India Gelatine & Chemicals Ltd.,

**The 42<sup>nd</sup> Annual General Meeting of the members of India Gelatine & Chemicals Ltd.,  
held on Friday, September 5, 2014 at 11.00 a.m. at GICEA, Nirman Bhavan(Gajjar Hall),  
Near Law Garden, Ahmedabad – 380 006.**

Dear Sir,

I, Chirag B. Shah, Partner of M/s Samdani Shah & Associates, Company Secretaries, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of India Gelatine & Chemicals Ltd., held on Friday, September 5, 2014 at 11.00 a.m. at GICEA, Nirman Bhavan(Gajjar Hall), Near Law Garden, Ahmedabad – 380 006.,

I submit my report as under:

1. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



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Ph.: + 91 265 3087289, 2330583 e-mail: cssamdani@gmail.com

**Item No. 1-Ordinary Resolution****Adoption of Annual Accounts of the Company as on - 31st March, 2014:**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
73	3030596	99.8618%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
6	4194

**Item No. 2- Ordinary Resolution****Declaration of Dividend on Equity Shares**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
74	3030676	99.864439%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.



(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4114

**Item No. 3-Ordinary Resolution**

**Appointment of Mrs. Shefali V. Mirani, as a director**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
74	3030676	99.864439%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4114

**Item No. 4-Ordinary Resolution**

**Appointment of Mr. Jayprakash M. Tiwari as an Independent Director**

(I)Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
73	3030651	99.863614%



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	25	0.000823%

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4114

#### Item No. 5- Ordinary Resolution

**Appointment of Mr. Shridhar N. Pittie as an Independent Director, who retires by rotation:**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
74	3030676	99.864439%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4114



**Item No. 6- Ordinary Resolution**

**Appointment of Mr.Pradip P. Madhavji as a director, who retires by rotation:**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
74	3030676	99.864439%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A.	N.A.

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4114

**Item No. 7- Ordinary Resolution**

**Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
73	3030651	99.863614%



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	25	0.000823%

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
5	4114

#### Item No. 8- Ordinary Resolution

**Appointment of M/s. Mahendra N. Shah and Co., Chartered Accountants, as Auditors of the Company**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
71	3030648	99.863516%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	25	0.000823%

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
7	4117



**Item No. 9- Ordinary Resolution**

**Appointment of M/s. B.F. Modi and Associates., as Cost Auditors of the Company and fixing their remuneration**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
72	3030673	99.864340%

(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	N.A	N.A

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
7	4117

**Item No. 10- Special Resolution**

**Modification in the terms of remuneration of Mr. V.C. Mirani, Managing Director of the Company**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
71	3030648	99.86351%



(II) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	25	0.000823%

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
7	4117

5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
Chirag Shah  
Partner

Samdani Shah and Associates

Company Secretaries

COP: 3498

Membership: 5545

Place: Ahmedabad

Dated: 05.09.2014

