

47th
ANNUAL REPORT
2018-2019



INDIA GELATINE & CHEMICALS LTD.



INDIA GELATINE & CHEMICALS LTD.

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INDIA GELATINE & CHEMICALS LTD.

BOARD OF DIRECTORS

Chairman :

MR. PRADIP P. MADHAVJI

Managing Director :

MR. VIREN C. MIRANI

Executive Director :

MRS. SHEFALI V. MIRANI

Other Directors :

MR. SHRIDHAR N. PITTIE

MR. JAYPRAKASH M. TIWARI

Chief Financial Officer :

MR. NISHANT P. ODHVANI

Company Secretary :

MRS. TANAYA T. DARYANANI

Statutory Auditors :

CHANDULAL M. SHAH & CO.

Chartered Accountants

601, "Samruddhi", Opp. Sakar III,

Near Sattar Taluka Society,

Ahmedabad - 380 014.

E-mail : cmshah@cmshah.com

Internal Auditors :

M. D. Kamdar & Co.,

Chartered Accountants

401, Rajhans CHS Ltd., Rokadia Lane,

Borivali (W), Mumbai - 400 092

Secretarial Auditors :

Samdani Shah & Kabra

Company Secretaries

808, Shiromani Complex, S.M. Road,

Nehru Nagar, Ahmedabad - 380 015

Email: pcschirag@gmail.com

Bankers :

Union Bank of India, Mumbai

HDFC Bank Ltd., Mumbai

Bank of Maharashtra, Mumbai

Citibank Ltd., Mumbai

Head Office :

77/78, Mittal Chambers,

228, Nariman Point, Mumbai - 400 021.

Tel : +91-22-2202 0341 • Email : igcl@indiagelatine.com

Factory :

Plot No.1A, GIDC Industrial Estate,

National Highway No. 8, Vapi - 396 195 (Gujarat)

Registered Office :

703/704, 'Shilp', 7th Floor,

Near Municipal Market, Sheth C.G. Road,

Navrangpura, Ahmedabad - 380 009

Tel : +91-79-2646 9514

Website : www.indiagelatine.com

Investors Relations e-mail id: investor@indiagelatine.com

Corporate Identity Number (CIN): L99999GJ1973PLC002260

Registrar & Share Transfer Agent :

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park, L B S Marg, Vikhroli West,

Mumbai - 400 083

Tel. No. : +91 22 4918 6000 Fax : +91 22 4918 6060

e-mail: rnt.helpdesk@linkintime.co.in

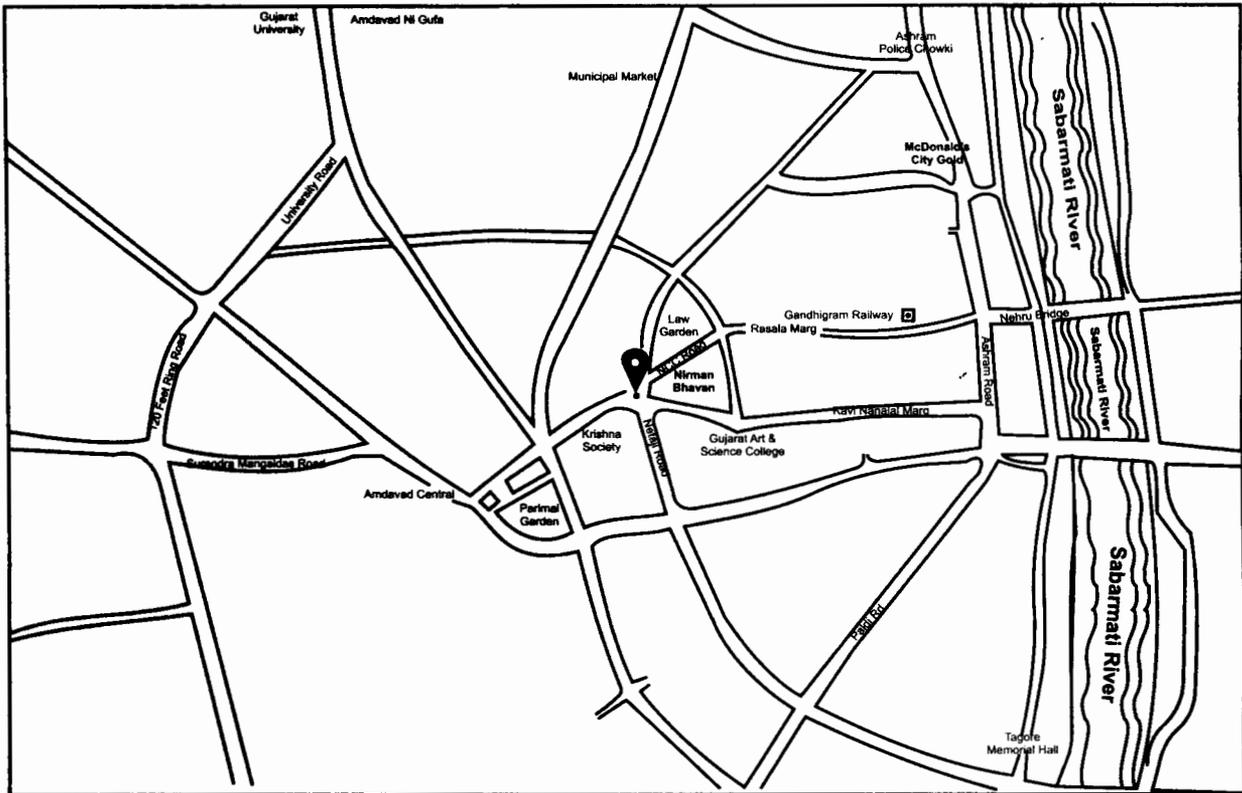


FINANCIAL HIGHLIGHTS

₹ in Lakhs

Sr. No.		2016-2017	2017-2018	2018-2019
1	Shareholders' Funds	12,403	9,866	10,228
2	Loan Funds	Nil	Nil	Nil
3	Debt Equity Ratio	1 : 0.000	1 : 0.000	1 : 0.000
4	Sales & Other Income	8,148	10,242	11,557
5	Profits (Subject to Depreciation & Tax)	642	593	902
6	Net Profit Subject to Tax	301	270	568
7	Profit after Tax	317	226	575
8	Book Value of Share (₹)	131.95	139.10	144.21
9	Dividend %	9	20	35

ROUTE MAP - VENUE OF AGM



Venue : GICEA, Nirman Bhavan (Gajjar Hall), Near Law Garden, Ahmedabad - 380 006.



INDIA GELATINE & CHEMICALS LTD.

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LTD., will be held at GICEA, Nirman Bhavan (Gajjar Hall), Near Law Garden, Ahmedabad- 380 006 on Tuesday, 17th September, 2019 at 11.00 a.m. 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, 2019, the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Viren C. Mirani (DIN:00044901) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination & Remuneration Committee and Board, the consent of members be and is hereby accorded to the re-appointment of Mr. Viren C. Mirani as Managing Director of the Company for the period of 3 years with effect from 1st April, 2020, on the following terms and conditions including remuneration:

REMUNERATION:

a) Salary

Monthly salary in the scale of ₹ 21,00,000 - 2,00,000 - 25,00,000 with effect from 1st April, 2020.

b) Perquisites

Maximum up to ₹ 25,000/- per month which shall include perquisites of Categories 'A' and 'B' as below:

CATEGORY 'A'

i. Medical Reimbursement:

Expenses incurred for self and his family. He shall also be entitled to the benefit of Medical Treatment referred to in proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.

ii. Club Fees:

Fee's of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

iii. Personal Accident Insurance:

Premium not to exceed ₹ 40,000/- per annum or such amount as may be modified and permitted under Income Tax Act from time to time.

iv. Mediclaim Insurance:

Premium not to exceed ₹ 25,000/- per annum or such other modified amount as is exempt under Income Tax Act.



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CATEGORY 'B'

i. Provision of a Car and Telephone:

The Company shall provide Car for use on Company's business and also for personal purposes and telephone at the residence of the Managing Director. The Managing Director shall be billed by the Company for personal long distance calls on telephone at the rate of ₹ 750/- per month and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.

ii. Other Benefits:

Such other benefits, amenities and facilities as per the company rules.

CATEGORY 'C'

i. Contribution to Provident Fund & Other Funds:

Contribution to the Provident Fund, Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income Tax Act.

ii. Gratuity:

As per the rules not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii. Leave Encashment:

The Managing Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

c) Minimum Remuneration :

In the event of loss or inadequacy of profits, the Managing Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

d) Commission :

In the event of there being sufficient and adequate profits worked out as per the provisions of Section 197 of the Companies Act, 2013 and within the individual limit of 5% of such net profits, the Managing Director could also be paid a remuneration by way of commission on such net profits as may be decided by the Board and agreed upon by the Managing Director on ascertainment of the net profits at the close of each year over and above the remuneration referred to in the preceding para and that such remuneration shall be deemed to accrue at the close of the year.

The terms and conditions of the remuneration of the Managing Director, may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee and the Board as it may in its discretion deem fit within the above limits and subject to limits laid down in Sections 196, 197 and all other applicable provisions and Schedule V of the Companies Act, 2013 and Rules framed there under and subject to the requisite approvals from the members or any other authority, if any, being obtained.

RESOLVED FURTHER THAT Mr. Viren C. Mirani, Managing Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board Of Directors of the company on recommendation from Nomination & Remuneration Committee of the Board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. Viren C Mirani, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the company would be required so long as remuneration of the Managing Director is not in



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excess of maximum permissible limits under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Mr. Viren C. Mirani, as Managing Director and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders and as acceptable to Mr. Viren C. Mirani and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board 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.”.

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

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and as per the recommendation of the Nomination and Remuneration Committee and the Board, the consent of members be and is hereby accorded to the re-appointment of Mrs. Shefali Viren Mirani as Executive Director of the Company for the period of 3 years with effect from 1st April, 2020, on the following terms and conditions including remuneration:

REMUNERATION:

- a) **Salary**
Monthly salary of ₹ 10,00,000/- with effect from 1st April, 2020.
- b) **Perquisites**
Maximum up to ₹ 25,000/- per month which shall include perquisites of Categories ‘A’ and ‘B’ as below:

CATEGORY ‘A’

- i. **Medical Reimbursement:**
Expenses incurred for self and her family. She shall also be entitled to the benefit of Medical Treatment referred to in Proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.
- ii. **Club Fees:**
Fee's of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- iii. **Personal Accident Insurance:**
Premium not to exceed ₹ 40,000/- per annum or such amount as may be modified and permitted under Income Tax Act from time to time.
- iv. **Medicclaim Insurance:**
Premium not to exceed ₹ 25,000/- per annum or such other modified amount as is exempt under Income Tax Act.

CATEGORY ‘B’

- i. **Provision of a Car and Telephone:**
The Company shall provide Car for use on Company's business and also for personal purposes and telephone at the residence of the Executive Director. The Executive Director shall be billed by the Company for personal long distance calls on telephone at the rate of ₹ 750/- per month and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.



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ii. Other Benefits:

Such other benefits, amenities and facilities as per the company rules.

CATEGORY 'C'

i. Contribution to Provident Fund & Other Funds:

Contribution to the Provident Fund, Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income Tax Act.

ii. Gratuity:

As per the rules, not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii. Leave Encashment:

The Executive Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

c) Minimum Remuneration :

In the event of loss or inadequacy of profits, the Executive Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

d) Commission :

In the event of there being sufficient and adequate profits worked out as per the provisions of Section 197 of the Companies Act, 2013 and within the individual limit of 5% of such net profits, the Executive Director could also be paid remuneration by way of commission on such net profits as may be decided by the Board and agreed upon by the Executive Director on ascertainment of the net profits at the close of each year over and above the remuneration referred to in the preceding para and that such remuneration shall be deemed to accrue at the close of the year.

The terms and conditions of the remuneration of the Executive Director, may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee and the Board as it may in its discretion deem fit within the above limits and subject to limits laid down in Sections 196, 197 and all other applicable provisions and Schedule V of the Companies Act, 2013 and Rules framed there under and subject to the requisite approvals from the members or any other authority, if any, being obtained.

RESOLVED FURTHER THAT Mrs. Shefali Viren Mirani, Executive Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and loading expenses incurred by her in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company on recommendation from Nomination & Remuneration Committee of the Board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mrs. Shefali Viren Mirani, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the company would be required so long as remuneration of the Executive Director is not in excess of maximum permissible limits under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Mrs. Shefali Viren Mirani, as the Executive Director and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders



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and as acceptable to Mrs. Shefali Viren Mirani and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board 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."

6. In case the Special Resolution for the re-appointment of Mr. Viren C. Mirani as per Agenda Item No. 4 above is not passed, to consider and if thought fit, to pass with or without modification(s) the following resolution as an "Ordinary Resolution".

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination & Remuneration Committee and the Board, the consent of members be and is hereby accorded to the re-appointment of Mr. Viren C. Mirani as Managing Director of the Company for the period of 3 years with effect from 1st April, 2020, on a monthly remuneration upto ₹ 7,00,000/- on the following terms and conditions including remuneration:

REMUNERATION:

a) Salary

Monthly salary of ₹ 6,75,000/- with effect from 1st April, 2020.

b) Perquisites

Maximum up to ₹ 25,000/- per month which shall include perquisites of Categories 'A' and 'B' as below:

CATEGORY 'A'

i. Medical Reimbursement:

Expenses incurred for self and his family. He shall also be entitled to the benefit of Medical Treatment referred to in Proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.

ii. Club Fees:

Fee's of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

iii. Personal Accident Insurance:

Premium not to exceed ₹ 40,000/- per annum or such amount as may be modified and permitted under Income Tax Act from time to time.

iv. Mediclaim Insurance:

Premium not to exceed ₹ 25,000/- per annum or such other modified amount as is exempt under Income Tax Act.

CATEGORY 'B'

i. Provision of a Car and Telephone:

The Company shall provide Car for use on Company's business and also for personal purposes and telephone at the residence of the Managing Director. The Managing Director shall be billed by the Company for personal long distance calls on telephone at the rate of ₹ 750/- per month and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.



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ii. Other Benefits:

Such other benefits, amenities and facilities as per the company rules.

CATEGORY 'C'

i. Contribution to Provident Fund & Other Funds:

Contribution to the Provident Fund, Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income Tax Act.

ii. Gratuity:

As per the rules, not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii. Leave Encashment:

The Managing Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

c) Minimum Remuneration :

In the event of loss or inadequacy of profits, the Managing Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

d) Commission :

In the event of there being sufficient and adequate profits worked out as per the provisions of Section 197 of the Companies Act, 2013 and within the individual limit of 5% of such net profits, the Managing Director could also be paid a remuneration by way of commission on such net profits as may be decided by the Board and agreed upon by the Managing Director on ascertainment of the net profits at the close of each year over and above the remuneration referred to in the preceding para and that such remuneration shall be deemed to accrue at the close of the year.

RESOLVED FURTHER THAT Mr. Viren C. Mirani, Managing Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company on recommendation from Nomination & Remuneration Committee of the Board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mr. Viren C Mirani, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the company would be required so long as remuneration of the Managing Director is not in excess of maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Mr. Viren C. Mirani, as Managing Director and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders and as acceptable to Mr. Viren C. Mirani and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board 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."



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7. In case the Special Resolution for the re-appointment of Mrs. Shefali V. Mirani as per Agenda No. 5 above is not passed, to consider and if thought fit, to pass with or without modification(s) the following resolution as an "Ordinary Resolution".

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and as per the recommendation of the Nomination & Remuneration Committee and the Board, the consent of members be and is hereby accorded to the re-appointment of Mrs. Shefali Viren Mirani as an Executive Director of the Company on a monthly remuneration up to ₹ 7,00,000/- as permitted in Part II Section II (A) of Schedule V of the Companies Act, 2013, for the period of 3 years with effect from 1st April, 2020, on the following terms and conditions including remuneration:

REMUNERATION:

a) **Salary**

Monthly salary of ₹ 6,75,000/- with effect from 1st April, 2020.

b) **Perquisites**

Maximum up to ₹ 25,000/- per month which shall include perquisites of Categories 'A' and 'B' as below:

CATEGORY 'A'

i. **Medical Reimbursement:**

Expenses incurred for self and her family. She shall also be entitled to the benefit of Medical Treatment referred to in Proviso to Section 17(2) of the Income Tax Act, 1961 or to such modifications as may be made therein from time to time.

ii. **Club Fees:**

Fee's of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

iii. **Personal Accident Insurance:**

Premium not to exceed ₹ 40,000/- per annum or such amount as may be modified and permitted under Income Tax Act from time to time.

iv. **Medicclaim Insurance:**

Premium not to exceed ₹ 25,000/- per annum or such other modified amount as is exempt under Income Tax Act.

CATEGORY 'B'

i. **Provision of a Car and Telephone:**

The Company shall provide Car for use on Company's business and also for personal purposes and telephone at the residence of the Executive Director. She shall be billed by the Company for personal long distance calls on telephone at the rate of ₹ 750/- per month and perks for the use of car for personal purposes shall be evaluated as per Income Tax Rules.

ii. **Other Benefits:**

Such other benefits, amenities and facilities as per the Company rules.



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CATEGORY 'C'

i. Contribution to Provident Fund & Other Funds:

Contribution to the Provident Fund, Superannuation or Annuity Fund shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income Tax Act.

ii. Gratuity:

As per the rules, not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

iii. Leave Encashment:

The Executive Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

c) Minimum Remuneration :

In the event of loss or inadequacy of profits, the Executive Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration.

d) Commission :

In the event of there being sufficient and adequate profits worked out as per the provisions of Section 197 of the Companies Act, 2013 and within the individual limit of 5% of such net profits, the Executive Director could also be paid a remuneration by way of commission on such net profits as may be decided by the Board and agreed upon by the Executive Director on ascertainment of the net profits at the close of each year over and above the remuneration referred to in the preceding para and that such remuneration shall be deemed to accrue at the close of the year.

RESOLVED FURTHER THAT Mrs. Shefali Viren Mirani, Executive Director, will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time, is available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the terms and conditions of the remuneration of the Executive Director, may be varied, altered, increased, enhanced or widened from time to time by the Remuneration Committee and the Board as it may in its discretion deem fit within the above limits and subject to limits laid down in Sections 196, 197 and all other applicable provisions and Schedule V of the Companies Act, 2013 and Rules framed there under.

RESOLVED FURTHER THAT the Board of Directors of the company on recommendation from Nomination & Remuneration Committee of the board be and is hereby authorized and empowered to approve annual increments and to make such improvements in the terms of remuneration to Mrs. Shefali Viren Mirani, as may be permissible under Schedule V of the Companies Act, 2013 (as may be amended from time to time) or by way of any government guidelines or instructions, the intention being that no further approval of the company would be required so long as remuneration of the Executive Director is not in excess of maximum permissible under relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute an agreement with Mrs. Shefali Viren Mirani, as the Executive Director and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to accept any modification in the terms and conditions as may be approved by the shareholders and as acceptable to Mrs. Shefali Viren Mirani and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT the Board 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."

By Order of the Board of Directors

Place : Mumbai
Date : 26-07-2019

Tanaya T. Daryanani
Company Secretary



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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.
2. 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.

A proxy form duly completed and stamped, must reach the registered office of the Company not less than 48 hours before the commencement of the Meeting.

3. The information required in respect of appointment/ re-appointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards – II on General Meetings under Resolution no.3, 4, 5, 6 & 7 is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 10th September, 2019 to Tuesday, 17th September, 2019 (both days inclusive) for the purpose of Annual General Meeting and payment of Dividend.
5. The Directors have recommended a dividend of ₹ 3.50 per equity share, which on approval by the members at the Annual General Meeting scheduled to be held on Tuesday, 17th September, 2019 at 11.00 a.m. will be paid to the members whose name appear in the register of members/beneficial owners as on Monday, 9th September, 2019 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.
6. 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.
7. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" is required to be transferred to the Investors Education and Protection Fund (Fund) constituted by the Central Government. The Company had, accordingly, transferred ₹ 3.03 Lakhs being the unpaid and unclaimed dividend amount pertaining to dividend declared on 28th September, 2011 to the IEPF.

In terms of the above provisions, the Company would be obliged to transfer any money lying in the Unpaid Dividend Account which remain unpaid or unclaimed for a period of 7 years from the date of such transfers, to the Investor Education and Protection Fund. The details of remaining unpaid or unclaimed dividend for the subsequent years as on 31st March, 2019 are as under:

Dividend Number	Date of Declaration	For the Accounting Year ended	Due for Transfer date
32 nd	28-09-2012	2011-2012	03-11-2019
33 rd	23-08-2013	2012-2013	28-09-2020
34 th	05-09-2014	2013-2014	11-10-2021
35 th	24-09-2015	2014-2015	29-09-2022
36 th	27-09-2016	2015-2016	02-11-2023
37 th	16-09-2017	2016-2017	21-10-2024
38 th	21-09-2018	2017-2018	26-10-2025

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 21.09.2018 (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. Pursuant to provisions of Section 124(6) and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules,



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2016, as amended by time to time, Company has transferred 11,808 Equity Shares to IEPF Accounts. The shares are transferred of those shareholders who had not encashed dividends for a continuous period of 7 years from the financial year 2010-11. Details of the shareholders are also uploaded as per the requirements, on the Company's website www.indiagelatine.com

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name or e-mail address or contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents viz. Link Intime India Pvt. Ltd., to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Pvt. Ltd.
10. The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company / RTA.
11. Members may also note that the Notice of AGM and the Annual Report for the year 2018-19 are also available on the Company's Website: www.indiagelatine.com for download.
12. 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.
13. (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.
14. The route map showing directions to reach the venue of the forty seventh AGM is annexed.
15. **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 as amended up-to-date, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 47th Annual General Meeting (AGM) to be held on Tuesday, 17th September, 2019 at 11.00 a.m. at GICEA, Nirman Bhavan, (Gajjar Hall), Near Law Garden, Ellisbridge, Ahmedabad 380006. Please note that the remote e-voting through electronic means is optional for shareholders. The Company is also providing the facility of poll at the meeting by way of ballot. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link www.evotingindia.com

The Company has fixed Monday, 9th September, 2019 as the cut-off date for determining voting rights of shareholders entitled to participate in the e-voting process. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system.

The e-voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
Saturday, 14 th September, 2019 at 10.00 a.m.	Monday, 16 th September, 2019 at 5.00 p.m.

During this period, members of the company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the member shall not be allowed to change it subsequently as well as not allowed to vote at the meeting.

The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Monday, 9th September, 2019.



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The instructions for members for remote voting electronically (both for physical shareholders as well as demat holders) are as under:

- (i) The voting period begins on Saturday, 14th September, 2019 at 10.00 a.m. and ends on Monday, 16th September, 2019 at 5.00 p.m. 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 Monday, 9th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders/ Members".
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Département (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the attendance slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.,"
- (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



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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 a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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.
- (xix) Note for Non – Individual Shareholders and Custodians:
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
 - 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.
 - 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.
- (xx) 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

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) The voting period begins on Saturday, 14th September, 2019 at 10.00 a.m. and ends on Monday, 16th September, 2019 at 5.00 p.m. 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 9th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

IMPORTANT NOTES :

1. Any person who acquires shares of the Company and becomes member of the Company after Friday, 16th August, 2019 i.e. the date considered for dispatch of the notice and holding shares as on the cut-off date i.e. Monday, 9th September, 2019, may obtain the login details by sending a request at rnt.helpdesk@linkintime.co.in
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.



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4. Mr. Chirag Shah, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the 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 a person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him shall declare the result of the voting forthwith.
16. 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. The Company shall simultaneously communicate the results to BSE Ltd., Mumbai, who shall place the same on their web site.

Details of Directors seeking Appointment / Re-appointment
(Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	Mr. Viren C. Mirani
DIN	00044901
Date of Birth	21-08-1965
Date of Appointment	21-07-2000
Qualification	B. Com.
Expertise in Specific Functional Area	Industrialist with rich business experience in general
Number of Meetings of the Board attended during the year	Six
Relationship between Directors inter-se	None other directors than Mrs. Shefali V. Mirani, being wife of Mr. Viren C. Mirani is related
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	-
Membership of Committees in other Public Ltd. Companies	-
Shareholding of Directors seeking re-appointment	12,62,459 Equity Shares

Name	Mrs. Shefali V. Mirani
DIN	03107547
Date of Birth	05-12-1971
Date of Appointment	07-07-2014
Qualification	B. Com.
Expertise in Specific Functional Area	Business Administration
Number of Meetings of the Board attended during the year	Five
Relationship between Directors inter-se	None other directors than Mr. Viren C. Mirani, being husband of Mrs. Shefali V. Mirani, is related
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	-
Membership of Committees in other Public Ltd. Companies	-
Shareholding of Directors seeking re-appointment	8,20,113 Equity Shares



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ANNEXURE TO THE NOTICE

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

Item No. 4 & 6:

Item No. 4 of the Notice relates to the re-appointment of Mr. Viren C. Mirani as Managing Director of the Company, whose present tenure will expire on 31st March, 2020.

He is re-appointed for a term of 3 years from 1st April, 2020 subject to approval in General Meeting. The remuneration proposed to be paid to him under the proposed resolution will be subject to the passing of Special Resolution. If the Special Resolution is passed he will be paid remuneration as mentioned in the Special resolution.

Resolution mentioned in Item No. 6 of the Agenda is proposed to be passed in the event Special Resolution mentioned in Item No. 4 is not passed.

Memorandum of Interest:

Mr. Viren C. Mirani is interested in the above resolution to the extent of the remuneration received by him.

Mrs. Shefali V. Mirani is concerned or interested in the above resolution, being wife of Mr. Viren C. Mirani. None of the other Directors are concerned or interested in the above resolution.

Information required to be disclosed in terms of Notification No. GSR 36(E) dated 16th January, 2002 issued by Government of India under the provisions of Schedule V of the Companies Act, 2013.

I. General Information:

- 1) Nature of Industry : Manufacturers of Chemical products viz. Ossein, Gelatine and DCP
- 2) Date of commencement of Commercial Production : 08.02.1975
- 3) In case of new Companies expected date of commencement : N.A.
- 4) Financial Performance :

₹ in Lakhs

Year	Capital	Reserves	Exports (FOB)	Total Sales & Other Income	Profit before Dep. & Tax	Cash Profit after tax	Net Profit (Loss)
2016-17	940.00	11,463.33	4,251.90	8,147.99	642.01	657.37	316.77
2017-18	709.23	9,157.09	5,727.38	10,241.62	593.01	549.11	225.62
2018-19	709.23	9,518.47	7,175.58	11,556.93	901.67	909.02	575.47

5) Export Performance and Net Foreign Exchange

Year	Export Qty. in M.T.	FOB Value of Qty Sale (₹ lakhs)
2016-17	1173.35	4,251.90
2017-18	1754.20	5,727.38
2018-19	2016.20	7,175.58

II. Information about the Appointee:

1) Background details:

Mr. Viren C. Mirani is a commerce graduate with 34 years of rich business experience both within and outside



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India. He possesses excellent business contacts and is very widely travelled. He is instrumental in soliciting technical collaboration for setting up Gelatine Plant in 1997. Mr. Viren C. Mirani was President of Gelatine Manufacturers Association of Asia Pacific ("GMAP") (based in Australia, which has members from Australia, New Zealand, China, India, Japan, South Korea and Taiwan) for a period of over 4 years (from March 1, 2008 till June 30, 2012) and is currently the President of GMAP too. Further, he is also currently the Vice-Chairman of Ossein & Gelatine Manufactures Association of India since 2013.

2) Past remuneration:

Remuneration during last 3 years:			₹ in Lakhs
2016-17	2017-18	2018-19	
254.36	220.48	372.47	

3) Recognition or awards:

His untiring efforts as Executive Officer for 15 years, as Executive Director for 10 years and as Managing Director for 9 years has contributed substantially for the Company to earn various "Recognitions and Awards" for "Excellence" in Exports by Trade Bodies and Government of India.

The Company's focus on exports under Mr. Viren C. Mirani's leadership has also won several awards, including awards from CAPEXIL (formerly Chemicals and Allied Products Export Promotion Council), which is sponsored by the Ministry of Commerce and Industry, Government of India, for export achievement in respect of Ossein and Gelatine for the years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-2015 (which is the last year for which awards in this regard have been announced by CAPEXIL).

4) Job profile/suitability:

The Managing Director looks after manufacturing, marketing, technical operations and over all administration of the Company. Because of his sharp business acumen and matured experience, the performance of the company has been noteworthy, which also speaks volumes of his ability. He has also been handling the most onerous job of marketing Ossein and Gelatine and while discharging these functions quite effectively he has shown signs of great acumen and stewardship.

5) Proposed remuneration:

As per approval of members, he will be paid salary in the scale of ₹ 21,00,000 - 2,00,000 - 25,00,000 per month and Perks not to exceed ₹ 25,000/- per month in the event of inadequacy of profits. In the event of sufficient profits he may also be paid a commission not exceeding 5% of the net profits, as may be decided by the Board of Directors.

6) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person:

The main product of the industry is sold in the overseas market. Export requirements are always quite stringent. It requires constant "watch and vigil". "Norms and Parameters" of purchase of Materials and production of high quality are of prime importance. Disciplined approach and compliances required for the staff need constant supervision and continuous accountability. Running this type of industry successfully and earning awards of "Excellence" year after year proves the performance of Managing Director. Remuneration sought to be paid to him is thus reasonable. It is also within the normal range of "Managerial Remuneration" paid these days by performance oriented units.

7) Pecuniary Relationship with Company:

The Managing Director's family is also the Promoter of the Company and as such holds substantial financial interest and continuing commercial affinity with the Company. He along with his wife holds 29.36 % Equity Share Capital of the Company. Promoters group as a whole, hold around 61.36 % in the equity of the Company.

III. OTHER INFORMATION:

1) Reasons for Loss/Inadequate Profits:



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The Company is engaged in the manufacturing of Ossein, Gelatine and DCP. The raw material viz. Crushed Bones, being of natural origin, is at many times in short supply which adversely affects company's production. The company faces severe competition from various domestic companies and therefore focuses on exports market which has inherent foreign exchange risk. The company's raw material and finished products both have threats of potential diseases which has impact on finished goods market of the company's products. There has been substantial increase in manpower and labour costs. All the above adverse factors have resulted in inadequate profits of the company.

2) Steps taken and proposed to be taken for improvement:

Mr. Viren C. Mirani, the Managing Director has taken all possible steps to stabilize the Gelatine product by exploring various markets in U.S.A., Japan, Europe as well as South East Asia. He has also taken rigorous steps to promote the sale of Ossein & Gelatine to other foreign buyers. The Company has also undertaken modernization of Raw material grading facilities in order to improve yield and quality of finished products.

3) Expected increase in productivity and profits in measurable terms:

Productivity and profits are likely to further improve over a period of next 2-3 years. During last 2 years, the Company has focused on improving yield of finished products which will have tangible benefits in times to come.

IV. DISCLOSURES:

- 1) The remuneration package of Mr. Viren C. Mirani, Managing Director-The details of remuneration are given in the Notice.
- 2) (i) Element of remuneration package
(ii) Details of fixed components and performance linked incentive
(iii) Service contract, notice period severance fees etc.
(iv) Stock option details.

The above details are given along with details of his remuneration in the Annexure to the Notice to the extent they are applicable.

Your directors recommend the resolutions as they consider the same as in the interest of the Company.

The above details may be treated as abstract of terms and conditions of the re-appointment of Managing Director Mr. Viren C. Mirani as per Section 102 of the Companies Act, 2013.

Mr. Viren C. Mirani, the Managing Director of the Company, is deemed as concerned and interested in the above resolution so far as it relates to his re-appointment and remuneration payable to him. Mrs. Shefali V. Mirani, Director of the Company, being the wife of Mr. Viren C. Mirani, is interested.

The Draft Agreements to be entered into with the Managing Director is open for inspection by Members on any working day between 3.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

Item No. 5 & 7:

Item No. 5 of the Notice relates to the re-appointment of Mrs. Shefali V. Mirani as Executive Director of the Company. whose tenure will expire on 31st March, 2020.

She is re-appointed for a term of 3 years from 1st April, 2020 subject to approval in Annual General Meeting. The remuneration proposed to be paid to her under the proposed resolution will be subject to the passing of Special Resolution. If the Special Resolution is passed she will be paid remuneration as mentioned in the Special resolution.

Resolution mentioned in Item No. 7 of the Agenda is proposed to be passed in the event Special Resolution mentioned in Item No. 5 is not passed.



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Memorandum of Interest:

Mrs. Shefali V. Mirani, is interested in the above resolution to the extent of the remuneration received by her.

Mr. Viren C. Mirani, Managing Director of the Company, is concerned or interested in the above resolution, being husband of Mrs. Shefali V. Mirani. None of the other Directors are concerned or interested in the above resolution.

Information required to be disclosed in terms of Notification No. GSR 36(E) dated 16th January, 2002 issued by Government of India under the provisions of Schedule V of the Companies Act, 2013.

I. General Information:

- 1) Nature of Industry : Manufacturers of Chemical products viz. Ossein, Gelatine and DCP
- 2) Date of commencement of Commercial Production : 08.02.1975
- 3) In case of new Companies expected date of commencement : N.A.
- 4) Financial Performance :

₹ in Lakhs

Year	Capital	Reserves	Exports (FOB)	Total Sales & Other Income	Profit before Dep. & Tax	Cash Profit after tax	Net Profit (Loss)
2016-17	940.00	11,463.33	4,251.90	8,147.99	642.01	657.37	316.77
2017-18	709.23	9,157.09	5,727.38	10,241.62	593.01	549.11	225.62
2018-19	709.23	9,518.47	7,175.58	11,556.93	901.67	909.02	575.47

- 5) Export Performance and Net Foreign Exchange:

Year	Export Qty. in M.T.	FOB Value of Qty Sale (₹ lakhs)
2016-17	1173.35	4,251.90
2017-18	1754.20	5,727.38
2018-19	2016.20	7,175.58

I. INFORMATION ABOUT THE APPOINTEE:

- 1) Background details:

Mrs. Shefali V. Mirani is a commerce graduate with fairly good experience of industry. She was associated with below mentioned activities:

- Volunteered at Sadhana school for mentally challenged adolescent children - 1994-1996
- Indian Merchants Chamber (IMC) exhibitions for embroidered table linen (1994 and 1995)
- NAMAN FASHIONS & MODANAMAN - Export Firm - Partner- 1998-2012
- Exporting hand embroidered fabrics to eminent design houses in Italy and designers in Australia and New York (1997 - 2011).

- 2) Proposed remuneration:

Salary in the scale of ₹ 10,00,000/- per month and Perks not to exceed ₹ 25,000/- per month in the event of inadequacy of profits. In the event of sufficient profits she may also be paid a commission not exceeding 5% of the net profits, as may be decided by the Board of Directors.

- 3) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person:



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The main product of the industry is sold in the overseas market. Export requirements are always quite stringent. It requires constant "watch and vigil". "Norms and Parameters" of purchase and production are quite meticulous. Disciplined approach and compliances required for the staff need constant supervision and continuous accountability. It is also within the normal range of "Managerial Remuneration" paid these days by performance oriented units.

4) Pecuniary Relationship with Company:

The Executive Director's family is also the Promoter of the Company and as such holds substantial financial interest and continuing commercial affinity with the Company. She along with her husband holds 29.36% Equity Share Capital of the Company. Promoters group as a whole, hold around 61.36 % in the equity of the Company.

II. OTHER INFORMATION:

Reasons for Loss/Inadequate Profits:

The Company is engaged in the manufacturing of Ossein, Gelatine and DCP. The raw material viz. Crushed Bones, being of natural origin, is at many times in short supply which adversely affects company's production. The company faces severe competition from various domestic companies and therefore focuses on exports market which has inherent foreign exchange risk. The company's raw material and finished products both have threats of potential diseases which has impact on finished goods market of the company's products. There has been substantial increase in manpower and labour costs. All the above adverse factors have resulted in inadequate profits of the company.

III. DISCLOSURES:

- 1) The remuneration package of Mrs. Shefali V. Mirani-
The details of remuneration are given in the Notice.
- 2) (i) Element of remuneration package
(ii) Details of fixed components and performance linked incentive
(iii) Service contract, notice period severance fees etc.
(iv) Stock option details.

The above details are given along with details of her remuneration in the annexure to the Notice to the extent they are applicable.

Your directors recommend the resolution as they consider the same as in the interest of the Company.

The above details may be treated as abstract of terms and conditions of the appointment of Mrs. Shefali Viren Mirani as per Section 102 of the Companies Act, 2013.

The Draft Agreement to be entered into with the Executive Director is open for inspection by Members on any working day between 3.00 p.m. to 5.00 p.m. at the Registered Office of the Company.

By Order of the Board of Directors

Place: Mumbai
Date: 26.07.2019

Tanaya T. Daryanani
(Company Secretary)



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DIRECTORS' REPORT

The Directors of your Company have pleasure to present 47th Annual Report with the Audited Statements of Accounts for the year ended 31st March 2019.

₹ in Lakhs

	<u>2018-2019</u>	<u>2017-2018</u>
FINANCIAL RESULTS		
Total Revenue	11,556.93	10,241.62
Profit for the year after deducting all the expenses but before interest, depreciation and taxation (EBIDTA)	902.90	593.45
FROM WHICH ARE DEDUCTED		
Interest & Financial Charges	1.23	0.44
Depreciation	333.55	323.49
Provision for Taxation		
Current Tax	160.07	54.01
Deferred Tax	(168.25)	(57.17)
Short / (Excess) provision of taxation of earlier year	0.83	47.06
	575.47	225.62
Add : Other comprehensive income	(43.08)	14.20
NET PROFIT FOR THE YEAR TO WHICH IS ADDED :	532.39	239.82
Surplus Brought Forward	550.78	487.78
BALANCE AVAILABLE FOR APPROPRIATION	1,083.17	727.60
APPROPRIATION FOR		
Proposed Dividend	141.85	63.83
Corporate Dividend Tax	29.16	12.99
General Reserve	125.00	100.00
Surplus Carried to next year's account	787.16	550.78
	1,083.17	727.60

ECONOMIC SCENARIO & OUTLOOK:

The Revenue of the company has increased by ₹ 1,315.31 Lakhs over the previous year. Gelatine sales have increased by ₹ 1,626.14 Lakhs (net of duties & taxes) and whereas Ossein sales have decreased by ₹ 187.18 Lakhs over the previous year.

The Indian economy advanced 5.8 percent year-on-year in the first quarter of 2018, slowing from a 6.6 percent expansion in the previous period.

India is the world's tenth largest economy and the second most populous. The most important and the fastest growing sector of Indian economy are services. Trade, hotels, transport and communication; financing, insurance, real estate and business services and community, social and personal services account for more than 60 percent of GDP. Agriculture, forestry and fishing constitute around 12 percent of the output, but employs more than 50 percent of the labor force. Given the raw materials for our industry are of animal origin (which falls under the Ministry of Agriculture) it contributes greatly towards enhancing the employment potential in the length and breadth of the country.



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The products from our industry finds an important place in the pharmaceuticals industry. India is the largest provider of generic drugs globally. Indian pharmaceutical sector industry supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 percent of all medicine in UK. India enjoys an important position in the global pharmaceuticals sector. Based on these fundamentals the need for capsules both Hard and Soft where the company's Gelatine is used in the domestic market would allow a strong demand to persist.

The ongoing trade war between the USA and China with both countries imposing increase in tariffs of each other's products will potentially be leading to an increased export possibility of various commodities and products from India. In all probability it is likely that the new scenario will be to the benefit of the company's products in the export area.

Oil prices continued its volatile movement ranging from highs of almost \$ 85 per barrel to lows of almost \$ 54 per barrel and then finally settling around the \$ 64 per barrel figure at the end of the year which was similar to the beginning levels of the fiscal year. This has allowed a stable situation for the company from the energy perspective.

The Indian rupee ranged from 1 \$ = ₹ 65 during the beginning of the year to ₹ 75 during the year and settled at 1 \$ = ₹ 69 at the end of the fiscal period. This certainly impacted the companies earnings as the Rupee strengthened against the US currency as the realizations of the exported goods were negatively impacted.

On the Global front the outbreak of the African Swine Fever in the pig population in China has resulted in the culling of more than 20% of the pigs. This has resulted in the severe shortage of availability of pig skin and hence the Chinese have been forced to source the pig as well as the skins from Russia, Europe as well as other countries and thereby pushing the price of the pig skin which is a major source for Gelatine produced globally. This is likely to impact also the Bovine Bone Gelatine industry adversely as any animal disease outbreaks lead to confusion in the minds of consumers.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is annexed herewith as "Annexure-A" forming part of the Annual Report.

DIVIDEND:

Your directors recommend dividend @ 35% i.e. ₹ 3.50 per share (previous year 20% i.e. ₹ 2.00 per share) on Equity Shares of ₹ 10/- each of the company for the year ended 31st March, 2019.

TRANSFER TO RESERVES:

Your Company has transferred ₹ 125 Lakhs (Rupees One Hundred Twenty Five Lakhs Only) to the General Reserve (Previous year ₹ 100 Lakhs) from the current year's profits.

SHARE CAPITAL:

During the year under review, the Issued, Subscribed and Paid-up equity share capital of the Company was ₹ 7,09,23,000/- (Rupees Seven Crore Nine Lakhs & Twenty Three Thousand Only) divided into 7092300 equity shares of face value of ₹ 10/- each.

TAXATION:

The Company has made a provision of ₹160.07 Lakhs (Rupees One Hundred Sixty Lakhs Seven Thousand Only) towards current year's Income Tax.

FINANCE:

The Company continues to get requisite assistance and co-operation from its bankers as and when needed.

INSURANCE:

All the properties of the Company including building, plant and machinery and stocks have been adequately covered under insurance.



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INDUSTRIAL RELATIONS:

Industrial relations continued to remain cordial and satisfactory.

PUBLIC DEPOSITS:

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 & 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the Practicing Company Secretaries regarding compliance with the requirements of Corporate Governance as stipulated under various regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND ('IEPF')

Pursuant to the provisions of the Companies Act, 2013 read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the dividends, unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the IEPF. Accordingly, unclaimed dividends of Shareholders for the Financial Year 2011-12 lying in the unclaimed dividend account of the Company as on November 03, 2019 will be transferred to IEPF on the due date. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a consecutive period of seven years from the date of transfer of the dividend to the unpaid dividend account is also mandatorily required to be transferred to the IEPF Authority established by the Central Government. Accordingly, the Company has transferred unclaimed dividend and eligible Shares to IEPF Demat Account within statutory timelines.

The details of unclaimed dividends and shares transferred to IEPF during Financial Year 2018-19 are as follows:

Financial Year	Amount of Unclaimed Dividend Transferred (₹ in lakhs)	Number of Shares Transferred
2010-11	3.03	11,808

The Company has sent individual communication to the concerned shareholders at their registered address, whose dividend remained unclaimed and whose shares were liable to be transferred to the IEPF. The communication was also published in newspapers.

Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company. The e-form can be downloaded from the website of Ministry of Corporate Affairs at www.iepf.gov.in The Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors acknowledge the responsibility for ensuing compliances with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of annual accounts for the year ended on 31st March, 2019 and state that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii) the directors have selected such accounting policies and applied them consistently and made judgements and



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estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date;

- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the directors have prepared the annual accounts on a going concern basis;
- v) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- vi) systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT:

Statutory Auditors:

The Statutory Auditors M/s. Chandulal M. Shah & Co., Chartered Accountants (Firm Registration No. 101698W), were appointed in 45th Annual General Meeting to hold office from the conclusion of 45th Annual General meeting for a term of consecutive five years till conclusion of 50th Annual General Meeting to be held in the year 2022 (subject to ratification of the appointment by the members at every Annual General Meeting). However in terms of the Notification issued by the Ministry of Corporate Affairs dated 7th May, 2018, the proviso requiring ratification of the Auditors appointment by the shareholders at each AGM has been omitted. Accordingly, the ratification of appointment of Statutory Auditors would not be required at the ensuing AGM and M/s. Chandulal M. Shah & Co., Chartered Accountants would continue to act as the Statutory Auditors of the Company for five years upto the conclusion of the 50th AGM to be held in 2022.

AUDITORS' REPORT:

Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 your Company has appointed M/s. Samdani Shah & Kabra, Practicing Company Secretaries to conduct the Secretarial Audit of your Company for the financial year ended 31st March, 2019.

Secretarial Audit Report has been issued by M/s. Samdani Shah & Kabra, Practicing Company Secretaries in Form MR-3. The said report does not contain any observation or qualification requiring explanation or adverse remark. The Secretarial Audit report is annexed herewith as "Annexure-E" to this report.

M/s. Samdani Shah & Kabra, Practicing Company Secretaries has also submitted Annual Secretarial Compliance Report as laid down in SEBI Circular CIR/CFD / CMD1/27/2019 dated 8th February, 2019 and has also confirmed that the Company has complied with all applicable SEBI Regulations and circulars / guidelines issued thereunder, for the financial year 2018-19.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

(Including criteria for determining qualification, positive attributes, independence of a Director, policy relating to remuneration of Directors, Key Managerial Personnel and other employees)

(a) Policy on Directors' Appointment

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013, the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

The policy of the Company on Directors' appointment and remuneration, including the criteria for determining the qualifications, positive attributes, independence of a Director and other matters, as required under Section 178(3) of Companies Act, 2013 is available on our website i.e. www.indiagelatine.com or on below mentioned weblink: <http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy.pdf>



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(b) Policy on Remuneration

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that

- Remuneration to unionized workmen is based on the periodical settlement with the workmen union.
- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen (non-unionized) is industry driven in which it is operating and also taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on functions and responsibilities shouldered, the shareholders resolutions, provisions of the Act and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to provisions of Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Directors on the Board carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. Nomination and Remuneration Committee also carried out evaluation of every Director's performance.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, responsibilities of the Board and Committees, Corporate Governance Norms etc. Evaluation parameters of individual directors including the Chairman of the Board and Independent Directors were based on knowledge to perform the role, time and level of participation, performance of duties and level of oversight and professional conduct etc.

Independent Directors in their separate meeting held on 18th March, 2019 have also evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

DISCLOSURES BY THE DIRECTORS:

The Directors on the Board have submitted notice of interest under Section 184(1), intimation under Section 164(2) and declaration as to compliance with the Code of Conduct of the Company. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (the "Act") and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the code of Independent Directors as prescribed in Schedule IV of the Companies Act, 2013.

The Directors and Senior Management Personnel have complied with the code of conduct for Directors and Senior Management.

NUMBER OF MEETING OF BOARD OF DIRECTORS:

The Board of Directors have met 6 times and independent Directors once during the year ended 31st March, 2019. The details of which are mentioned in the Corporate Governance Report annexed herewith. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DETAILS OF COMMITTEE OF DIRECTORS:

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors, number of meetings held of each Committee during the financial year 2018-19 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

Your Company has designated Mr. Viren C. Mirani, the Managing Director, Mr. Nishant P. Odhvani, the Chief Financial Officer and Mrs. Tanaya T. Daryanani, Company Secretary, as the Key Managerial Personnel. During the year under review there has been no change in the Key Managerial Personnels.



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Pursuant to the provisions of section 149, 150 & 152 of Companies Act, 2013 read with Schedule IV and other applicable provisions, sections & rules of Companies Act including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Pradip P. Madhavji (DIN: 00549826), Non-Executive Independent Director of the Company, who has already attained the age of 75 years was re-appointed as Non-Executive Independent Director and holds the office upto 31.03.2024.

Pursuant to the provisions of section 149, 150 & 152 of Companies Act, 2013 read with Schedule IV and other applicable provisions, sections & rules of Companies Act including any statutory modification(s) or re-enactment thereof, the Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Shridhar N. Pittie (DIN: 00562400) and Mr. Jayprakash M. Tiwari (DIN: 06906943), Non-Executive Independent Directors of the Company were re-appointed as an Independent Director of the Company and holds the office upto 31.03.2024.

LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY:

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The prescribed particulars of Employees required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "**Annexure-B**" to this Report.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Boards' Report for the year ended 31st March, 2019 is given in the "**Annexure B**" of this Report.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "**Annexure-F**" to this Report.

The extract of Annual Return in Form MGT 9 as per provisions of the Companies Act, 2013 and Rules thereto is available on the Company's website at www.indiagelatine.com

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Form No. AOC-2 is set out herewith as "**Annexure- G**". There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The related party transactions policy is uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction.pdf>

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit committee is obtained for the transactions which are of foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit committee and the Board of Directors for their approval.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement and provide a mechanism for the Directors / Employees of the Company to approach the designated persons / Chairman of the Audit Committee of the Company to, inter alia, report to the management instances of unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

The Whistle Blower Policy is uploaded on the Company's website at the web-link given below:

<http://www.indiagelatine.com/financial/Whistle%20Blower%20Policy.pdf>

In staying true to our values strength, performance and passion and in line with our vision of being one of the most



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respected companies in India, the Company is committed to the high standards of corporate governance and stakeholder responsibility. The details of the policy is explained in the Corporate Governance Report and also posted on the website of the Company.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The brief outline of the Corporate Social Responsibility (CSR) Policy of the company and the initiatives undertaken by the company on CSR activities during the year are set out in Annexure of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules 2014. The said Report on CSR Activities is annexed herewith as “Annexure-D” and forms an integral part of the Report.

The Policy is available on the website of the Company.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the reporting year, no complaint has been received with respect to sexual harassment.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS :

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as “Annexure C” to this Report.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Fair Disclosure as per regulation 8(1) & (2) and Code of Conduct as per regulation 9(1) & (2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All Directors and designated employees have confirmed compliance with the code.

ACKNOWLEDGEMENT:

The Board of Directors appreciates the devoted services of the workers, staff and executives who have contributed to the efficient management of the affairs of the Company.

Your directors place on record their gratitude to the State and Central Government, the company's Bankers, Customers, Suppliers and Shareholders for their continued co-operation and support.

For and on behalf of the Board of Directors

Pradip P. Madhavji
Chairman
(DIN : 00549826)

Place : Mumbai
Date : 13-05-2019



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ANNEXURE 'A' TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

1) INDUSTRY STRUCTURE & DEVELOPMENT:

Over the past year there have been greater challenges being faced by industries especially in areas of the company's operations.

The pollution control authorities keep tightening their norms and standards in India which not only allows the cost for treatment of the waste water generated by the industry but also in investment in newer technologies for treatment.

Besides the availability of the key raw material of crushed bones due to seasonal factors alongwith the General elections held in the country has led to the lower production of crushed bones. This has led an increase in prices which would have an impact on the company's performance going forward.

Our company continues to import bones from other countries in order to lower the dependance on the domestic supplies in the wake of lower availability domestically.

In spite of the challenges being faced the performance of the company has improved with increased sales alongwith better realisations of the products manufactured by the company.

The threat from other competing alternative Gelatine manufacturers for replacement of Gelatine keep making inroads and it is expected that over the next few years they would make a significant impact in both the major areas of the company's products of pharmaceutical and food applications. In order to counter this threat, the gelatine industry is constantly making efforts to create awareness with regards to the safety of Gelatine, as well as promoting the advantages of Gelatine, which not only is classified by ISO to be a "Natural" product as opposed to the alternatives that are "Synthetic" in nature, but also possess a superior texture and appearance than it's synthetic counterparts.

As a means of further increasing the realisation of the company's products new technical upgradations with the assistance of customer feedback has been achieved with great success and the company has now begun the production of niche products which would be used for human therapeutic applications.

2) OPPORTUNITIES AND THREATS:

Opportunities:

Significant developments in other countries around the world especially the trade war between the USA and China are likely to open up areas of business which may not have been possible. It is likely that it would both directly as well as indirectly benefit the Gelatine industry.

For instance the availability of Soya Bean meal, a key ingredient in animal and poultry feeds is available in much larger volumes which is likely to result in lower feed costs and hence larger feed production which will have a positive impact on the demand for the company's by-product sales of Di Calcium Phosphate (DCP).

Threats:

Alternatives for Gelatine keep making inroads into the traditional markets of Gelatine which would allow for a much lower market share available for Gelatine. The Indian economy keeps attracting FDI in several areas thereby potentially resulting in a stronger Rupee which impacts the company's realisations in a negative manner considering the higher reliance of the company on export revenues.

Waste water treatment standards keep getting more stringent thus allowing increase in treatment costs and thereby affecting the margins of the company.

3) SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE:

The key ingredient for poultry feeds is Soya Bean meal for the protein requirements. Coupled with Soya Bean meal, a good manufacturing practice is the use of Di Calcium Phosphate for the Phosphorus in poultry feeds. With the recent reports about the African Swine Fever in China, and the resultant culling of the pig population there would be a significant reduction in the consumption of the Soya Bean meal in China and therefore availability of the Soya Bean meal on a global basis would be higher and, hence, the consumption of the Soya Bean meal and DCP combination, is likely to remain better than the previous year.

Ossein demand is seeing erratic trends on Global as well as domestic basis. In most cases the demand for Ossein is a function of an existing Gelatine plant undergoing some kind of shutdown or then for experimental reasons. Although the coming year is likely to see a larger offtake of Ossein than the previous year.



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Gelatine sales both in the domestic as well as export markets have remained buoyant during the year and the demand is likely to remain stable for pharmaceutical applications as well as for the food applications. As the company is targeting newer areas of application, which would comprise of value added Gelatines, it is likely to enhance the revenue of the company in coming years.

4) OUTLOOK:

From the Global markets the feedback for Gelatine capsules (both Hard and Soft shell) it is understood that the demand going forward will continue with the use of Gelatine as a raw material. However, the availability of the raw material, crushed bones, is likely to be in short supply and hence keep the pressure on the company's margins.

As a venture in the B2C segment our company has decided to enter into the marketing of Marine Collagen. The company has tied up with overseas suppliers of the raw material and for marketing purposes has identified the product to be under the brand name of "Everpure Life". This product is highly beneficial for the bones and joints of humans as well as a supplement for improving nails, hair and skin of consumers when taking the product as per the recommended dosage.

5) RISKS AND CONCERNS:

Alternatives for Gelatine are rapidly capturing a significant share of the Hard capsule market by means of using "Synthetic" products such as HPMC although the Gelatine industry tries to protect its traditional areas of application.

Over and above the pharmaceutical areas the food industry which also consumes a high level of Gelatine is also under threat from non animal origin alternatives, such as starch, pectins etc. which do not possess the superior characteristics of Gelatine, however, it leads to reduced market share for Gelatine.

Higher standards for waste water which are being imposed by the Pollution Boards are leading to increased costs for the industry and which within a few years may make the Gelatine process unsustainable.

6) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate internal control systems to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

This internal control is supplemented by an extensive programme of internal audit, reviewed by management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets. The management is committed to a regular review of this aspect.

7) DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Turnover increased by 18.96% to ₹ 10,852.69 Lakhs during the year ended 31st March 2019 as compared to ₹ 9,122.65 Lakhs during the previous year.

EBIDTA (Earnings before Interest, Depreciation, Taxes and Extra Ordinary Item) for the Current year is ₹ 902.90 Lakhs as against ₹ 593.45 Lakhs in the previous year.

The Board of Directors recommended dividend @ 35% as against @ 20% in the previous year.

8) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company recognizes the importance and contribution of its Human Resources towards its growth and development and is committed to the development of its people. The Company has implemented various methods and practices for Human Resources Development.

The Company has 105 Employees on its roll as on 31st March, 2019.

CAUTIONARY STATEMENTS:

Statements in the Management's Discussion and Analysis describing the Company's projections, estimates, expectations or predictions may be "forward looking predictions" within the meaning of applicable securities laws and regulations. Actual results may differ from such estimates, projections, etc., whether expressed or implied. Factors, which would make a significant difference to the Company's operations, include achievement of better quality and good market price in domestic and overseas market, changes in Government regulations and tax laws, economic conditions affecting demand/ supplies and other environmental factors over which the Company does not have any control.



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ANNEXURE 'B' TO DIRECTORS' REPORT

1. STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31st MARCH, 2019.

Sr. No.	Director / KMP	Remuneration ₹ Lakhs		Median Remuneration of Employees ₹ Lakhs		Ratio		Increase % (Amount)*	
		18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18
1.	Viren C. Mirani (Managing Director)	207.00	171.00	4.32	3.47	47.92	49.28	21.05	-
2.	Shefali V. Mirani (Executive Director)	60.00	60.00	4.32	3.47	13.89	17.29	-	-
3.	Nishant P. Odhvani (Chief Financial Officer from 11.09.2017)**	14.46	7.34**	4.32	3.47	3.35	2.12	N.A.**	-
4.	Tanaya T. Daryanani (Company Secretary)	6.94	6.51	4.32	3.47	1.61	1.88	6.61	-

Note:

*Above % is calculated on the basis of remuneration excluding retirement benefits and sitting fees.

**Mr. Nishant P. Odhvani was appointed as Chief Financial Officer on September 11, 2017.

Annualised Remuneration

- Number of permanent employees on the rolls of the Company as on 31st March, 2019 were 105 Nos. and as on 31st March, 2018 were 104 Nos.
- There is no variable component of remuneration to the Directors.
- No employee has received remuneration in excess of highest paid Director of the Company during the Financial Year 2018-19.
- a) Performance of the Company :

1. Profit before tax :

₹ in Lakhs

Description	2018-2019	2017-2018
Profit before tax	568.12	269.52

2. Variations in EPS of the Company :

₹

Description	As on 31.03.2019	As on 31.03.2018
EPS	8.11	2.90



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STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) READ WITH THE RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED, 31st MARCH, 2019.

Name	Designation	Remuneration ₹ Lakhs	Qualification	Age Years	Experience Year	Date of Commencement of employment	Last Employment and Designation
Viren C. Mirani	Managing Director	372.47	B.Com.	54	34	21.07.2000	Sr. Executive in India Gelatine & Chemicals Ltd.
Shefall V. Mirani	Executive Director	73.50	B.Com.	49	25	07.07.2014	Non - Executive Director

Note:

1. The above employment is contractual.
2. The Remuneration also includes retirement benefits like contribution to Provident Fund, Gratuity, Unavailed Leave etc. payable to the Managing Director & Executive Director.

ANNEXURE 'C' TO DIRECTORS' REPORT

INFORMATION IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

[Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY :

a) Measures taken for Conservation of Energy:

- i) Additional transparent roofing sheets have been installed in the plant area that provides ample natural light, thereby conserving energy used for lighting to a large extent, during the day time.
- ii) Regular and Halogen Lights are being replaced in service areas by LED lights for energy saving.
- iii) Additional capacitors have been installed which has resulted in lower electricity consumption.
- iv) The process has been further refined in a manner that has resulted in optimal yield of gelatine and di-calcium phosphate, thereby reducing cost of production.

b) Additional investments and proposals:

- i) Addition of new equipment in the ETP that will help generate revenue and result in lower net treatment cost.
- ii) Persist with modifications in the ETP in order to achieve state pollution norms autonomously.
- iii) Replacement of regular lighting in Gelatine Plant with LED lights for purpose of energy saving.
- iv) Studying feasibility of using solar power for heating/drying.
- v) Awaiting approval from State Load Despatch Centre for Power Trading vide National Power Exchange to save on power cost.

c) Impact of measures in the above:

On implementation of the above, the Company expects to substantially benefit in saving power, chemical & water consumption at various stages of the production cycle.



INDIA GELATINE & CHEMICALS LTD.

d) Total energy consumption and energy consumption per unit of product:

FORM – A

Power & Fuel Consumption			
Electricity		2018-19	2017-18
a	Purchased		
	Unit (KWH)	11418072	11659113
	Total Amount (₹ Lakhs)	876.00	890.00
	Rate/Unit (₹)	7.67	7.63
b	Own Generation		
1	Through Diesel Generator		
	Units (KWH)	16752	35800
	Unit per Ltr. of Diesel	2.29	3.24
	Cost / Unit (₹)	30.13	19.04
2	Through FO Base Generator		
	Units (KWH)	N.A.	N.A.
	Unit per Ltr. of FO	N.A.	N.A.
	Cost / Unit (₹)	N.A.	N.A.
3	Through Steam Turbine Generator	N.A.	N.A.
4	Through Gas Base Generator		
	Units (KWH)	N.A.	N.A.
	Unit per SM ³ of Gas	N.A.	N.A.
	Cost / Unit (₹)	N.A.	N.A.
a	Furnace Oil / LSHS		
	Quantity (Kgs.)	2450005.00	2541808.00
	Total Amount (₹ Lakhs)	889.62	679.31
	Average Rate per Kgs. (₹)	36.31	26.73
b	Natural Gas (CNG) / SM ³		
	Quantity (SM ³)	681514.00	650345.00
	Total Amount (₹ Lakhs)	265.04	208.10
	Average Rate per SM ³ (₹)	38.89	32.00

e) Consumption per unit of production :

Standards		2018-2019		2017-2018	
Product-Unit	MTs	Ossein	Gelatine	Ossein	Gelatine
Electricity	Unit	1635.02	3347.49	1714.30	3565.63
Furnace Oil	Kgs.	NIL	1470.69	NIL	1516.21
Natural Gas (CNG)	SM ³	158.05	2045.30	157.71	1737.47



INDIA GELATINE & CHEMICALS LTD.

(B) TECHNOLOGY ABSORPTION :

FORM 'B'

Research and Development

- i. For quality improvement of the main products viz. Ossein and Gelatine, Research and Development is carried out by the Company.
- ii. Research is being done to establish how our waste can be used as raw material input for other industries.
- iii. Process is being developed to manufacture new grade/type of Gelatine.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

CIF Value of Import

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Raw Material	64.85	35.47
Components and Spares	28.79	26.97
Capital Goods	-	-
Total	93.64	62.44

Expenditure in Foreign Currency

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Travelling Expenses	81.64	75.22
Subscription	6.56	4.96
Commission	38.65	38.45
Technical Fees	3.76	-
Registration Charges	-	0.80
Total	130.61	119.43

Earnings in Foreign Currency

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Exports :		
Direct Exports (FOB Value)	7,175.58	5,727.38
Through Merchant Exporters	-	-
Total	7,175.58	5,727.38

For and on behalf of the Board of Directors

Place : Mumbai
Date : 13-05-2019

Pradip P. Madhavji
Chairman
(DIN : 00549826)



INDIA GELATINE & CHEMICALS LTD.

ANNEXURE 'D' TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

CSR Policy is stated herein below:

Web-link:

<http://www.indiagelatine.com/financial/Corp%20Soc%20Resp%20Policy.pdf>

2. Composition of the CSR committee :

Mr. Viren C. Mirani – Committee Chairman & Managing Director
Mrs. Shefali V. Mirani – Executive Director
Mr. Jayprakash M. Tiwari – Independent Director

3. Average net profit of the company for last three financial years :

Average net profit : ₹ 339 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in point 3 above) :

The company is required to spend ₹ 6.78 Lakhs towards CSR.

5. Details of CSR spent for the financial year :

(a) Total amount spent for the financial year : ₹ 7 Lakhs

(b) Amount unspent, if any : NIL

(c) Manner in which the amount spent during the financial year is detailed below :

(₹ in Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) Specify the state and district where projects or programmes were undertaken	Amount outlay (budget) project or programme wise	Amount spent on the projects or programmes Sub-heads: (1) Direct expenditure on projects or programmes (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1.	Contribution for serving the health care services to people of Vapi and surrounding areas	Promoting healthcare	Vapi	5.00	5.00	5.00	Implementing agency
2.	Contribution for Providing the Education & other facilities to under privileged & tribal Population	Education to under privileged & tribal population	Valsad	2.00	2.00	2.00	Implementing agency
			TOTAL	7.00	7.00	7.00	

* Details of the implementing agencies:

- Shri Janseva Mandal - Vapi
- S.S.B.D. Desai High School, Vatar - Valsad

Place : Mumbai
Date : 13-05-2019

Nishant P. Odhvani
(Chief Financial Officer)

Viren C. Mirani
(Chairman CSR Committee)
DIN No. 00044901



INDIA GELATINE & CHEMICALS LTD.

A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMMES PROPOSED TO BE UNDERTAKEN:

- The objective of the company's Corporate Social Responsibility policy is to lay down guiding principles for proper functioning of the Corporate Social Responsibility (CSR) activities and also to attain sustainable development of society.
- The company has been engaged in the CSR related activities since many years and has contributed generously in many areas of social development through a charitable trust promoted by the KVS group.
- Since the registered office of IGCL is situated at Ahmedabad and the factory is located at Vapi, both in the State of Gujarat, preference of CSR activities will be given to the local area and areas around where it operates. However, other areas may also be covered if the CSR committee thinks the same to be appropriate.
- Pursuant to the provisions of Schedule VII of the Companies Act, 2013 read with notification No. GSR 130(E) dt. 27/02/14, Corrigenda No. GSR 261(E) dt.31/03/14 and GSR 568(E) dt. 06/08/14 following would be the areas of CSR activities:
 - a) eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water;
 - b) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
 - c) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
 - d) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
 - e) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries, promotion and development of traditional arts and handicrafts;
 - f) measures for the benefit of armed forces veterans, war widows and their dependents;
 - g) training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
 - h) contribution to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women;
 - i) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - j) rural development projects;
 - k) slum area development;
 - l) similar other objects.



INDIA GELATINE & CHEMICALS LTD.

ANNEXURE 'E' TO DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

[Pursuant to section 204(1) of the Companies Act, 2013 and

rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
India Gelatine & Chemicals Ltd

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by India Gelatine & Chemicals Ltd (here in after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by India Gelatine & Chemicals Ltd ("the Company") for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;- Not Applicable;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – Not Applicable;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008– Not Applicable;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not Applicable; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 -Not Applicable



INDIA GELATINE & CHEMICALS LTD.

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), - BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that

1. Company has passed Following Special resolution through Postal Ballot and e-voting and same was approved 02nd Jan 2019.
 - i. Approve the alteration of Object clause of Memorandum of Association of the Company
2. Company has passed Following Special resolution through Postal Ballot and e-voting and same was approved 29th Mar 2019.
 - i. Consider and approve the re-appointment of Mr. Pradip P. Madhavji, as the Non Executive Independent Director of the Company
 - ii. Consider and approve the re-appointment of Mr. Shridhar N. Pittie, as the Non Executive Independent Director of the Company
 - iii. Consider and approve the re-appointment of Mr. Jayprakash M. Tiwari, as the Non Executive Independent Director of the Company

Place : Ahmedabad
Date: 13-05-2019

Chirag Shah
Partner
Samdani Shah & Kabra
FCS No. 5545
C P No.: 3498

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



INDIA GELATINE & CHEMICALS LTD.

'Annexure A'

To,
The Members
India Gelatine & Chemicals Ltd

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : 13-05-2019

Chirag Shah
Partner
Samdani Shah & Kabra
FCS No. 5545
C P No.: 3498

**INDIA GELATINE & CHEMICALS LTD.****ANNEXURE 'F' TO DIRECTORS' REPORT****EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31-03-2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9**I. REGISTRATION AND OTHER DETAILS :**

CIN	L99999GJ1973PLC002260
Registration Date	16.04.1973
Name of the Company	India Gelatine & Chemicals Ltd.
Category / Sub-Category of the Company	Company having share capital
Address of the Registered office and contact details	703/704, "SHILP", 7 th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad - 380009 Tel. No.: (079) 2646 9514
Whether listed company	Yes Bombay Stock Exchange,
Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PVT. LTD. C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Email : mt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1.	Ossien	20295	5.10
2	Gelatine	20295	72.79
3	Di Calcium Phosphate	20295	22.11

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Name and address of the company	CIN	Holding / subsidiary/ Associate	% of shares held	Applicable Section
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INDIA GELATINE & CHEMICALS LTD.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01-04-2018)				No. of Shares held at the end of the year (as on 31-03-2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2803950	3840	2807790	39.59	2643930	0	2643930	37.28	-2.31
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	1708099	0	1708099	24.08	1708099	0	1708099	24.08	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1)	4512049	3840	4515889	63.67	4352029	0	4352029	61.36	-2.31
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter									
(A) = (A)(1)+(A)(2)	4512049	3840	4515889	63.67	4352029	0	4352029	61.36	-2.31
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	3566	72	3638	0.05	716	72	788	0.01	-0.04
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others(specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	3566	72	3638	0.05	716	72	788	0.01	-0.04



INDIA GELATINE & CHEMICALS LTD.

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01-04-2018)				No. of Shares held at the end of the year (as on 31-03-2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Central Government/ State Government(s)/ President of India Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
3. Non-Institutions									
a) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1222966	357954	1580920	22.29	1253477	308401	1561878	22.02	-0.27
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	753284	0	753284	10.62	948693	0	948693	13.38	2.76
b) NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other (Specify)									
IEPF	63737	0	63737	0.90	75545	0	75545	1.07	0.17
Hindu Undivided Family	93049	0	93049	1.31	97463	0	97463	1.37	0.06
Non Resident Indians (Non Repat)	6249	0	6249	0.09	6816	0	6816	0.10	0.01
Non Resident Indians (Repat)	15412	0	15412	0.22	14509	0	14509	0.20	-0.01
Clearing Member	18588	0	18588	0.26	3993	0	3993	0.06	-0.21
Bodies Corporate	41534	0	41534	0.59	30586	0	30586	0.43	-0.15
Sub Total (B)(3)	2214819	357954	2572773	36.28	2431082	308401	2739483	38.63	2.35
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	2218385	358026	2576411	36.33	2431798	308473	2740271	38.64	2.31
Total (A)+(B)	6730434	361866	7092300	100.00	6783827	308473	7092300	100.00	0.00
(C) Non Promoter - Non Public									
(1) Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
(2) Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
Total (A)+(B)+(C)	6730434	361866	7092300	100.00	6783827	308473	7092300	100.00	0

Note: Reclassification of status of certain shareholders of the Company from Promoter Category to Public Category.



INDIA GELATINE & CHEMICALS LTD.

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01-04-2018)			Shareholding at the end of the year (as on 31-03-2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total shares	
1	Chandrasinh Hansraj Mirani HUF	11824	0.167	0.000	11824	0.167	0.000	0.000
2	Divyaprabha C. Mirani	549534	7.748	0.000	549534	7.748	0.000	0.000
3	Jasumati J. Thaker	0	0.000	0.000	0	0.000	0.000	0.000
4	Olive Speciality Services Pvt. Ltd. (formerly know as Olive Finance & Investments Pvt. Ltd.)	1708099	24.084	0.000	1708099	24.084	0.000	0.000
5	Shefali V. Mirani	820113	11.563	0.000	820113	11.563	0.000	0.000
6	Viren C. Mirani	1262459	17.800	0.000	1262459	17.800	0.000	0.000
Total		4352029	61.363	0.000	4352029	61.363	0.000	0.000

Note: Reclassification of status of certain shareholders of the Company from Promoter Category to Public Category.



INDIA GELATINE & CHEMICALS LTD.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at beginning of the year (01-04-2018)/ end of the year (31-03-2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Aditi P. Mirani	3840	0.054	20.11.2018	-	Reclassification	3840	0.054
		0	0.000				0	0.000
2	Arjun Falgu Sunil P Mirani	468	0.007	20.11.2018	-	Reclassification	468	0.007
		0	0.000				0	0.000
3	Chandrasinh Hansraj Mirani HUF	11824	0.167		No Change	-	11824	0.167
		11824	0.167				11824	0.167
4	Divyaprabha C. Mirani	549534	7.748		No Change	-	549534	7.748
		549534	7.748				549534	7.748
5	Jasumati J. Thaker	0	0.000		No Change	-	0	0.000
		0	0.000				0	0.000
6	Madhav N. Mirani	68603	0.967	20.11.2018	-	Reclassification	68603	0.967
		0	0.000				0	0.000
7	Manorama N. Mirani	11984	0.169	20.11.2018	-	Reclassification	11984	0.169
		0	0.000				0	0.000
8	Olive Speciality Services Pvt. Ltd. (formerly know as Olive Finance & Investments Pvt. Ltd.)	1708099	24.084		No Change	-	1708099	24.084
		1708099	24.084				1708099	24.084
9	Shefali V. Mirani	820113	11.563		No Change	-	820113	11.563
		820113	11.563				820113	11.563
10	Sunil P. Mirani	78965	1.113	20.11.2018	-	Reclassification	78965	1.113
		0	0.000				0	0.000
11	Viren C. Mirani	1262459	17.800		No Change	-	1262459	17.800
		1262459	17.800				1262459	17.800

Note: Reclassification of status of certain shareholders of the Company from Promoter Category to Public Category.

* Date of transfer has been considered as the date on which the beneficiary position was provided by the depositories to your company.



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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at beginning of the year (01-04-2018)/ end of the year (31-03-2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Subramanian P	267450	3.77	01.04.2018			267450	3.77
				18.05.2018	726	Transfer	268176	3.78
				25.05.2018	1177	Transfer	269353	3.80
				15.06.2018	900	Transfer	270253	3.81
				22.06.2018	87	Transfer	270340	3.81
				03.08.2018	1350	Transfer	271690	3.83
				29.09.2018	900	Transfer	272590	3.84
				19.10.2018	1980	Transfer	274570	3.87
				23.11.2018	990	Transfer	275560	3.89
				14.12.2018	739	Transfer	276299	3.90
				28.12.2018	251	Transfer	276550	3.90
				11.01.2019	900	Transfer	277450	3.91
				18.01.2019	53	Transfer	277503	3.91
				15.02.2019	1516	Transfer	279019	3.93
				22.02.2019	2303	Transfer	281322	3.97
01.03.2019	1348	Transfer	282670	3.99				
	31.03.2019	282670	3.99				282670	3.99
2	Sunil Pratapsinh Mirani	0	0.00	01.04.2018			0	0.00
				20.11.2018	-	Reclassification		
				31.03.2019	78965		78965	1.11
3	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	63737	0.90	01.04.2018			63737	0.90
				21.12.2018	11808	Transfer	75545	1.07
				31.03.2019	75545		75545	1.07
4	Madhav Navinchandra Mirani	0	0.00	01.04.2018			0	0.00
				31.03.2019	-	Reclassification		
					68603		68603	0.97
5	Sanjeev Bhat V .	59496	0.84	27.07.2018	504	Transfer	59496	0.84
				29.09.2018	120	Transfer	60000	0.85
				26.10.2018	400	Transfer	60120	0.85
				02.11.2018	79	Transfer	60520	0.85
				09.11.2018	391	Transfer	60599	0.85
				30.11.2018	15	Transfer	60990	0.86
				21.12.2018	1525	Transfer	61005	0.86
				11.01.2019	36	Transfer	62530	0.88
				01.02.2019	36	Transfer	62566	0.88
				01.02.2019	1000	Transfer	62566	0.90
				08.02.2019	2153	Transfer	63566	0.90
				31.03.2019	65719		65719	0.93



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Sr. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01-04-2018 to 01-03-2019)					
		No. of Shares at beginning of the year (01-04-2018)/ end of the year (31-03-2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company				
6	T M Muktha .	45628	0.64	01.04.2018			45628	0.64				
				13.04.2018	250	Transfer	45878	0.65				
				18.05.2018	120	Transfer	45998	0.65				
				01.06.2018	1296	Transfer	47294	0.67				
				29.09.2018	50	Transfer	47344	0.67				
				05.10.2018	785	Transfer	48129	0.68				
				19.10.2018	695	Transfer	48824	0.69				
				30.11.2018	100	Transfer	48924	0.69				
				07.12.2018	300	Transfer	49224	0.69				
				31.03.2019	49224	0.69	49224	0.69				
7	Sangeetha S	35170	0.50	01.04.2018			35170	0.50				
				20.04.2018	673	Transfer	35843	0.51				
				04.05.2018	2367	Transfer	38210	0.54				
				18.05.2018	380	Transfer	38590	0.54				
				15.06.2018	1530	Transfer	40120	0.57				
				22.06.2018	1170	Transfer	41290	0.58				
				30.06.2018	1260	Transfer	42550	0.60				
				31.03.2019	42550	0.60	42550	0.60				
				8	Musaddilal Rawat	7377	0.10	01.04.2018			7377	0.10
								13.07.2018	24794	Transfer	32171	0.45
23.11.2018	111	Transfer	32282					0.46				
30.11.2018	333	Transfer	32615					0.46				
07.12.2018	210	Transfer	32825					0.46				
21.12.2018	455	Transfer	33280					0.47				
28.12.2018	57	Transfer	33337					0.47				
04.01.2019	43	Transfer	33380					0.47				
31.03.2019	33380	0.47	33380					0.47				
9	Sangita K. Parekh	27886	0.39					01.04.2018			27886	0.39
				31.03.2019	No Change		27886	0.39				
10	Vinodchandra M.Parekh	26142	0.37	01.04.2018			26142	0.37				
				31.03.2019	No Change		26142	0.37				

Note: Reclassification of status of certain shareholders of the Company from Promoter Category to Public Category.



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(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at beginning of the year (01-04-2018)/ end of the year (01-03-2019)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Directors Mr. Viren C. Mirani	1262459	17.800	01.04.2018		No Change	1262459	17.800
		1262459	17.800	31.03.2019			1262459	17.800
2	Mrs. Shefali V. Mirani	820113	11.563	01.04.2018		No Change	820113	11.563
		820113	11.563	31.03.2019			820113	11.563

* Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to your Company

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the Financial year				
i) Addition	-	-	-	-
ii) Reduction	-	-	-	-
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the Financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	NIL	NIL	NIL



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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

₹ in Lakhs

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Viren C. Mirani (Managing Director)	Mrs. Shetali V. Mirani (Executive Director)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	- 204.00 3.00 -	- 57.00 3.00 -	- 261.00 6.00 -
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify	- -	- -	- -
5.	Others, please specify- i) Deffered /bonus (pertaining to the current Financial year payable in 2018-19) ii) Retirement benefit	- -	- -	- -
	Total A	207.00	60.00	*267.00
	Ceiling as per the Act			267.00

* Excluding exempted perquisites

B. Remuneration to other directors :

₹ in Lakhs

Sr. No	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. P.P. Madhavji	Mr. S. N. Pittie	Mr. J. M. Twari	
1.	Independent Directors				
	Fee for attending Board and Committee Meetings	1.55	1.55	1.30	4.40
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total B (1)	1.55	1.55	1.30	4.40



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C. Remuneration to Key Managerial Personnel Other than MD/ Manager/WTD

₹ in Lakhs

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Chief Financial Officer (CFO)	Company Secretary (CS)	
		Mr. Nishant P. Odhvani	Mrs. Tanaya T. Daryanani	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	14.46	6.94	21.40
2	Stock Option	-	-	--
3	Sweat Equity	-	-	--
4	Commission - as % of Profit - others, specify	-	-	--
5	Others, please specify- Professional Charges	-	-	--
	Total C	14.46	6.94	21.40

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : N. A.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made if any (give Details)
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place : Mumbai
Date : 13-05-2019

Pradip P. Madhavji
Chairman
(DIN : 00549826)



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ANNEXURE 'G' TO DIRECTORS' REPORT

FORM AOC – 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts / arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Justification for entering into such contracts or arrangements or transactions (f) Date(s) of approval by the Board (g) Amount paid as advances, if any (h) Date on which the special resolution was passed (i) Date on which the special resolution was passed in general meeting as required under first provision to Section 188 of the Companies Act, 2013	N.A.
---	-------------

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts/arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Date(s) of approval by the Board, if any (f) Amount paid as advances, if any	N.A.
--	-------------

By Order of the Board of Directors

Place : Mumbai
Date : 13-05-2019

Pradip P. Madhavji
Chairman
(DIN : 00549826)



CORPORATE GOVERNANCE REPORT

Pursuant to the provisions of the Companies Act, 2013 and as per the Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) the Company has complied with the requirements of Corporate Governance.

Good Corporate Governance makes excellent business sense. It augments superior Corporate Performance. It is often the distinguishing factor between companies that progress rapidly and companies that stagnate. Good Corporate Governance is a continuous process and is achieved through an optimum mix of regulatory compliance, disclosures and practices, transparent and fair conduct that enhances the trust of various interest groups like shareholders, employees, suppliers, creditors, customers and society at large.

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

For IGCL, Corporate Governance is an important corner stone which creates shareholders’ value on a sustainable basis. As stated in the past, your company reiterates its commitment to the concept of trusteeship. The creed of trusteeship, the backbone of good Corporate Governance is pursued by your company with consistent and effective adherence to the philosophy of transparency, adequate disclosure, fairness to all and independent monitoring and supervision in the conduct of its business operation.

2. BOARD OF DIRECTORS :

A. Composition of the Board :

It is well recognized that there should be an optimum combination of Executive and Non-Executive Directors with one Woman Director. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, IGCL’s Board meets this requirement as it is consisting of 3 Independent Directors, out of the total 5 directors as on 31.03.2019.

Sr. No.	Name of the Directors	Category	*Number of Directorship(s) held in Indian Public Limited Companies (including IGCL)	**Committee(s) position (including IGCL)	
				Member	Chairman
1.	Mr. Viren C. Mirani	Promoters	Managing Director	1	0
2.	Mrs. Shefali V. Mirani		Executive Director	1	0
3.	Mr. Shridhar N. Pittie	Non Promoters	Non-Executive Independent Director	2	0
4.	Mr. Pradip P. Madhavji		Chairman & Non-Executive Independent Director	3	2
5.	Mr. Jayprakash M. Tiwari		Non-Executive Independent Director	1	0

* Excludes directorship held in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and memberships of managing committees of various chambers/institutions/boards.

** Only Audit Committee and Stakeholder Relationship Committee have been considered as per the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).



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B. Details of numbers, dates and attendance of the Board Meetings :

Sr. No.	Name of the Directors	Number of Board meetings held while holding the office	Number of Board meetings attended while holding the office	Attendance at last AGM
1.	Mr. Viren C. Mirani	6	6	YES
2.	Mrs. Shefali V. Mirani	6	5	YES
3.	Mr. Shridhar N. Pittie	6	6	YES
4.	Mr. Pradip P. Madhavji	6	6	YES
5.	Mr. Jayprakash M. Tiwari	6	5	YES

Total 6 Board meetings were held in the year 2018-2019.

The dates on which the said meetings were held are as follows :

- | | |
|----------------|----------------|
| (1) 25-05-2018 | (4) 08-10-2018 |
| (2) 30-07-2018 | (5) 01-11-2018 |
| (3) 21-09-2018 | (6) 08-02-2019 |

C. Disclosure of relationships between Directors inter-se: Mr. Viren C. Mirani, Managing Director is the spouse of Mrs. Shefali V. Mirani, Executive Director. None of the other Directors are related with each other.

D. Number of shares and convertible instruments held by non- executive directors :

Details of equity shares held by the Non Executive Directors as on March 31, 2019: N.A.

The Company has not issued any convertible instruments.

E. Web link where details of familiarization programmes imparted to Independent Directors is disclosed:

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarize the Independent Directors of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. Hence a policy was formulated for the same.

The aforesaid policy was approved by the Board of Directors effective from 10th February, 2016. The said policy may be referred to, at the company's official website at www.indiagelatine.com

All Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The details regarding Independent Directors' Familiarisation Programmes are available on website of the Company i.e. www.indiagelatine.com

F. MEETING OF THE INDEPENDENT DIRECTORS:

As per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors are required to hold atleast one meeting in a year to discuss the following:

- Review the performance of non- independent directors and the Board as a whole.
- Review the performance of the Chairperson of the Company taking into account the views of executive



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directors and non- executive directors.

- c) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Accordingly, a meeting had been held on 18th March, 2019, without the attendance of Non Independent Directors' and members of management. All the Independent Directors attended the meeting and discussed the above points.

G. CODE OF CONDUCT:

The Board of Directors has laid down the Code of Conduct for Directors and Senior Management ("the Code") for all the Board members and Senior Management personnel and the same is available on website of the Company. All the Directors and Senior Management have confirmed the compliance/adherence to the said code.

H. INSIDER TRADING:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015 which became effective from 15th May, 2015, the Company has inter-alia, devised and adopted Code of Conduct for prevention of Insider Trading to regulate, monitor and report trading in Company's securities by persons having access to unpublished price sensitive information of the Company. The said policy is available on website of the Company.

During the year, the Company has amended the Insider Trading Policy which includes the Code of Fair Disclosure in line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The Company Secretary is the Compliance Officer for the purpose of this code. During the year, there has been due compliance with the code by the Company and all insiders.

3. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE:

CS. Murtuza Mandor of Murtuza Mandorwala & Associates, Practicing Company Secretaries has issued a Certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI / Ministry of Corporate Affairs or any such Statutory Authority. The Certificate is enclosed as **Annexure A**.

4. AUDIT COMMITTEE :

- A. The audit committee of the Company is constituted in line with the provisions of Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), read with Section 177 of the Companies Act, 2013.

Terms of Reference :

The terms of reference of the audit committee are broadly stated as under:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - ◆ Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - ◆ Changes, if any, in accounting policies and practices and reasons for the same;
 - ◆ Major accounting entries involving estimates based on the exercise of judgement by management;
 - ◆ Significant adjustments made in the financial statements arising out of audit findings;
 - ◆ Compliance with listing and other legal requirements relating to financial statements;



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- ◆ Disclosure of any related party transactions;
- ◆ Qualifications in the draft audit report;
- ◆ Modified opinion(s) in the draft audit report;

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Considering such other matters the Board may specify;
- Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Regulations and the Companies Act, as and when amended.

REVIEW OF INFORMATION BY AUDIT COMMITTEE MANDATORILY

- Management discussion and analysis of financial conditions and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee) submitted by management.
- Management Letters/ Letter of internal control weaknesses issued by the Statutory Auditors.
- Internal Audit Reports related to internal control weaknesses; and
- The appointment, removal and the terms of remuneration of the internal auditor.

B. Composition:

All the members of the Audit Committee are qualified and having insight to interpret and understand financial statements.



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The Audit Committee of the company comprises of the following members:

Sr. No.	Name of Member	Category	Status	No. of meetings attended
1.	Mr. Pradip P. Madhavji	Non Executive Independent Director	Chairman	4
2.	Mr. Shridhar N. Pittie	Non Executive Independent Director	Member	4
3.	Mr. Jayprakash M. Tiwari	Non Executive Independent Director	Member	3

C. Meetings during the year:

Total 4 meetings were held in the year 2018-2019.

The dates on which the said meetings were held are as follows :

- | | |
|----------------|----------------|
| (1) 25-05-2018 | (3) 01-11-2018 |
| (2) 30-07-2018 | (4) 08-02-2019 |

The Company Secretary is the Secretary to the Committee.

Statutory Auditors and Internal Auditors were invited and they attended all the meetings.

5. NOMINATION AND REMUNERATION COMMITTEE:

A. Brief description of Terms of Reference:

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Whole-time Directors as well as the nomination and appointment of Directors.

The terms of reference of the Nomination and Remuneration Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

B. Composition:

Nomination & Remuneration committee consists of 3 (three) Directors:

Sr. No.	Name of Member	Category	Status	No. of meetings attended
1.	Mr. Shridhar N. Pittie	Non Executive Independent Director	Chairman	1
2.	Mr. Pradip P. Madhavji	Non Executive Independent Director	Member	1
3.	Mr. Jayprakash M. Tiwari	Non Executive Independent Director	Member	1



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C. Meetings during the year:

1 meeting was held in the year 2018-2019.

The date on which the said meeting was held is 08-02-2019.

D. Performance evaluation criteria for Independent Directors:

Performance evaluation of the Board, its Committees and all the individual Directors has been determined by the Nomination and Remuneration Committee, in adherence of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 (2) of the Companies Act, 2013.

The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board. The evaluation of all Directors (including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).

E. Nomination and Remuneration Policy:

As recommended by the NRC, the Board has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other Employees. The Policy envisages payment of remuneration according to qualification, experience and performance. The said policy may be referred to, at the company's official website i.e. www.indiagelatine.com

Link: <http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy.pdf>

6. REMUNERATION OF DIRECTORS:

A. All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

None except for the Sitting Fee to Independent Directors.

B. Criteria of making payments to Non-Executive Directors:

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees, regulated by the Nomination and Remuneration Committee of the Board. The Policy is also available on the website of the Company www.indiagelatine.com

The Non-Executive Directors are entitled to sitting fees for attending Meetings of the Board and its Committees.

C. Disclosures with respect to Remuneration:

i. Details of remuneration/ sitting fees paid to Directors during the financial year 2018-19 is given below:

₹ in Lakhs

Name	Salary	Service term	Comm.	Sitting fees	Perks	Retirement benefit	Total
Mr. Viren C. Mirani (Managing Director) (Re-appointed for further period of three years)	204.00	01-04-2017 to 31-03-2020	-	-	3.00	165.47	372.47
Mrs. Shefali V. Mirani	57.00	01-04-2017 to 31-03-2020	-	-	3.00	13.50	73.50
Mr. Pradip P. Madhavji	-	-	-	1.55	-	-	1.55
Mr. Shridhar N. Pittie	-	-	-	1.55	-	-	1.55
Mr. Jayprakash M. Tiwari	-	-	-	1.30	-	-	1.30



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ii. Service contracts, notice period, severance fees:

Notice period for termination of appointment of Managing Director & Executive Director is six months on either side. No severance pay is payable on termination of appointment.

7. STAKEHOLDER RELATIONSHIP COMMITTEE:

A. The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the Act.

B. Terms of reference:

The terms of reference and the ambit of powers of Stakeholders Relationship / Grievance Redressal Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The status of member correspondences, queries, grievances etc. are endeavored to be addressed instantaneously by the secretarial department and status thereof is also placed before the Stakeholders Relationship/ Grievance Redressal Committee which meets at quarterly intervals.

C. The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Sr. No.	Name of Member	Category	Status	Number of meetings during the financial year 2018 -19	
				Meetings held	Meetings attended
1.	Mr. Pradip P. Madhavji	Non Executive Independent Director	Chairman	4	4
2.	Mr. Shridhar N. Pittie	Non Executive Independent Director	Member	4	4
3.	Mr. Viren C. Mirani	Managing Director	Member	4	4

D. Meetings during the year :

Total 4 meetings were held in the year 2018-2019

The dates on which the said meetings were held are as follows :

1) 25-05-2018 2) 30-07-2018 3) 01-11-2018 4) 08-02-2019

E. Name and designation of Compliance Officer:

Mrs. Tanaya T. Daryanani, Company Secretary is the Compliance Officer of the Company.

F. Details of investor complaints received and redressed during the year 2018-19 are as follows:

Opening Balance	Received during the year	Resolved during the year	Pending at the end of the year
0	02	01	01

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee was formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

A. Terms of reference :

The terms of reference of the Corporate Social Responsibility (CSR) Committee broadly comprises:



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To recommend to the Board, the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time.

The Corporate Social Responsibility Policy of the Company is available on the website of the Company i.e. www.indiagelatine.com

B. Composition:

The Corporate Social Responsibility (CSR) Committee comprises 3 (three) members. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee.

The attendance of Members was as follows:

Sr. No.	Name of Member	Status	No. of meetings attended
1.	Mr. Viren C. Mirani	Chairman	1
2.	Mr. Jayprakash M. Tiwari	Member	1
3.	Mrs. Shefali V. Mirani	Member	1

C. Meetings during the year:

1 (One) meeting was held in the year 2018-19.

The date on which the said meeting was held is 08-02-2019.

9. GENERAL BODY MEETINGS:

a) Location and time, where last three Annual General Meetings were held:

Consecutive Year	No. of AGM	Held at	Date	Time
2017-2018	46 th	GICEA (Nirman Bhavan) Gajjar Hall, Near Law Garden, Ellisbridge, Ahmedabad-380006	21-09-2018	11.00 am
2016-2017	45 th	GICEA (Nirman Bhavan) Gajjar Hall, Near Law Garden, Ellisbridge, Ahmedabad-380006	16-09-2017	11.00 am
2015-2016	44 th	GICEA (Nirman Bhavan) Gajjar Hall, Near Law Garden, Ellisbridge, Ahmedabad-380006	27-09-2016	11.00 am



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- b) Whether any special resolutions passed in the previous three Annual General Meetings

Date of Annual General Meeting	Details of Special Resolutions passed, if any
21-09-2018	Special Resolution was not passed in this Annual General Meeting.
16-09-2017	Special Resolution was not passed in this Annual General Meeting.
27-09-2016	Approve the re-appointment and payment of remuneration to Mr. Viren C. Mirani (DIN: 00044901) as Managing Director

- c) Whether any Special Resolution passed last year through postal ballot – details of voting pattern:

During the previous three years, the Company approached the shareholders through Postal Ballot. The details of the Postal Ballot for the last three years are as follows:

- i. Date of Postal Ballot Notice: 01.11.2018
 Voting Period: 3rd December, 2018 to 1st January 2019
 Date of Declaration of results: 2nd January, 2019

Name of Resolution	Type of Resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Approve the alteration of Object clause of Memorandum of Association of the Company	Special	4402779	4401709	99.98	1070	0.02

- ii. Date of Postal Ballot Notice: 08.02.2019
 Voting Period: 26th February, 2019 to 27th March, 2019
 Date of Declaration of results: 29th March, 2019

Name of Resolution	Type of Resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Consider and approve the re-appointment of Mr. Pradip P. Madhavji, as the Non Executive Independent Director of the Company	Special	4399644	4399392	99.9943	252	0.0057



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Name of Resolution	Type of Resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Consider and approve the re-appointment of Mr. Shridhar N. Pittie, as the Non Executive Independent Director of the Company	Special	4399644	4399493	99.9966	151	0.0034
Consider and approve the re-appointment of Mr. Jayprakash M. Tiwari, as the Non Executive Independent Director of the Company	Special	4399644	4399492	99.9965	152	0.0035

- iii. Date of Postal Ballot Notice: 11.04.2017
 Voting Period: 20th April, 2017 to 19th May, 2017
 Date of Declaration of results: 20th May, 2017

Name of Resolution	Type of Resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Approval for Buy-back of equity shares not exceeding 25% of the total number of equity shares in the paid-up share capital of the company	Special	6143364	6129201	99.7695	14163	0.2305

- iv. Date of Postal Ballot Notice: 27.09.2016
 Voting Period: 9th November, 2016 to 8th December, 2016
 Date of Declaration of results: 10th December, 2016

Name of Resolution	Type of Resolution	No. of votes polled	Votes cast in favor		Votes cast against	
			No. of votes	%	No. of votes	%
Adoption of new set of Articles of Association in line with provisions contained in the Companies Act, 2013.	Special	4330943	4330942	100	1	0.00
Approve the alteration of Object Clause of Memorandum of Association of the Company	Special	4330943	4330942	100	1	0.00



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- a) Person who conducted the postal ballot exercise:

Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 and CP No. 3498), partner of Chirag Shah & Associates, Practicing Company Secretaries, was appointed as scrutinizer for carrying out the Postal Ballot process in a fair and transparent manner.

- b) Whether any special resolution is proposed to be conducted through postal ballot:

No Resolution requiring Postal Ballot has been placed for Shareholder's approval at this Annual General Meeting.

10. MEANS OF COMMUNICATION:

- a) Quarterly results

The Quarterly limited reviewed un-audited financial results and the annual audited financial results for the complete financial year are sent to the Stock Exchanges immediately after they are approved by the Board and are also published in the newspapers.

- b) Newspapers wherein results are normally published:

The quarterly/ half-yearly/ annual financial results are published in "Indian Express (English and Gujarati editions) and Financial Express".

- c) Website, where displayed:

The quarterly/ half-yearly/ annual financial results are also placed on the Company's website i.e. www.indiagelatine.com

In line with the existing provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has created a separate e-mail address viz. investor@indiagelatine.com for resolving the complaints / grievances of the investors.

- d) No formal presentations were made to the Institutional investors and analysts during the year under review.

11. General shareholder information:

- a) 47th Annual General Meeting:

Date : 17th September, 2019

Time : 11.00 a.m.

Venue : GICEA (Nirman Bhavan)

Gajjar Hall, Law Garden,

Ellisbridge, Ahmedabad - 380006

- b) Financial Year:

The Financial Year of the Company starts from 1st April of a year and ends on 31st March of the following year.

- c) Dividend payment date:

The Board of Directors of your Company has recommended a dividend of ₹ 3.50 per equity share of ₹10/- each i.e. @ 35% for the financial year 2018-19. Date of payment of dividend would be within 30 days from the approval in the Annual General Meeting.

- d) The name and address of each Stock Exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):



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The equity shares of the Company are listed at:

- BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

The listing fees for the financial year 2019-20 have been paid by the Company within the stipulated time.

e) Stock Code:

Stock Exchange

Bombay Stock Exchange Ltd.
Demat ISIN in NSDL and CDSL

Stock Code

531253
INE342D01012

f) Market price data- high, low during each month in last financial year:

Monthly high & low prices of the equity shares of the Company at the BSE (Bombay Stock Exchange) Limited during financial year 2018-19 are as under:

(₹)

MONTH	HIGH	LOW
April	113.95	91.60
May	110.50	87.00
June	102.70	85.10
July	104.00	75.25
August	106.55	93.55
September	104.00	81.00
October	97.50	78.00
November	109.85	90.00
December	109.00	90.05
January	118.95	88.00
February	104.00	80.10
March	101.85	84.60

g) In case the securities are suspended from trading, the Directors Report shall explain the reason thereof: Not applicable

h) Registrar to an issue and share transfer agents:

Registrar & Share Transfer Agent:
M/S LINK INTIME (INDIA) PVT. LTD.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083
Tel No : +91 22 4918 6000 Fax: +91 22 4918 6060
E-mail id : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

i) Share transfer system:

Trading in equity shares of the Company through recognized Stock Exchanges can be done only in dematerialized form.

In case of shares held in physical form, the transferred share certificates duly endorsed are despatched within 15 days from the date of receipt of documents, provided documents are valid and complete in all respects. In compliance of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the share transfer system of the Company is audited every six months by a Practicing Company Secretary and a certificate to that effect is issued by him.



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j) Distribution of Shareholding as at 31-03-2019

No. of Equity Shares held	No. of Shareholders	No. of Shares held	Share Holding %
Upto 500	3051	439023	6.1901
501 to 1000	423	320143	4.5140
1001 to 2000	196	290691	4.0987
2001 to 3000	56	133575	1.8834
3001 to 4000	45	153472	2.1639
4001 to 5000	26	118561	1.6717
5001 to 10000	33	222841	3.1420
10001 and above	40	5413994	76.3362
Total	3870	7092300	100.0000

Ownership pattern as on 31-03-2019

Sr. No.	Category	No. of shares	% of Shareholding
1.	Promoter & Promoter Group	4352029	61.3627
2.	Public	2612027	36.8290
3.	Domestic Companies	30586	0.4313
4.	Banks, Financial Institutions	788	0.0111
5.	NRI NON REP	6816	0.0961
6.	NRI REP	14509	0.2046
7.	IEPF	75545	1.0652
	Total	7092300	100.00

k) Dematerialization of shares and liquidity:

The shares of the Company are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As at 31st March, 2019, 67,83,827 Equity shares out of 70,92,300 Equity Shares of the Company, forming 95.65% of the Company's paid-up capital is held in the dematerialized form. Majority of demat shares are with National Securities Depository Limited. The status of shares held in demat and physical format is given below. The Company's shares are liquid and actively traded on the BSE.

Particulars	As on 31 st March 2019	As on 31 st March 2018
A. Shares in Demat form	67,83,827	67,30,434
NSDL	60,86,618	60,48,576
CDSL	6,97,209	6,81,858
B. Shares in Physical form	3,08,473	3,61,866
TOTAL	70,92,300	70,92,300

l) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued these types of securities.

m) Commodity price risk or foreign exchange risk and hedging activities:

The Company has entered into forward exchange contracts / options which are not intended for trading or speculative purposes but for the purpose of hedging. It enables to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.



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- n) **Plant Location:**
Manufacturing Plant of the Company is situated at Plot No.1A, GIDC Industrial Estate, National Highway No.8, Vapi-396 195, Gujarat

- o) **Address for correspondence:**

INDIA GELATINE & CHEMICALS LTD.

703/704, "Shilp", 7th floor,

Near Municipal Market,

Sheth C.G. Road, Navrangpura,

Ahmedabad – 380 009

Tel. No.: +91-79- 2646 9514

E-mail : varsha@indiagelatine.com . investor@indiagelatine.com

Website: www.indiagelatine.com

Registrar & Share Transfer Agent

M/S LINK INTIME INDIA PVT. LTD.

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083

Tel No : +91 22 4918 6000 Fax: +91 22 4918 6060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

12. Disclosures :

- A. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**

There are no materially significant related party transactions made by the Company with its Promoters, Directors in Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

Transactions with related parties as per requirements of Ind AS -24 - 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are disclosed in Item No. a & b of Note No. 39 to the Financial Statements in the Annual Report.

- B. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years;**

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

- C. Details of establishment of vigil mechanism:**

Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers and shareholders in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has adopted and put in place a Whistle Blower Policy with an objective to provide its employees and a mechanism whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

No person has been denied access to the Audit Committee for any grievance.



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D. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

E. Web link where policy for determining material subsidiaries is disclosed: Not Applicable

F. Web link where policy on dealing with related party transactions:

The policy on dealing with related party transactions is available on the website of the Company i.e. www.indiagelatine.com

13. Green Initiative for Paperless Communications:

The Ministry of Corporate Affairs, Government of India (MCA) has, vide Circular No. 18/2011 dated 29th April, 2011, undertaken a 'Green Initiative in Corporate Governance' allowing companies to send the Annual Report and other documents to their shareholders electronically.

The Securities and Exchange Board of India has, vide Circular No. CIR/CFD/DIL/7/2011 directed listed companies to supply soft copies of Annual Reports to all those shareholders who have registered their e-mail addresses for the purpose.

Keeping in view the underlying theme and the circulars issued by MCA and SEBI, the Company proposes to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., henceforth, in electronic form, to the e-mail address provided by the Members to the Depositories or to the Company.

Please note that you will continue to be entitled to receive, upon your request, free of cost, a copy of the Annual Report and all other communication that may be sent to you electronically. The Annual Report will also be available on the Company's website www.indiagelatine.com

This is also a golden opportunity for every shareholder of India Gelatine & Chemicals Limited to contribute to this Corporate Social Responsibility initiative of the company. To support this green initiative in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

14. Disclosure of compliance of Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

15. Declaration signed by the Chief Executive Officer stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management.

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Board Members and the senior management personnel have affirmed compliance with the Code of conduct as applicable to them for the year ended 31st March, 2019.

For and on behalf of the Board of Directors

Viren C. Mirani
Managing Director
DIN No. 00044901

Place : Mumbai
Date : 13-05-2019



INDIA GELATINE & CHEMICALS LTD.

CEO/CFO CERTIFICATE UNDER REGULATION 17(8) OF SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

CEO/CFO CERTIFICATE

The Board of Directors,
INDIA GELATINE & CHEMICALS LTD.

We, Viren C. Mirani, Managing Director and Nishant P. Odhvani, Chief Financial Officer of the Company, certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement of **India Gelatine & Chemicals Limited** (the Company) for the year ended 31st March 2019 and to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- B. There are, to the best of our knowledge and belief, no transactions entered into by Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the Auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee, wherever applicable:
- i. significant changes, if any, in the Company's internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Mumbai
Date : 13-05-2019

Nishant P. Odhvani
(Chief Financial Officer)

Viren C. Mirani
(Managing Director)
DIN: 00044901a

PRACTICING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
INDIA GELATINE & CHEMICALS LTD.

We have examined the compliance of conditions of Corporate Governance by **INDIA GELATINE & CHEMICALS LTD.** ("the company") for the year ended on 31st March 2019, as stipulated in Chapter IV read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company, for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with Stock Exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 13-05-2019

Chirag Shah
Partner
Samdani Shah & Kabra
FCS No. 5545
C P No.: 3498



INDIA GELATINE & CHEMICALS LTD.

Annexure A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations].

To

The Members,

India Gelatine & Chemicals Limited

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we certify that none of the directors on the board of India Gelatine & Chemicals Limited have been debarred or disqualified from being appointed or continuing as directors of company by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

For Murtuza Mandorwala & Associates,
Practicing Company Secretaries

Sd/-

Place : Ahmedabad
Date : 16-07-2019

CS. Murtuza Mandor
Membership No. A38021
COP No. 14284



INDIA GELATINE & CHEMICALS LTD.

INDEPENDENT AUDITORS' REPORT

To
The Members of
INDIA GELATINE & CHEMICALS LTD.

Report on the Audit of the Standalone Financial Statements:

Opinion :

We have audited the accompanying standalone financial statements of **India Gelatine & Chemicals Limited** (the 'Company') which comprise the Balance Sheet as at March 31, 2019, the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, total comprehensive income, the changes in equity and its cash flows for the year then ended on that date.

Basis for Opinion :

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters :

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information other than Financial Statements & Auditors Report thereon:

The Company's Board of Directors is responsible for the Other Information. The Other Information comprises the information included in the Directors' Report including Annexures thereto and Management Discussion and Analysis (but does not include the standalone financial statements and our auditor's reports thereon).

Our opinion on the standalone financial statements does not cover the Other Information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements :

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance



INDIA GELATINE & CHEMICALS LTD.

with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgement and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively or ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements :

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing



INDIA GELATINE & CHEMICALS LTD.

of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements :

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on the financial position of its financial statements (Refer Note- 35) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For **Chandulal M. Shah & Co.**
Chartered Accountants
Firm Registration No. 101698W

Arpit D. Shah
Partner

Membership No.: 135188

Place: Ahmedabad
Date: 13-05-2019



INDIA GELATINE & CHEMICALS LTD.

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the standalone Ind AS financial statements of the Company for the year ended March 31, 2019)

i. In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of five years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. According to information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) Based on our audit procedures for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.

ii. In respect of Inventories:

According to information and explanation given to us, Physical verification of inventories has been conducted in reasonable interval by the Management and no material discrepancies were noticed on physical verification during the year.

- iii. According to information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted loan or made investments or given guarantee or provided security as provided in the section 185 and 186 of the Act and accordingly not commented upon.
- v. According to information and explanation given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2014 (as amended) with regard to the deposits accepted from the public are not applicable.
- vi. According to information and explanation given to us, the Central Government has not prescribed maintenance of Cost Records under section 148(1) of the Companies Act, 2013 in respect of manufacturing activities of the Company.
- vii. According to information and explanations given to us in respect of statutory dues and on the basis of our examination of the books of account, and records,
 - (a) the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanations given to us, there are no material dues of Income Tax, Goods & Service Tax, Duty of Customs and Cess which have not been deposited with the appropriate authorities on account of any dispute, except in respect to Income Tax, the following dues have not been deposited by the Company on account of disputes according to information and explanations given to us :



INDIA GELATINE & CHEMICALS LTD.

Name of the Statute	Nature of dues	Amount (₹ Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	8.08	Fin. Year 1980-81 to 1983-84	Dy. Commissioner of CEGAT Excise
Service Tax Act	Service Tax	3.19	Fin. Year 2008-09 to 2013-14	CEGAT Ahmedabad & Commissioner of Excise
Income Tax Act, 1961	Demand raised in Scrutiny Assessment	4.01	Asst. Year 2010-11	Income Tax Appellate Tribunal, Ahmedabad
Income Tax Act, 1961	Demand raised in Scrutiny Assessment	6.19	Asst. Year 2011-12	Income Tax Appellate Tribunal, Ahmedabad
Income Tax Act, 1961	Demand raised in Scrutiny Assessment	9.80	Asst. Year 2012-13	Income Tax Appellate Tribunal, Ahmedabad
Income Tax Act, 1961	Demand raised in Scrutiny Assessment	3.72	Asst. Year 2013-14	Income Tax Appellate Tribunal, Ahmedabad
Income Tax Act, 1961	Demand raised in Scrutiny Assessment	4.11	Asst. Year 2014-15	Income Tax Appellate Tribunal, Ahmedabad
Income Tax Act, 1961	Demand raised in Scrutiny Assessment	9.06	Asst. Year 2016-17	Commissioner of Income Tax, Ahmedabad

- viii. The company has not defaulted in repayment of dues to Financial Institutions or banks or debenture holders.
- ix. According to the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- x. According to the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given by the management, the managerial remuneration has been paid or provided in due compliance of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of the Act. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Chandulal M. Shah & Co.
Chartered Accountants
Firm Registration No. 101698W

Arpit D. Shah
Partner

Membership No.: 135188

Place: Ahmedabad
Date: 13-05-2019



INDIA GELATINE & CHEMICALS LTD.

ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") :

We have audited the internal financial controls over financial reporting of **India Gelatine & Chemicals Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' Judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable



INDIA GELATINE & CHEMICALS LTD.

detail, accurately and fairly reflect the transactions and dispositions of the assets of the company. (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion :

In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting was operating effectively as on March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reports issued by the Institute of Chartered Accountants of India.

For Chandulal M. Shah & Co.
Chartered Accountants
Firm Registration No. 101698W

Place: Ahmedabad
Date: 13-05-2019

Arpit D. Shah
Partner
Membership No.: 135188


INDIA GELATINE & CHEMICALS LTD.
BALANCE SHEET AS AT 31st MARCH 2019.

₹ in Lakhs

	Note	As at 31 st March 2019	As at 31 st March 2018
I ASSETS			
1) Non-current Assets			
(a) Property, Plant and Equipment	2	4,136.74	4,186.66
(b) Capital work-in-progress	3	47.19	29.19
(c) Intangible assets	4	15.48	15.48
(d) Financial Assets			
(i) Investments	5	559.99	309.99
(ii) Other Financial Assets	6	36.26	36.26
(e) Other non-current assets	7	1.45	-
(f) Income Tax Asset (Net)	8	185.49	186.32
Total Non-current Assets		4,982.60	4,763.90
2) Current Assets			
(a) Inventories	9	2,460.05	2,616.89
(b) Financial Assets			
(i) Investments	10	2,463.37	2,706.67
(ii) Trade receivables	11	526.66	449.42
(iii) Cash and cash equivalents	12	313.32	95.16
(iv) Bank balances other than (iii) above	13	244.42	238.45
(v) Loans	14	14.33	303.59
(vi) Other Financial Assets	15	583.07	281.35
(c) Other current assets	16	46.05	93.24
Total Current Assets		6,651.27	6,784.77
TOTAL ASSETS		11,633.87	11,548.67
II EQUITY AND LIABILITIES			
1) Equity			
(a) Equity Share capital	17	709.23	709.23
(b) Other Equity	18	9,518.47	9,157.09
Total Equity		10,227.70	9,866.32
2) LIABILITIES			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Other financial liabilities	19	1.50	0.50
(b) Provisions	20	349.06	234.17
(c) Deferred tax liabilities (Net)	21	535.35	703.60
Total Non-current Liabilities		885.91	938.27
Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	22		
• Total outstanding dues of micro and small enterprises		5.60	-
• Total outstanding dues of Creditors other than micro and small enterprises		306.74	596.74
(ii) Other financial liabilities	23	23.16	21.91
(b) Provisions	24	138.95	66.74
(c) Other current liabilities	25	45.81	58.69
Total Current Liabilities		520.26	744.08
TOTAL EQUITY AND LIABILITIES		11,633.87	11,548.67
Significant Accounting Policies and Notes to the Financial Statements	1		

As per our attached report of even date.
For **Chandulal M. Shah & Co.**
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188
Place : Ahmedabad
Date : 13-05-2019

Pradip P. Madhavji
Chairman

Viren C. Mirani
Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 13-05-2019

Shridhar N. Pittie
Director

Jayprakash M. Tiwari
Director

Tanaya T. Daryanani
Company Secretary

**INDIA GELATINE & CHEMICALS LTD.****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019.**

₹ in Lakhs

	Note	2018-2019	2017-2018
I INCOME			
Revenue from operations	26	11,198.76	9,805.76
Other income	27	358.17	435.86
Total Income		11,556.93	10,241.62
II EXPENSES			
Cost of materials consumed	28	4,547.94	4,060.48
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	29	431.77	504.55
Excise on Sales		-	30.47
Employee benefits expense	30	950.81	719.67
Finance costs	31	1.23	0.44
Depreciation and amortization expense	32	333.55	323.49
Other expenses	33	4,723.51	4,333.00
Total Expenses		10,988.81	9,972.10
III Profit/(loss) before exceptional items and tax (I - II)		568.12	269.52
IV Exceptional Items		-	-
V Profit/(loss) before tax (III - IV)		568.12	269.52
VI Tax Expenses			
Current Tax		160.07	54.01
Deferred Tax Provision / (Reversal)		(168.25)	(57.17)
Short / (Excess) Provision of taxation of earlier year (Net)		0.83	47.06
		(7.35)	43.90
VII Profit (Loss) for the year		575.47	225.62
VIII Other Comprehensive Income			
Items that will not be reclassified to profit or loss		(59.69)	-
Income tax relating to items that will not be reclassified to profit or loss		16.61	-
Items that will be reclassified to profit or loss		-	21.22
Income tax relating to items that will be reclassified to profit or loss		-	(7.02)
IX Total Comprehensive Income for the year		532.39	239.82
X Earning per Equity Share of face value of ₹ 10 each			
Basic	34	8.11	2.90
Diluted	34	8.11	2.90
Significant Accounting Policies and Notes to the Financial Statements	1		

As per our attached report of even date.
For **Chandulal M. Shah & Co.**
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188
Place : Ahmedabad
Date : 13-05-2019

Pradip P. Madhavji
Chairman

Viren C. Mirani
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Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 13-05-2019

Shridhar N. Pittie
Director

Jayprakash M. Tiwari
Director

Tanaya T. Daryanani
Company Secretary



INDIA GELATINE & CHEMICALS LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2019.

₹ in Lakhs

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
A) CASH FLOW FROM OPERATING ACTIVITIES:				
Profit Before Tax		568.12		269.52
Adjustments for				
Depreciation and Amortisation Expenses	333.55		323.49	
Finance Cost	1.23		0.44	
Loss on sales of Tangible Assets	1.41		1.29	
Amount spent and utilized on CSR Activities	7.00		10.00	
Interest & Dividend Received	(231.50)		(274.65)	
Sundry Balances written back	(49.62)		(5.31)	
(Profit) / Loss from sale of Current Investment	(10.69)		(4.81)	
(Gain) / Loss from Current Investment & market valuation	29.70	81.08	31.52	81.97
Operating Profit Before Working Capital Changes		649.20		351.49
Working Capital Changes				
Adjustments for				
(Increase)/Decrease Trade & Other receivables	(42.51)		655.19	
(Increase)/Decrease Inventories	156.84		457.43	
Increase/ (Decrease) Trade & other payables	(123.90)		70.84	
Changes in Gratuity provision in OCI	(59.69)		-	
Amount spent and utilized on CSR Activities (Refer note - 1 below)	(7.00)		(10.00)	
		(76.26)		1,173.46
Cash Generated from Operating Activities		572.94		1,524.95
Direct taxes paid	(79.11)		(56.81)	
		(79.11)		(56.81)
Net Cash from Operating Activities		493.83		1,468.14
B. Cash Flow from Investing Activities				
Payment for Purchase of Property, Plant & Equipment	(307.22)		(59.01)	
Proceeds from sale of Tangible Assets	2.72		1.64	
Purchase of Current Investments	(5,672.44)		(9,476.49)	
Sale of Current Investments	5,646.43		10,042.89	
Buy Back of shares	-		(2,700.01)	
Interest and Other Income	231.50		274.65	
		(98.71)		(1,916.33)
Net Cash (used in) Investing Activities		(98.71)		(1,916.33)
C. Cash Flow from Financing Activities				
Proceeds from Long term borrowings	-		-	
(Repayment) of Long term borrowings	-		-	
Payment of Dividend (including Dividend Distribution Tax)	(171.01)		(76.82)	
Increase/ (Decrease) in Unclaimed dividend	1.25		(2.91)	
Interest Paid	(1.23)	(170.99)	(0.44)	(80.17)
Net Cash from / (used in) Financing Activities		(170.99)		(80.17)
Net Increase / (decrease) in cash and cash equivalents		224.13		(528.36)
Cash and cash equivalent at the beginning of the year		333.61		861.97
Cash and cash equivalent at the end of the year		557.74		333.61
Notes to Cash Flow Statement:				
1. Amount spent and utilized on CSR Activities:				
Contribution to various Trust, NGOs, Societies and Agencies		7.00		10.00
Expenditure on Administrative Overheads for CSR		-		-
		7.00		10.00
2. Previous year figures have been regrouped wherever necessary to confirm to this year's classification.				
3. The above Cash Flow Statement has been prepared under the "indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement as Accounting Standard specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.				

As per our attached report of even date.
For **Chandulal M. Shah & Co.**
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188
Place : Ahmedabad
Date : 13-05-2019

For and on behalf of the Board of Directors
India Gelatine & Chemicals Ltd.

Pradip P. Madhavji
Chairman

Viren C. Mirani
Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 13-05-2019

Shridhar N. Pittie
Director

Jayprakash M. Tiwari
Director

Tanaya T. Daryanani
Company Secretary



INDIA GELATINE & CHEMICALS LTD.

Statement of Change in Equity for the year ended 31st MARCH 2019.

a. Equity Share capital

Particulars	As at 31-03-2019		As at 31-03-2018	
	No of Shares	₹ in Lakhs	No of Shares	₹ in Lakhs
Equity shares of ₹ 10 each				
Fully paid up	70,92,300	709.23	70,92,300	709.23
Add : amount received on forfeited shares	-	-	-	-
	70,92,300	709.23	70,92,300	709.23

b. Other Equity

₹ in Lakhs

Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	
Balance at 1st April 2017	630.26	1,363.40	-	8,981.89	487.78	11,463.33
Profit for the year	-	-	-	-	239.82	239.82
Utilised for Buy Back of Shares	-	(1,363.40)	-	(1,105.84)	-	(2,469.24)
Transfer from General Reserve	-	-	230.77	-	-	230.77
Transfer to Capital Redemption Reserve	-	-	-	(230.77)	-	(230.77)
Dividends and Dividend Tax	-	-	-	-	(76.82)	(76.82)
Transferred from Retained Earnings	-	-	-	100.00	-	100.00
Transferred to General Reserve	-	-	-	-	(100.00)	(100.00)
Balance at 31st March 2018	630.26	-	230.77	7,745.28	550.78	9,157.09
Balance at 1st April 2018	630.26	-	230.77	7,745.28	550.78	9,157.09
Profit for the year	-	-	-	-	532.39	532.39
Dividends and Dividend Tax	-	-	-	-	(171.01)	(171.01)
Transferred from Retained Earnings	-	-	-	125.00	-	125.00
Transferred to General Reserve	-	-	-	-	(125.00)	(125.00)
Balance at 31st March 2019	630.26	-	230.77	7,870.28	787.16	9,518.47

As per our attached report of even date.
For **Chandulal M. Shah & Co.**
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188
Place : Ahmedabad
Date : 13-05-2019

Pradip P. Madhavji
Chairman

Viren C. Mirani
Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 13-05-2019

Shridhar N. Pittle
Director

Jayprakash M. Tiwari
Director

Tanaya T. Daryanani
Company Secretary



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

Note 1 Notes to Financial Statements

[A] CORPORATE INFORMATION:

India Gelatine & Chemicals Limited (the 'Company') is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange (BSE). The registered office of the company is located at Navrangpura, Ahmedabad.

The company is engaged in the business of manufacturing of Ossein, Di Calcium Phosphate (DCP) & Gelatine. The Company has wide market in local as well in exports market. The Company sells its products through established network.

The financial statements have been recommended for approval by the audit committee and is approved and adopted by the Board in their meeting held on 13-05-2019.

[B] SIGNIFICANT ACCOUNTING POLICIES:

a) Basis of Preparation:

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value or amortized cost.
- 2) defined benefit plans - plan assets are measured at fair value.

(iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

(iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

b) Key accounting estimates and judgements:

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment:

Freehold land are carried at cost. Property, plant and equipment are stated at cost, net of recoverable taxes, less depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and other cost directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component



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accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a Straight Line Method over the estimated useful lives of assets.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believes that useful life of assets are same as those prescribed in Schedule II to the Act, except for plant and machinery which based on an independent technical evaluation, life has been estimated as 18 years (on multiple shift basis), which is different from that prescribed in Schedule II to the Act.

Useful life considered for calculation of depreciation for various assets class are as follows:

Factory Building	30 years
Non-Factory Building	60 years
Plant and Machinery	18 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Vehicles	8 years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount.

These are included in the Statement of Profit and Loss.

d) Intangible Assets:

Computer software are stated at cost, less accumulated amortisation and impairments, if any.

Amortisation method and useful life

The Company amortizes computer software using the straight-line method over the period of 3 years for software and 6 years for network related items.

e) Lease Operating Lease As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

f) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

g) Inventories:

Items of inventories of Raw Material, Finished goods, Spares and Stores, Packing Material, etc. are valued at lower of cost or net realizable value except waste which is valued at estimated net realizable value. Cost



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of inventories comprise of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

h) Financial Instruments:

i. Recognition and initial measurement

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- Fair Value through Profit and Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. (Designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

De-recognition

Financial assets

The company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership



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and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The company also de-recognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Off-setting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

i) Segment Reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

j) Borrowing costs:

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

k) Provisions and contingent liabilities:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

l) Revenue recognition:

Effective April 1, 2018, the Company has applied Ind-AS 115 "Revenue from Contracts with Customers", which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 "Revenue".

Revenue is measured at the value of the consideration received or receivable, after deduction of any trade discount, volume rebates and any taxes or duties collected on behalf of Government such as Goods and Services Tax, etc.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the



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Company's activities as described below.

Sale of goods

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customers and there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Sales Return

The Company recognises provision for sales return, on the basis of mutual satisfaction which is measured at the Sales value excluding taxes & duties.

Other operating revenue:

Export incentives under various schemes notified by government are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

Other revenue:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

Interest received on delayed payment is accounted on receipt basis.

Revenue in respect of insurance/other claims etc, is recognized only when it is reasonably certain that the ultimate collection will be made.

Dividends

Dividends are generally recognised in the Statement of Profit and Loss only when the right to receive payment is established.

m) Employee benefits:

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefit obligations

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method.

Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity; and
- (b) defined contribution plans such as provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.



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The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined Contribution Plans

Defined Contribution Plans such as Provident Fund, etc., are charged to the Statement of Profit and Loss as incurred.

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

n) Foreign Currency Transactions:

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

In case of forward contracts, the gain / loss on contracts are treated as periodical expense or revenue. Any profit or loss arising on the cancellation or renewal of a forward exchange contract is recognized as income or expense for the year. Exchange difference is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognized in the statement of profit and loss in the reporting period in which the exchange rates change.

o) Income Tax:

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

(a) Current Tax

Current tax includes provision for Income Tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

(b) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed



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losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(c) Minimum Alternate Tax (MAT):

MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised, it is credited to the Statement of Profit and Loss and is considered as (MAT Credit Entitlement). The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period. Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time.

p) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

q) Cash Flow Statement

The Cash Flow statement is prepared by the "Indirect method" set out in Ind AS-7 on "Cash Flow Statement" and presents the cash flows by operating, investing and financing activities of the Company. Cash and cash Equivalent presented in the cash flow statement consist of cash on hand and demand deposits with banks.

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of Financial Statements to evaluate changes in Liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.



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r) **Critical estimates and judgements :**

The preparation of financial statements requires the use of accounting estimates may not match the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

s) **Impairment of Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

t) **Assets held for Sale:**

Non-current assets held for sale are measured at the lower of its carrying value or fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized. The determination of fair value less costs to sell includes use of the Management's estimates and assumptions.

u) **Events occurring after the balance sheet date:**

Assets and liabilities are adjusted for events occurring after the reporting period that provides additional evidence to assist the estimation of amounts relating to conditions existing at the end of the reporting period.

Dividends declared by the Company after the reporting period are not recognized as liability at the end of the reporting period. Dividends declared after the reporting period but before the issue of financial statements are not recognized as liability since no obligation exists at that time. Such dividends are disclosed in the notes to the financial statements.

v) **Recent Indian Accounting Standards (Ind AS):**

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS 116 – Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning April 1, 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.



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On transition, the Company will be using the practical expedient provided by the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard.

With effect from April 1, 2019, the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization change for the right-to-use asset, and (b) interest accrued on lease liability.

Previously, the Company recognised operating lease expense on a straight line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

As a lessor, sublease shall be classified as an operating lease if the head lease is classified as a short term lease. In all other cases, the sublease shall be classified as a finance lease.

On preliminary assessment, the Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 12 – Income Taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.



Notes to Financial Statement for the year ended 31st March 2019.

**Note 2
Property, Plant and Equipment**

₹ in Lakhs

Particulars	Leasehold Land	Freehold Land	Building	Plant and Equipment	Furniture, Fixtures & Office Equipments	Vehicles	Laboratory Equipment	Total
Balance as at 31st March 2017	21.00	4.46	1,709.89	9,388.43	238.06	462.93	38.90	11,863.47
Additions	-	-	-	127.41	10.98	-	-	138.39
Deduction & Adjustment	-	-	-	-	3.77	55.50	-	59.27
Balance as at 31st March 2018	21.00	4.46	1,709.89	9,515.84	245.27	407.43	38.90	11,942.59
Additions	-	-	-	207.98	5.37	72.73	1.48	287.76
Deduction & Adjustment	-	-	-	-	1.91	42.38	-	44.29
Balance as at 31st March 2019	21.00	4.46	1,709.89	9,723.82	248.93	437.78	40.38	12,186.06
Accumulated Depreciation:								
Balance as at 31st March 2017	3.52	-	785.76	6,318.67	191.38	156.46	32.95	7,488.74
Deduction & Adjustment	-	-	-	-	3.58	52.72	-	56.30
Depreciation for the period	-	-	37.78	231.03	11.31	42.58	0.79	323.49
Balance as at 31st March 2018	3.52	-	823.54	6,549.70	199.11	146.32	33.74	7,755.93
Deduction & Adjustment	-	-	-	-	1.82	38.34	-	40.16
Depreciation for the period	-	-	37.74	234.34	11.91	48.78	0.78	333.55
Balance as at 31st March 2019	3.52	-	861.28	6,784.04	209.20	156.76	34.52	8,049.32
Net carrying amount:								
Balance as at 31 st March 2018	17.48	4.46	886.15	2,966.14	46.16	261.11	5.16	4,186.66
Balance as at 31 st March 2019	17.48	4.46	848.41	2,939.78	39.73	281.02	5.86	4,136.74



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

3. Capital Work in Progress

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Plant and Machinery	47.19	29.19
Total	47.19	29.19

4. Intangible Assets

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Technical Know How		
Gross Block	309.74	309.74
Amortization	294.26	294.26
Net Block	15.48	15.48

5. Investments (Non-Current)

₹ in Lakhs

PARTICULARS	As at 31-03-2019	As at 31-03-2018
Investments measured at Amortized Cost		
In Unquoted Shares, fully paid up	0.60	0.60
Investments in NCD's / Bonds Unquoted, Fully Paid Up	559.33	309.33
Other Non-Current Investments		
National Savings Certificate	0.06	0.06
Total Non Current Investments	559.99	309.99

Aggregate Book Value of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments	-	-
Aggregate Value of Unquoted Investments	559.99	309.99
Aggregate Amount of impairment in value of Investments	-	-

6. Other Financial Assets (Non-current)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Security Deposit	36.26	36.26
Total	36.26	36.26



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

7. Other Non Current Assets

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Capital Advances	1.45	-
Total	1.45	-

8. Income Tax Asset (Net)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Advance Income Tax (net of Provision for Tax)	185.49	186.32
Total	185.49	186.32

9. Inventories

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Raw materials	444.77	212.26
Work in progress	1,126.31	817.13
Stores, Spares & Fuel	316.88	274.56
Loose tools	2.41	2.31
Finished goods	569.68	1,310.63
Total	2,460.05	2,616.89

For Valuation method Inventories refer Point No. B (g) of Note 1

10. Investments (Current)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Investments in Equity Shares		
In Quoted Equity Shares, Fully Paid Up (measured at Fair Value through Profit & Loss)	6.85	10.99
Investments in Mutual Funds		
Investments in Quoted Mutual Funds, Fully Paid Up (measured at Fair Value through Profit & Loss)	2,402.93	2,627.35
Investments in Mutual Funds, Unquoted, Fully Paid Up (measured at Amortized Cost)	53.59	68.33
Total of Investments in Mutual Fund	2,456.52	2,695.68
Total Current Investments	2,463.37	2,706.67

Aggregate Book Value of Quoted Investments	2,494.13	2,695.30
Aggregate Market Value of Quoted Investments	2,409.78	2,638.34
Aggregate Value of Unquoted Investments	53.59	68.33
Aggregate Amount of impairment in value of Investments	-	-



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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

11. Trade Receivables

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Unsecured, considered good	526.66	449.42
Doubtful	-	-
Total	526.66	449.42

12. Cash and Cash Equivalents

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Balances with banks	311.38	92.78
Cash on hand	1.94	2.38
Total	313.32	95.16

13. Bank Balances other than mentioned in Cash and Cash equivalents

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Unclaimed Dividend balances with banks	23.16	21.91
Margin money deposits	219.01	186.54
Investments in Term deposits	2.25	30.00
Total	244.42	238.45

14. Loans

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Loans & Advances to Employees	14.33	3.59
Other Advances	-	300.00
Total	14.33	303.59

15. Other Financial Assets (Current)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Interest Receivable	21.52	30.92
Dividend Receivable	4.90	-
Mutual Fund Receivable	215.81	-
Export Benefits Receivables	67.85	100.59
Balance with Government Authorities	272.99	97.45
Other Receivable	-	52.39
Total	583.07	281.35



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

16. Other Current Assets

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Advances to Suppliers	36.15	88.28
Prepaid expenses	9.90	4.96
Total	46.05	93.24

17. Share Capital

Particulars	As at 31-03-2019		As at 31-03-2018	
	Units	₹ in Lakhs	Units	₹ in Lakhs
Authorised Share Capital : Equity Shares of ₹ 10 each	1,25,00,000	1,250.00	1,25,00,000	1,250.00
Issued & Subscribed : Equity Shares of ₹ 10 each	70,92,300	709.23	70,92,300	709.23
Subscribed and Fully Paid Up : Equity Shares of ₹ 10 each	70,92,300	709.23	70,92,300	709.23
	70,92,300	709.23	70,92,300	709.23

17.1 The Reconciliation of the no. of Shares outstanding is set out below

Particulars	As at 31-03-2019	As at 31-03-2018
Equity Shares		
At Beginning of the period	70,92,300	94,00,000
Add : Issued during the year	-	-
Less : Bought back during the year	-	23,07,700
At End of the period	70,92,300	70,92,300

17.2 Details of Shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31-03-2019		As at 31-03-2018	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Olive Speciality Services Pvt. Ltd. (formerly know as Olive Finance & Investments Pvt. Ltd.)	17,08,099	24.08%	17,08,099	24.08%
Viren C. Mirani	12,62,459	17.80%	12,62,459	17.80%
Shefali V. Mirani	820,113	11.56%	820,113	11.56%
Divyaprabha C. Mirani	549,534	7.75%	549,534	7.75%



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

Terms / rights attached to equity shares

- 17.3** The Company has only one class of shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per share. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- 17.4** In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.
- 17.5** The company does not have any holding company or subsidiary company.
- 17.6** The Company has bought back 23,07,700 shares during the year ended March 31, 2018 at buy-back price determined at ₹ 117 per share which was approved by the board of directors and shareholders of the Company. Shares bought back during the period of three years immediately preceding the reporting date:

Particulars	As at 31-03-2019	As at 31-03-2018	As at 31-03-2017	As at 31-03-2016
Number of equity shares bought back by the Company	-	23,07,700	-	-

18 Other Equity

Particulars	As at 31-03-2019	As at 31-03-2018
CAPITAL RESERVE	630.26	630.26
SECURITIES PREMIUM RESERVE:	-	1,363.40
Add: Utilisation for buy back of shares	-	(1,363.40)
Balance at the end of the Year	-	-
CAPITAL REDEMPTION RESERVE:		
Balance as per last year	230.77	-
Add: Transfer from General Reserve	-	230.77
Balance at the end of the Year	230.77	230.77
GENERAL RESERVE:		
Balance as per last year	7,745.28	8,981.89
Add : Appropriations from current year's profit	125.00	100.00
Less : Utilisation for buy back of shares	-	1,105.84
Less : Transfer to Capital Redemption Reserve	-	230.77
Balance at the end of the Year	7,870.28	7,745.28
SURPLUS IN STATEMENT OF PROFIT AND LOSS:		
Balance at the beginning of the Year	550.78	487.78
Add : Profit after tax for the Year	532.39	239.82
Amount available for Appropriation	1,083.17	727.60
Less: Appropriations:		
Dividend	141.85	63.83
Dividend Distribution Tax	29.16	12.99
Transferred to General Reserves	125.00	100.00
Total Appropriation	296.01	176.82
Balance at the end of the Year	787.16	550.78
TOTAL	9,518.47	9,157.09



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

Capital reserve

Capital reserve is utilised in accordance with provision of the Act.

Capital Redemption Reserve

Represent reserve created during buy back of Equity Shares and it is a non-distributable reserve.

19. Other Financial Liabilities (Non-Current)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Security Deposits	1.50	0.50
Total	1.50	0.50

20. Provisions

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Provision for employee benefits:		
- Leave Encashment (unfunded)	343.73	228.84
Provision for Income Tax (net of advance tax)	5.33	5.33
Total	349.06	234.17

21. Deferred Tax Liabilities (Net)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
<u>Opening Balances comprising temporary differences :</u>		
Deferred Tax Liability : Depreciation	794.86	833.96
Deferred Tax Liability : 43B	(64.00)	(73.19)
Deferred Tax Assets : IND AS	(27.26)	-
TOTAL	703.60	760.77
<u>Adjustments during the year:</u>		
1. Depreciation	(130.76)	(39.10)
2. Statutory Payments	(33.11)	9.19
3. IND AS adjustments	(4.38)	(27.26)
TOTAL	(168.25)	(57.17)
<u>Closing Balances comprising temporary differences:</u>		
Deferred Tax Liability : Depreciation	664.10	794.86
Deferred Tax Liability : 43B	(97.11)	(64.00)
Deferred Tax Assets : IND AS	(31.64)	(27.26)
TOTAL	535.35	703.60
NET TOTAL	535.35	703.60



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

22. Trade Payables

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Total outstanding dues of micro and small enterprises	5.60	-
Total outstanding dues of creditors other than micro and small enterprises	306.74	596.74
Total	312.34	596.74

23. Other Financial Liabilities

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Unpaid Dividend	23.16	21.91
Total	23.16	21.91

24. Provisions (Current)

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
(a) Provision for employee benefits	24.72	16.85
(b) Others :		
(i) Provision for Income Tax & Others	114.23	49.89
Total	138.95	66.74

25. Other Current Liabilities

₹ in Lakhs

Particulars	As at 31-03-2019	As at 31-03-2018
Advances from Customers	34.98	52.28
Statutory Dues	8.92	4.35
Other Current Liabilities	1.91	2.06
Total	45.81	58.69

**INDIA GELATINE & CHEMICALS LTD.****NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019****26. Revenue from Operations**

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Sale of products (including excise duty)	10,852.69	9,122.65
Other Operating Revenue		
Discount Received	0.12	-
Duty Draw Back	100.31	76.01
Sale of Scrap	82.04	64.21
Sale of MEIS Licence & Accrual / MEIS utilised	111.64	248.28
Service tax Refund	-	1.70
HCL Lifting Charges	50.58	167.93
Supply of Services	-	16.44
Reversal of Excise duty on closing stock of previous year	-	108.54
Sale of Assets	0.05	-
Recovery of Damaged Goods	1.33	-
TOTAL	11,198.76	9,805.76

26.1 Sale of Products

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Sales of Ossein	553.41	740.59
Sales of Di-Calcium Phosphate	2,399.87	2,108.79
Sales of Gelatine	7,899.41	6,273.27
TOTAL	10,852.69	9,122.65

27. Other Income

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Interest Income	73.30	115.81
Dividend Income	158.20	158.84
Miscellaneous Income:		
Excess Provision of Gratuity written back	-	42.96
Gain in Exchange Fluctuation on Import / Export	37.78	108.59
Insurance claim received	39.27	-
Sales Tax Refund	-	4.35
Sundry Balances written back	49.62	5.31
Total	358.17	435.86



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

28. Cost of Materials Consumed

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Opening Stock	212.26	149.16
Add : Purchases	4,780.46	4,123.58
Sub Total	4,992.72	4,272.74
Less : Closing Stock	444.78	212.26
Total	4,547.94	4,060.48

28.1 Raw Materials Consumed

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
i) Crushed Bones	4,280.76	3,865.05
ii) Lime	247.18	194.13
iii) Hydrochloric Acid	18.23	1.30
iv) Raw material Fish Scales	1.77	-
Total	4,547.94	4,060.48

29. Changes in Inventories of Finished goods, Work in Progress

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Closing Stock		
Finished Goods	569.68	1,310.63
Work in Progress	1,126.31	817.13
Total	1,695.99	2,127.76
Opening Stock		
Finished Goods	1,310.63	1,352.55
Work in Progress	817.13	1,279.76
Total	2,127.76	2,632.31
Total (Increase) / Decrease In Stock	431.77	504.55

30. Employee Benefit Expense

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Salaries and wages	495.62	375.34
Contribution to provident and other funds	22.19	42.67
Managerial Remuneration	424.83	291.17
Staff welfare expenses	8.17	10.49
Total	950.81	719.67



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

31. Finance Costs

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Interest Expense	1.23	0.44
Total	1.23	0.44

32. Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Depreciation	333.55	323.49
Total	333.55	323.49

33. Other Expenses

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Advertisement & Sales Promotion Exps	22.65	14.69
Audit Fees	3.50	3.50
Buy Back Expenses	-	68.24
CETP, Water & Effluent Treatment Charges	494.08	464.70
Commission and Discount On Sales	69.95	66.09
Packing material Consumed	80.84	77.54
Consumption of stores	468.56	494.00
C.S.R. Expenses	7.00	10.00
Directors' Sitting Fees	4.40	5.82
Donation	0.96	6.17
Export Expense	149.34	132.12
Freight & Cartage & Colliage	71.47	59.71
Insurance	45.35	47.68
Labour Charges	425.71	352.82
Legal & Professional Fees	161.26	139.74
Loss due to Fire	-	58.50
Loss on sale / Revaluation of Investment	19.01	26.71
Postage & Telegram	14.13	15.16
Power and fuel	2,040.27	1,785.34
Rates and Taxes	19.58	26.44
Repairs:-		
Machinery (including spares)	158.07	96.86
Building	40.58	34.53
Others	14.03	16.86
Stationery and Printing expenses	10.60	10.45
Travelling and conveyance expenses	168.14	121.37
General Expenses	234.03	197.96
Total	4,723.51	4,333.00



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

33.1 Auditor Remuneration & Others

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
As auditor :		
Audit fee	3.50	3.50
Total	3.50	3.50

34. Earning Per Share

Earning Per share is calculated by dividing the Profit / (Loss) attributable to the Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. The numbers used in calculating basic and diluted earning per Equity Share as stated below:

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Net Profit / (Loss) attributable to Equity Shareholders	575.47	225.62
Number of Equity Shares for Basic EPS (Weighted Avg)	7,092,300	7,787,772
Basic Earning Per Share (₹)	8.11	2.90
Diluted Earning Per Share (₹)	8.11	2.90
Nominal Value Per Share (₹)	10.00	10.00

35. Contingent Liabilities and Commitments

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL
Contingent Liabilities:		
Bank Guarantees Issued		
1) GSPC	17.00	17.00
2) Dakshin Gujarat Vij Company	129.17	129.17
3) Office of the Commissioner of Customs	5.98	-
In respect of claims against the company not acknowledged as debts		
1) Excise duty	8.09	8.09
2) Service Tax	6.18	6.18

There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated February, 28, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Company assessing with experts for further clarity on matter and evaluating its impact on its financial statement.

36. Corporate Social Responsibility

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Gross Amount required to be spent by the company during the year	6.78	9.77
Amount spent during the year on		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above.	7.00	10.00



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

37. Operating Segments

The company manufactures and deals in single product, i.e. manufacturing of Ossein & Gelatine and therefore, no separate disclosure as per IND AS 108 "Operating Segments" is given.

Information about Geographical Areas

Particulars	As at 31 March, 2019				
	Within India	Outside India			
		Far East	Europe	Others	Total
Revenue	4,253.20	4,908.53	1,044.84	992.19	11,198.76
Non Current Assets other than financial instruments, deferred tax assets	4,199.41	-	-	-	4,199.41

Particulars	As at 31 March, 2018				
	Within India	Outside India			
		Far East	Europe	Others	Total
Revenue	4,140.74	4,250.57	701.40	713.05	9,805.76
Non Current Assets other than financial instruments, deferred tax assets	4,231.33	-	-	-	4,231.33

38. Disclosures as required by Indian Accounting Standard (IND AS) 19 "Employee Benefits"

(a) Defined contribution plans

Contribution to defined contribution plans, recognised as expense for the year is as under :

The Group pays provident fund contributions to publicly administered funds as per the local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due.

₹ in Lakhs

Particulars	2018-19	2017-18
Employer's contribution to Provident Fund	54.82	49.09

(b) Defined benefit plan

Details of defined benefit obligation and plan assets in respect of retiring gratuity are given below :

The Company has a defined benefit gratuity plan. Every Employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. Employees at corporate office who has completed 25 years or more of service gets a gratuity on death or resignation or retirement at 30 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of an qualifying insurance policy.

i) Reconciliation of opening and closing balances of defined benefit obligation

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Present value of obligation as at the beginning of the year	360.91	320.15
Interest Cost	27.25	23.69
Current Service Cost	26.02	24.18
Benefits Paid	(29.01)	(1.35)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(5.24)	(6.46)
Actuarial (Gain)/Loss on arising from Experience Adjustment	64.42	0.70
Present value of obligation as at the end of the year	444.35	360.91



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

ii) Reconciliation of opening and closing balances of fair value of plan assets ₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Fair Value of plan assets at the beginning of the year	391.70	329.58
Interest Income	29.26	25.74
Contributions by the employer	20.63	37.99
Benefits paid	(29.01)	(1.35)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-	-
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(assets)	(0.50)	(0.26)
Fair Value of plan assets at the end of the year	412.08	391.70

iii) Reconciliation of fair value of assets and obligations ₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Fair Value of plan assets	412.08	391.70
Present value of obligation	444.35	360.91
Amount recognised in Balance Sheet [Surplus/(Deficit)]	(32.27)	30.79

iv) Expenses recognised during the year ₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
(A) In the Statement of Profit & Loss		
Current Service Cost	26.02	24.18
Past service cost and loss / (gain) on curtailments and settlement	-	-
Net interest Cost	(2.01)	(2.05)
Total Included in 'Employee Benefit Expense'	24.01	22.13
(B) In Other Comprehensive Income		
Components of Actuarial (Gain) / Losses on Obligations :		
Due to change in Financial Assumptions	(5.24)	(6.46)
Due to experience adjustments	64.42	0.70
Return on plan assets excluding amount included in net interest on the net defined benefit liability / (assets)	0.50	0.26
Amount recognised in Other comprehensive income	59.69	(5.50)

v) Investment Details ₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Insurance Company	100.00%	100.00%

vi) Actuarial Assumptions ₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Mortality Table	IALM 2006-08 UIt.	IALM 2006-08 UIt.
Discount Rate	7.65%	7.55%
Expected rate of return on plan assets	7.65%	7.55%
Withdrawal Rate	5 % to 1%	5 % to 1%
Rate of escalation in salary	9.00%	9.00%



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

vii) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis on defined benefit obligation is given below:

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
Sensitivity Level - Discount Rate		
0.5% Increase	419.53	249.19
0.5% Decrease	471.51	274.80
Sensitivity Level - Salary Escalation		
0.5% Increase	470.97	274.91
0.5% Decrease	419.78	248.99
Sensitivity Level - Withdrawal Rate		
Withdrawal Rate @110%	443.54	261.98
Withdrawal Rate @90%	445.17	260.90

viii) Expected contribution to the defined benefit plan for the next reporting period - ₹ 60 Lakhs.

39. Related Party Disclosures as per Indian Accounting Standard-24

(a) Related Parties:

Key Management Personnel

Mr. Pradip P. Madhavji (Chairman)
 Mr. Viren C. Mirani (Managing Director)
 Mrs. Shefali V. Mirani (Executive Director)
 Mr. Shridhar N. Pittie (Director)
 Mr. Jayprakash M. Tiwari (Director)
 Mr. Kalidas P. Vagadia (C.F.O. - Till 11th September, 2017)*
 Mr. Nishant P. Odhvani (C.F.O. - From 11th September, 2017)**
 Mrs. Tanaya T. Daryanani (Company Secretary)

Enterprises / Entities

Kris Aero Services Private Limited
 Khimji Visram & Sons (Gujarat) Pvt. Ltd.

(b) Transactions with related parties:

₹ in Lakhs

Particulars	Key Management Personnel		Entities controlled by Directors or their relatives		Total	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Transaction during the year						
Managerial Remuneration						
Mr. Viren C. Mirani	207.00	171.00	-	-	207.00	171.00
Mrs. Shefali V. Mirani	60.00	60.00	-	-	60.00	60.00
Sitting Fees						
Mr. Pradip P. Madhavji	1.55	1.90	-	-	1.55	1.90
Mr. Shridhar N. Pittie	1.55	1.90	-	-	1.55	1.90
Mr. Jayprakash M. Tiwari	1.30	1.90	-	-	1.30	1.90
Professional Charges						
Mr. Kalidas P. Vagadia	-	7.10	-	-	-	7.10
Salary & Perquisites						
Mr. Kalidas P. Vagadia*	-	1.73	-	-	-	1.73
Mr. Nishant P. Odhvani**	14.46	7.34	-	-	14.46	7.34
Ms. Tanaya Daryanani	6.94	6.51	-	-	6.94	6.51
Rent Charges						
Khimji Visram & Sons (Gujarat) Pvt. Ltd.	-	-	5.66	4.92	5.66	4.92
Repairs on Others						
Kris Aero Services Private Limited	-	-	0.88	0.34	0.88	0.34



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

- The above figures do not include provision for encashable leave, gratuity and premium paid for group health insurance as separate actual valuation / premium paid are not available.
- The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged / terms thereof and approved the same.

40. Income Tax

The major component of income tax expense for the years ended March 31, 2019 and March 31, 2018 are :

	₹ in Lakhs	
Particulars	2018 - 2019	2017 - 2018
Statement of Profit and Loss		
Current tax		
Current income tax	160.07	54.01
Adjustment in respect of income tax of previous year	0.83	47.06
Deferred tax		
Deferred tax expense/ (credit)	(168.25)	(57.17)
Mat credit entitlement	-	-
Income tax expense/(credit) reported in the statement of profit & loss	(7.35)	43.90

OCI section

Particulars	2018 - 2019	2017 - 2018
Deferred tax related to items recognised in OCI during the year		
Income tax expense /(Credit) on remeasurement of benefit plans	(16.61)	7.02
Deferred tax charged to OCI	(16.61)	7.02

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the year ended March 31, 2019 and March 31, 2018.

A) Current tax

Particulars	2018 - 2019	2017 - 2018
Profit Before Tax	568.12	269.52
Other Comprehensive Income	(59.69)	21.22
Total	508.43	290.74
Tax @ 27.82% (March 31, 2018: 33.063%) - (A)	141.45	96.13
<u>Adjustment</u>		
Non deductible expenses	13.05	16.52
Income exempt from tax	(47.04)	(54.11)
Adjustment in respect of income tax of previous year	0.83	47.06
Others	(132.25)	(56.27)
At the effective income tax rate of 27.82 % (March 31, 2018 : 33.063 %)	(23.96)	49.33



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

B) Deferred tax

Particulars	Balance Sheet		Statement of Profit and Loss	
	March 31, 2019	March 31, 2018	March 31,2019	March 31,2018
Deferred tax asset / (liabilities)				
On account of depreciation / amortisation	664.10	794.86	(130.76)	(39.10)
On account of Expenditure charged to the statement of profit and loss but allowable on payment basis for tax purpose	(97.11)	(64.00)	(33.11)	9.19
On account of Fair valuation of Investments	(31.64)	(27.26)	(4.38)	(27.26)
Deferred tax (expense / income)			(168.25)	(57.17)
Net deferred tax assets / (liabilities)	535.35	703.60		
Reflected in the balance sheet as follows				
Deferred tax assets	(128.75)	(91.26)		
Deferred tax liabilities	664.10	794.86		
Deferred tax (liabilities) / assets - net	535.35	703.60		

Reconciliation of deferred tax assets / (liabilities), net

Particulars	As at 31 st March 2019	As at 31 st March 2018
Opening balance	703.60	760.77
Tax income / (expense) during the period recognised in profit or loss (including utilisation of PY MAT credit)	(184.86)	(50.15)
Tax income / (expense) during the period recognised in OCI	16.61	(7.02)
Closing balance	535.35	703.60

41 Financial Instrument - Fair Values & Risk Management

41.1 Accounting Classifications & Fair Value Measurements

The fair values of the financial assets and liabilities are measured at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All financial instruments are initially recognized and subsequently re-measured at fair value as described below:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

I Figures as at March 31, 2018

Particulars	Carrying Amount	Fair Value	
		Level 1	Level 2
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Financial assets at amortised cost:			
Other Current & Non Current Financial Assets	621.20	-	621.20
Sub-total	621.20	-	621.20
Financial assets at fair value through profit or loss	-	-	-
Investments (Current)	2,706.67	2,706.67	-
Investments (Non-Current)	309.99	309.99	-
Total	3,016.66	3,016.66	-
Financial liabilities at amortised cost:			
Other financial liabilities	22.41	-	22.41
Sub-total	22.41	-	22.41
Financial liabilities at fair value through profit or loss	-	-	-
Total	-	-	-

II Figures as at March 31, 2019

Particulars	Carrying Amount	Fair Value	
		Level 1	Level 2
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
Financial assets at amortised cost:			
Other Current & Non Current Financial Assets	633.66	-	633.66
Sub-total	633.66	-	633.66
Financial assets at fair value through profit or loss			
Investments (Current)	2,463.37	2,463.37	-
Investments (Non-Current)	559.99	559.99	-
Total	3,023.36	3,023.36	-
Financial liabilities at amortised cost:			
Other financial liabilities	24.66	-	24.66
Sub-total	24.66	-	24.66
Financial liabilities at fair value through profit or loss	-	-	-
Total	-	-	-

41.2. Financial Risk Management

The company's Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

41.2.1. Credit Risk Management

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and ageing of accounts receivable. Individual risk limits are set accordingly.

- (a) The ageing analysis trade receivables from the date the invoice falls due is given below :

₹ in Lakhs

Particulars	As at 31 st March 2019	As at 31 st March 2018
Up to 3 months	524.71	440.79
3 to 6 months	0.12	6.20
6 to 12 months	0.02	0.78
Beyond 12 months	1.81	1.65
Total	526.66	449.42

- (b) Details of single customer accounted for more than 10% of the accounts receivable as at 31st March 2019 and 31st March 2018 :

₹ in Lakhs

Particulars	As at 31 st March 2019	As at 31 st March 2018
Eckhart Corporation	117.49	56.65
Biogel AG	64.45	-
Nitta Gelatin India Ltd.	59.83	-
Geltech Co. Ltd.	54.95	-
Comed Chemicals Limited	-	56.64
Mega Lifesciences Public Company Limited	-	36.22

- (c) Details of single customer accounted for more than 10% of revenue for the year ended at 31st March 2019 and 31st March, 2018:

₹ in Lakhs

Particulars	As at 31 st March 2019	As at 31 st March 2018
Geltech Co. Ltd	1,269.61	1,238.60
Suheung Vietnam Co. Ltd	-	1,131.56
Daiho Trading Co. Ltd	1,368.24	1,196.09
Eckhart Corporation	-	792.25

- (d) Based on historic default rates and overall credit worthiness of customers, management believes that no impairment allowance is required in respect of outstanding trade receivables as on 31st March 2019.

INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

41.2. Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	Trade Payable	Other Financial Liabilities	Total
	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
As at 31-03-2019			
Less than 1 year	312.34	24.66	337.00
1 to 5 years	-	-	-
Total	312.34	24.66	337.00
As at 31-03-2018			
Less than 1 year	596.74	22.41	619.15
1 to 5 years	-	-	-
Total	596.74	22.41	619.15

Foreign Currency Risk

The company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US\$, EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

(i) Foreign Currency Risk Exposures

Particulars	As at 31-03-2019		As at 31-03-2018	
	US \$	Euro	US \$	Euro
Financial Assets	333,745	83,600	790,200	109,154
Financial Liabilities	-	-	-	-
Net Exposure	333,745	83,600	790,200	109,154

Sensitivity Analysis

₹ in Lakhs

Particulars	Impact on PAT		Impact on PAT	
	31-03-2019		31-03-2018	
	Increase	Decrease	Increase	Decrease
USD Sensitivity - 5%	8.29	(8.29)	17.10	(17.10)
EURO Sensitivity - 5%	2.33	(2.33)	2.92	(2.92)



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

41.2.4 Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

41.2.5 Commodity Price Risk

Principal Raw Material for company's products is Crushed Bone, Lime & Hydrochloric Acid. Company sources its raw material requirements from domestic markets. Domestic market price generally remains in line with international market prices. Volatility in bone prices, currency fluctuation of rupee vis a vis other prominent currencies coupled with demand-supply scenario in the world market affect the effective price of bone, Lime and Hydrochloric Acid. Company effectively manages availability of material as well as price volatility through well planned procurement and inventory strategy and also through appropriate contracts and commitments.

Sensitivity Analysis

The table below summarises the impact of increase/decrease in prices of Crushed Bone, Lime and Hydrochloric Acid by Rs. 1 per kg on profit for the period.

Particulars	Impact on PAT	
	2018-19	2017-18
	₹ in Lakhs	₹ in Lakhs
₹ 1.00 increase in price of Crushed Bone	(104.35)	(86.49)
₹ 1.00 decrease in price of Crushed Bone	104.35	86.49
₹ 1.00 increase in price of Lime	(29.24)	(22.45)
₹ 1.00 decrease in price of Lime	29.24	22.45
₹ 1.00 increase in price of Hydrochloric Acid	(111.02)	(91.79)
₹ 1.00 decrease in price of Hydrochloric Acid	111.02	91.79

42 Capital Management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

43 Dues to Micro, Small and Medium Enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

₹ in Lakhs

Particulars	2018 - 2019	2017 - 2018
The principal amount remaining unpaid to any supplier as at the end of each accounting year;	5.60	-
The amount of interest paid by the buyer in terms of Section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006.	-	-

The information regarding Micro or Small Enterprises has been determined on the basis of information available with the management and which has been verified by the auditors. As per Terms, conditions and rates determined and agreed with the suppliers, the said agreed payment terms - are different from the credit terms provided in Section 16 of the MSMED Act, 2006. In the opinion of the management, Nil interest is applicable as per section 16 of MSMED Act and hence not required to be provided.

44. Lease

The company has taken office under cancellable operating lease. Future minimum lease payments in respect of which as on 31.03.2019 are as follows:

₹ in Lakhs

Particulars	Minimum Lease Payments	
	2018-19	2017-18
Not Later than 1 year	4.80	3.15
Later than 1 year & not later than 5 years	6.00	10.80
Later than 5 years	-	-
Total Minimum Lease Commitments	10.80	13.95
Less: Future Finance Charges	-	-
Present Value of MLPs	10.80	13.95
Other Financial Liabilities (Current)	-	-
Other Financial Liabilities (Non Current)	-	-

45. Letters of balance confirmation have been sent to various parties which are subject to confirmation and reconciliation, if any.



INDIA GELATINE & CHEMICALS LTD.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2019

- 46.** Previous year's figures have been regrouped / re-arranged / recasted, wherever necessary, so as to make them, comparable with current year's figures.
- 47.** In the opinion of the Board, the current assets, loans and advances are approximately of the value stated in the balance sheet, if realised in the ordinary course of the business. Provision for depreciation and all known liabilities have been made in accounts.
- 48.** In respect of Investments in Mutual Funds, during the year the company has earned dividend income of ₹ 158.20 lacs thereon. As against this, as per the requirement of IND AS-109, there is an unrealized loss of ₹ 29.70 Lacs due to fair valuation of Mutual Fund as on 31st March 2019 which has been appropriately disclosed in Statement of Profit & Loss.
- 49.** In terms of Ind AS 36 – Impairment of Assets issued by ICAI, the management has reviewed its fixed assets and arrived at the conclusion that impairment loss which is difference between the carrying amount and recoverable value of assets, was not material and hence no provision is required to be made.

As per our attached report of even date
For **Chandulal M. Shah & Co.**
Chartered Accountants
FRN 101698W

Arpit D. Shah
Partner
Mem. No.: 135188

Place : Ahmedabad
Date : 13-05-2019

Pradip P. Madhavji
Chairman

Viren C. Mirani
Managing Director

Shefali V. Mirani
Executive Director

Place : Mumbai
Date : 13-05-2019

Shridhar N. Pittie
Director

Jayprakash M. Tiwari
Director

Tanaya T. Daryanani
Company Secretary



INDIA GELATINE & CHEMICALS LTD.

703/704, "Shilp", C.G. Road, Navrangpura,
Ahmedabad – 380009, Gujarat

13th May, 2019

Dear Shareholder,

Subject : MCA's Green Initiative for Paperless Communications

The Ministry of Corporate Affairs, Government of India (MCA) has, vide Circular No. 18/2011 dated 29th April, 2011, undertaken a 'Green Initiative in Corporate Governance' allowing companies to send the Annual Report and other documents to their shareholders electronically.

The Securities and Exchange Board of India has, vide Circular No. CIR/CFD/DIL/7/2011 directed listed companies to supply soft copies of Annual Reports to all those shareholders who have registered their e-mail addresses for the purpose.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

We therefore propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, half-yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time. As per our records, your e-mail address is not registered with your Depository Participant / Share Transfer Agent.

In case you wish to receive all the above communications in electronic form; and

- A. hold your shares in dematerialized form, kindly register your e-mail address with your Depository Participant at the earliest, or
- B. hold your shares in physical form, kindly register your e-mail address with our Share Transfer Agent at the following address at the earliest;
 Registrar & Share Transfer Agent:
 LINK INTIME INDIA PVT. LTD.
 C 101, 247 Park, L B S Marg,
 Vikhroli West, Mumbai – 400 083.
 Tel. No. : +91 22 4918 6000 Fax: +91 22 4918 6060
 Email: rnt.helpdesk@linkintime.co.in

You may use the format given below for registering your e-mail address with your Depository Participant / Link Intime India Pvt. Ltd.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our company website: www.indiagelatine.com The document will also be available to you for inspection at the Registered Office of the company during office hours.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 2013, free of cost, upon receipt of a requisition from you any time during the year.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour today.

This communication may be ignored, if your e-mail address is already registered with your Depository Participant / Link Intime India Pvt. Ltd.

Thanking you,

Yours faithfully,

For **INDIA GELATINE & CHEMICALS LTD.**

Viren C. Mirani
Managing Director

-----X-----X-----X-----
E-COMMUNICATION REGISTRATION FORM
(In terms of circulars dated 21.04.2011 & 29.04.2011
Issued by the Ministry of Corporate Affairs)



INDIA GELATINE & CHEMICALS LTD.
703/704, 'Shilp', 7th Floor,
Near Municipal Market, Sheth C.G. Road,
Navrangpura, Ahmedabad - 380009 Gujarat

Folio No./DP ID & Client ID No. : _____

Name of 1st Registered holder : _____

Name of Joint holder(s) : _____

E-mail (to be registered) : _____

Please register my above e-mail in your records for receiving communication in electronic form from company/ies of which I/we am/are shareholder(s).

Date : _____

Signature _____
(First holder)

Note : Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.

FORM NO. MGT - 11
(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014



INDIA GELATINE & CHEMICALS LTD.

Registered Office : 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad - 380 009, Gujarat, India.

Tel: +91-79-2646 9514 • Website : www.indiagelatine.com

Investors Relations e-mail id : investor@indiagelatine.com • Corporate Identity Number (CIN): L99999GJ1973PLC002260

PROXY FORM

Name of the Member(s): Registered Address	Folio No./Client ID: DP ID:
E-mail ID:	

I/We, being the Member(s) of the above named Company, holding _____ Shares, hereby appoint

1	Name _____	Address _____	
	Email ID _____	Signature _____	or failing him
2	Name _____	Address _____	
	Email ID _____	Signature _____	or failing him
3	Name _____	Address _____	
	Email ID _____	Signature _____	

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 47th Annual General Meeting of the Company to be held on Tuesday, 17th September, 2019 at 11.00 a.m. at the GICEA, Nirman Bhavan, (Gajjar Hall), Nr. Law Garden, Ellisbridge, Ahmedabad - 380006 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. _____	2. _____	3. _____	4. _____
5. _____	6. _____	7. _____	

Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Note : This form 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 meeting.

TEAR HERE