



INDIA GELATINE & CHEMICALS LTD.

Plot No. 1/A, G.I.D.C. Industrial Estate, National Highway, VAPI - 396 195. (Gujarat). INDIA

Tel.: +91-260-240 1741, 240 1584, 240 1385, 240 0795

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Date: April 10, 2019

To,
BSE Limited,
Department of Corporate Services – CRD,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

BSE Scrip Code: 531253/ Scrip ID: INDGELA

Sub : Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2019

Dear Sir,

Please find enclosed herewith a copy of the Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st March, 2019.

We request you to kindly take the above information on record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **INDIA GELATINE & CHEMICALS LTD.**

COMPANY SECRETARY

Encl.: as above.

Head Office : 77/78, Mittal Chambers, 7th Floor, 228, Nariman Point, Box No. 11620, Mumbai - 400 021.

Tel.: +91-22-2202 0341 Fax : +91-22-2284 5522 • Email : igclmumbai@indiagelatine.com

Regd. Office : 703/704, "SHILP", 7th Floor, Near Municipal Market, Sheth C. G. Road, Navrangpura, Ahmedabad - 380 009 (Gujarat). Tel.: +91-79-2646 6737, 2646 9514 • Fax : +91-79-2646 5569.

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1004201902112927	Date & Time	: 10/04/2019 02:11:30 PM
Scrip Code	: 531253		
Entity Name	: India Gelatine & Chemicals Ltd.		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2019		
Mode	: E-Filing		

General information about company	
Scrip code	531253
NSE Symbol	
MSEI Symbol	
ISIN	INE342D01012
Name of the entity	India Gelatine & Chemicals Ltd.
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Viren Chandrasinh Mirani	AAEPM3516D	00044901	Executive Director	Not Applicable	MD	01-04-2017			1	1	0		
2	Mrs	Shefali Viren Mirani	AAOPM7989A	03107547	Executive Director	Not Applicable		01-04-2017			1	0	0		
3	Mr	Shridhar Nandlal Pittie	AADPP6323Q	00562400	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	2	2	0		
4	Mr	Pradip Pranjivan Madhavji	AACPM0551G	00549826	Non-Executive - Independent Director	Chairperson		01-04-2014		60	2	3	3		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Jayprakash Mishrilal Tiwari	AABPT5949G	06906943	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00549826	Pradip Pranjivan Madhavji	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	00562400	Shridhar Nandlal Pittie	Non-Executive - Independent Director	Member	01-04-2014		
3	06906943	Jayprakash Mishrilal Tiwari	Non-Executive - Independent Director	Member	01-04-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00562400	Shridhar Nandlal Pittie	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	00549826	Pradip Pranjivan Madhavji	Non-Executive - Independent Director	Member	01-04-2014		
3	06906943	Jayprakash Mishrilal Tiwari	Non-Executive - Independent Director	Member	01-04-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00549826	Pradip Pranjivan Madhavji	Non-Executive - Independent Director	Chairperson	01-04-2014		
2	00562400	Shridhar Nandlal Pittie	Non-Executive - Independent Director	Member	01-04-2014		
3	00044901	Viren Chandrasinh Mirani	Executive Director	Member	01-04-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00044901	Viren Chandrasinh Mirani	Executive Director	Chairperson	01-04-2017		
2	03107547	Shefali Viren Mirani	Executive Director	Member	01-04-2017		
3	06906943	Jayprakash Mishrilal Tiwari	Non-Executive - Independent Director	Member	01-04-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	01-11-2018			
2		08-02-2019	98	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								Reason for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	
1	Audit Committee	08-02-2019	Yes	3	01-11-2018	98		
2	Nomination and remuneration committee	08-02-2019	Yes	3				During previous quarter, Nomination & Remuneration Committee meeting was not held
3	Stakeholders Relationship Committee	08-02-2019	Yes	3	01-11-2018	98		
4	Corporate Social Responsibility Committee	08-02-2019	Yes	3				During previous quarter, Corporate Social Responsibility committee meeting was not held

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Tanaya Daryanani
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.indiagelatine.com/properties.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.indiagelatine.com/financialinfo.html
3	Composition of various committees of board of directors	Yes		https://www.indiagelatine.com/directors.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.indiagelatine.com/financial/code%20of%20conduct%20for%20board%20of%20directors%20&%20senior%20m
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.indiagelatine.com/financial/Whistle%20Blower%20Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		http://www.indiagelatine.com/financial/Nomination%20&%20Remuneration%20Policy.pdf
7	Policy on dealing with related party transactions	Yes		http://www.indiagelatine.com/financial/Policy%20on%20Materiality%20of%20related%20party%20transaction.pdf
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.indiagelatine.com/financialinfo.html

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.indiagelatine.com/financialinfo.html
11	email address for grievance redressal and other relevant details	Yes		https://www.indiagelatine.com/financialinfo.html
12	Financial results	Yes		https://www.indiagelatine.com/financialinfo.html
13	Shareholding pattern	Yes		https://www.indiagelatine.com/financialinfo.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Tanaya Daryanani
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	Tanaya Daryanani
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Tanaya Daryanani
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	10-04-2019