



INDIA GELATINE & CHEMICALS LTD.

77/78, Mittal Chambers, 228 Nariman Point, Mumbai - 400 021. INDIA

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Email : igclmumbai@indiagelatine.com, Web : www.indiagelatine.com CIN - L99999GJ1973PLC002260

Date: May 29, 2017

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

BSE Scrip Code: 531253 / Scrip ID: INDGELA

Dear Sir/ Madam,

Ref: Proposed Buyback of India Gelatine & Chemicals Ltd (the "Company")

Sub: Filing of Draft Letter of Offer pursuant to provision of Regulations 8 (4) of SEBI (Buy- back of Securities) Regulations, 1998

With reference to above captioned subject, please find enclosed herewith the Draft Letter of Offer of India Gelatine & Chemicals Ltd for proposed Buyback of its Fully Paid Up Equity Shares of Face Value of ₹ 10/- each up to 23,07,700 (Twenty Three Lakh Seven Thousand and Seven Hundred) which represents 24.55% of the total paid up Equity Share Capital of the Company, at a price of ₹ 117/- (Rupees One Hundred and Seventeen Only) per Equity Share payable in cash for an aggregate amount of, up to ₹ 2,700.009 lakhs from Equity Shareholders as on Record Date on a proportionate basis through the Tender Offer process using Stock Exchange Mechanism of BSE Limited.

Kindly receive the same in order and take it on your record.

Thanking You,

For India Gelatine & Chemicals Limited,

Varsha Aswani
Company Secretary

Encl.: As stated above.

Regd. Office : 703/704, "SHILP", C. G. Road, Navrangpura, Ahmedabad - 380 009. (Gujarat). INDIA
Tel.: +91 79 2646 9514 Fax : +91 79 2646 5569.

Factory : Plot No. 1/A, G.I.D.C. Industrial Estate, National Highway, VAPI - 396 195. (Gujarat). INDIA
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DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of India Gelatine & Chemicals Ltd. (the “Company”) as on the Record Date in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended (the “Buy-back Regulations”). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-back i.e. Vivro Financial Services Private Limited or the Registrar to the Buy-back i.e. Link Intime India Private Limited. Please refer to the section on “Definitions of Key Terms” for the definition of the capitalized terms used herein.



INDIA GELATINE & CHEMICALS LTD.

Registered Office: 703/704, Shilp, 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India.

Tel: +91-79-26469514; **Fax:** +91-79-26465569

Head Office: 77/78, Mittal Chambers, 228, Nariman Point, Mumbai- 400021, Maharashtra, India.

E-mail: investor@indiagelatine.com; **Website:** www.indiagelatine.com

Corporate Identity Number: L99999GJ1973PLC002260

Contact Person: Mrs. Varsha Aswani – Company Secretary & Compliance Officer

(Tel: +91-22-22020341, **Email:** varsha@indiagelatine.com)

Cash Offer for Buy-back of up to 23,07,700 (Twenty Three Lakh Seven Thousand and Seven Hundred) fully paid-up Equity Shares of the Company of face value of ₹ 10/-each (“Equity Share(s)”) from all the fully paid-up Equity Shareholders/ beneficial owners of the Equity Shares of the Company as on the Record Date i.e. Friday, June 02, 2017 (“Record Date”), on a proportionate basis, through the Tender Offer Route using stock exchange mechanism (“Tender Offer”), at a price of ₹117/- (Rupees One Hundred and Seventeen Only) per Equity Share (“Buy-back Price”) for an aggregate amount not exceeding ₹ 27,00,00,900/- (Rupees Twenty Seven Crores and Nine Hundred Only) excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (“Transaction Costs”) (hereinafter referred to as “Buy-back Size”) as per the audited financial statements of the Company for the nine months period ended on December 31, 2016, (the process being referred hereinafter as “Buy-back”). As required under the Buy-back Regulations, Equity Shares to be bought back are divided into two categories: (i) reserved category for Small Shareholders (as defined hereinafter); and (ii) General Category for all other shareholders.

- The Buy-back is in accordance with provisions of Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the “Act”) as amended and rules made thereunder to the extent applicable and in compliance with the Buy-back Regulations, Article 63 of the Articles of Association of the Company and is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/ or regulatory authority.
- The Buy-back Size of ₹ 27,00,00,900/- which represents 23.33% of the paid-up share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the nine months period ended on December 31, 2016, is within the statutory limits of 25% (twenty five percent) of the total paid-up share capital and free reserves (including securities premium account). The Equity Shares proposed to be bought back represent 24.55% of the total number of paid-up Equity Shares of the Company.
- The Letter of Offer shall be sent to the Equity Shareholder(s)/ Beneficial Owner(s) of Equity Shares as on the Record Date i.e. Friday, June 02, 2017
- The procedure for tendering Equity Shares and settlement is set out in paragraph 20 on page 27 of this Draft Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) will be enclosed together with the Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.27 on page 33 of the Draft Letter of Offer.
- A copy of the Public Announcement, Draft Letter of Offer and the Letter of Offer (including the Tender Form) shall also be available on the website of Securities and Exchange Board of India—www.sebi.gov.in and on Company’s website www.indiagelatine.com
- Eligible Shareholders are advised to refer to details of the Statutory Approvals and Note on Taxation in paragraph 17 on page 22 and paragraph 21 on page 35 respectively of this Draft Letter of Offer, before tendering their Equity Shares in the Buy-back.

BUY-BACK OPENS ON: [●]

BUY-BACK CLOSES ON: [●]

LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO BUY-BACK: [●], 5 P.M. (IST)

MANAGER TO THE BUY-BACK

VIVRO

Vivro Financial Services Private Limited

607,608 Marathon Icon, Opp. Peninsula Corporate Park,
Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel,
Mumbai-400 013.

Contact Person(s): Mr. Harish Patel / Mr. Sagar Jatakiya

Email: investors@vivro.net, **Website:** www.vivro.net

Tel: +91 22 6666 8040/41/42, **Fax:** +91 22 6666 8047

SEBI Registration Number: INM000010122

Validity: Permanent

CIN: U67120GJ1996PTC029182

REGISTRAR TO THE BUY-BACK

LINKIntime

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra, India.

Tel. No.: +91 22 4918 6200, **Fax:** +91 22 4918 6195

Email: indiagelatine.buyback@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

SEBI Registration Number: INR000004058

Validity: Permanent

CIN: U67190MH1999PTC118368

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1. SCHEDULE OF ACTIVITIES

Activity	Date	Day
Date of the Board meeting held to approve the proposal for Buy-back of Equity Shares	April 08, 2017	Saturday
Date of declaration of the result of the postal ballot through which the Shareholders approval for the Buy-back was sought	May 20, 2017	Saturday
Date of publication of Public Announcement for the Buy-back	May 23, 2017	Tuesday
Record Date for determining the Buy-back Entitlement and the Eligible Shareholders	June 2, 2017	Friday
Buy-back opens on / Buy-back Opening Date	[●]	[●]
Buy-back closes on / Buy-back Closing Date	[●]	[●]
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar to Buy-back	[●]	[●]
Last date of verification by Registrar to Buy-back	[●]	[●]
Last date of intimation to the Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar and Manager to the Buy-back	[●]	[●]
Last date of settlement of bids on the Stock Exchange	[●]	[●]
Last date of dispatch of share certificate(s) by Registrar to Buy-back / return of unaccepted demat shares by Stock Exchange to Shareholder Broker / Broker	[●]	[●]
Last date of extinguishment of Equity Shares bought back	[●]	[●]

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, Act, regulation, rules, guidelines or policies shall be to such legislation, Act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, 2013 as amended and the rules and regulations made thereunder and to the extent applicable.

Term	Description
Acceptance	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buy-back Offer.
Act / Companies Act	The Companies Act, 2013 as amended and the rules and regulations made thereunder and to the extent applicable.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the BSE in the form of a separate window in accordance with SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time.
Additional Equity Shares	Equity Shares tendered by Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder such that total number of Equity Shares tendered do not exceed the Equity Shares held on the Record Date by such Eligible Shareholders.

Term	Description
Articles	Articles of Association of the Company, as amended from time to time
ASE	Ahmedabad Stock Exchange Limited
AOP	Association of Persons
Board/Board of Directors	Board of Directors of the Company
BSE	BSE Limited
Buy-back or Buy-back Offer or Offer	Buy-back of up to 23,07,700 (Twenty Three Lakh Seven Thousand and Seven Hundred) fully paid-up equity shares of the Company of face value of ₹ 10/- each ("Equity Share(s)"), at a price of ₹ 117/- (Rupees One Hundred and Seventeen Only) per Equity Share for an aggregate amount not exceeding ₹ 2,700.009 Lakhs from Eligible Shareholders, through the Tender offer on a proportionate basis.
Buy-back Entitlement or Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back, based on the number of Equity Shares held by that Eligible Shareholder on the Record Date in the Ratio of Buy-back as applicable in the category, to which such Eligible Shareholder belongs.
Buy-back Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 117/- (Rupees One Hundred and Seventeen Only) per fully paid-up Equity Share, payable in Cash
Buy-back Regulations	Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time
Buy-back Size	Maximum number of Equity Shares proposed to be bought back (i.e. not exceeding 23,07,700 Equity Shares) multiplied by the Buy-back Price (i.e. ₹ 117/-per Equity Share) aggregating to an amount not exceeding ₹ 2,700.009 Lakhs
BOI	Body of Individuals
Company	India Gelatine & Chemicals Ltd.
Company's Broker	Sunidhi Securities & Finance Ltd.
Compliance Officer(s)	Mrs. Varsha Aswani, Company Secretary & Compliance Officer
Company's Demat Account	The depository account opened by the Company in relation to the Buy-back.
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
DP	Depository Participant
Draft Letter of Offer/ DLoF	This Draft Letter of Offer dated May 29, 2017 filed with SEBI
Designated Stock Exchange	The designated stock exchange for the Buy-back is BSE.
Director	Director(s) of the Company
Eligible Shareholder(s)	All persons holding Equity Shares as on the Record Date being Friday, June 02, 2017 and who are eligible to participate in the Buy-back in terms of this DLoF.
Equity Shares	Fully paid-up equity shares of face value of ₹ 10/- each of the Company
Equity Shareholder(s)	Holders of the fully paid-up Equity Shares and includes beneficial owners thereof
Escrow Account	The Escrow Account titled " <i>IGCL - Buy-back of equity shares -Escrow A/c</i> " opened with Escrow Agent
Escrow Agent	Kotak Mahindra Bank Limited
Escrow Agreement	The escrow agreement dated May 26, 2017 entered into between the Company, Escrow Agent and Manager to the Buy-back
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FII(s)	Foreign Institutional Investor(s)
Financial Year/FY	1 st April to 31 st March
FPI(s)	Foreign Portfolio Investor(s)
General Category	Category of Eligible Shareholders(s) other than the Small Shareholders

Term	Description
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended from time to time
Letter of Offer/LoF	The Letter of Offer dated [●] to be filed with SEBI containing disclosures in relation to the Buy-back as specified in the Buy-back Regulations, including comments received from SEBI on the DLoF
LODR Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Manager to the Buy-back/Manager	Vivro Financial Services Private Limited
Non-Resident Shareholders	Equity Shareholders other than resident Equity Shareholders including Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors(FPI), erstwhile Overseas Corporate Bodies(OCB) and Foreign Nationals
NRE Account	Non-resident external account
Offer Period/Tendering Period / Buy-back Offer Period	Period of Ten Working Days from the Buy-back Opening Date i.e. [●] till Buy-back Closing Date i.e. [●] (both days inclusive)
Promoters	Mr. Viren C Mirani and Mrs. Shefali V Mirani
Promoters and Persons in Control	Promoters, promoter group and persons acting in concert including such persons as have been disclosed under the filings as per filings made by the Company from time to time under LODR Regulations and Takeover Regulations.
Public Announcement/ PA	Public announcement dated May 22, 2017 in relation to the Buy-back made by the Company which was published on May 23, 2017 in Financial Express (English national daily), Jansatta(Hindi national daily) and Financial Express(Regional language daily - Gujarati)
PAN	Permanent Account Number
Ratio of Buy-back or Entitlement Ratio	The ratio of the Buy-back for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders (“ Reserved Category ”), [●] Equity Shares for every [●] Equity Shares; and (ii) in case of Eligible Shareholders other than Small Shareholders, [●] Equity Shares for every [●] Equity Shares
RBI	Reserve Bank of India
Recognised Stock Exchange(s)/ Stock Exchange(s)	BSE and ASE, being the recognised stock exchanges where the Equity Shares of the Company are listed
Record Date	The date for the purpose of determining the Buy-back Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the Buy-back in accordance with the Buy-back Regulations and in terms of the Letter of Offer. The Record Date for the Buy-back is Friday, June 02, 2017.
Registrar to the Buy-back/ Registrar	Link Intime India Private Limited
Reserved Category	Category of the Small Shareholders eligible to tender Equity Shares in the Buy-back
SEBI	The Securities and Exchange Board of India
Shareholder Member/ Seller Member / Shareholder Broker	A Stock Broker (who is a member of the BSE) of an Eligible Shareholder, through whom the Eligible Shareholder may participate in the Buy-back
Small Shareholder	An Eligible Shareholder who holds Equity Shares of market value not more than ₹ 2,00,000/- (Rupees Two Lakhs only) on the basis of closing price on the Recognised Stock Exchange registering the highest trading volume on the Record Date.

Term	Description
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Tender Form	Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buy-back
Tender Offer	Method of Buy-back as defined in regulation 2(1)(o) read with regulation 9(3A) of the Buy-back Regulations using stock exchange mechanism
TRS	Transaction Registration Slip
U.S.	United States/ United States of America
Working Day(s)	Any working day of SEBI

3. DISCLAIMER CLAUSE

- 3.1. As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-back commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buy-back, i.e. Vivro Financial Services Private Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buy-back.
- 3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buy-back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buy-back, has furnished to SEBI a Due Diligence Certificate dated May 29, 2017 in accordance with Buy-back Regulations, which reads as follows:
- “We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated May 22, 2017 and the Draft Letter of Offer dated May 29, 2017. On the basis of such examination and the discussions with the Company, we hereby state that:
- The Public Announcement and the DLoF are in conformity with the documents, materials and papers relevant to the Buy-back;
 - All the legal requirements connected with the said Buy-back including the SEBI (Buy-Back of Securities) Regulations, 1998, as amended, have been duly complied with;
 - The disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the captioned Buy-back;
 - Funds used for Buy-back shall be as per the provisions of the Companies Act, 2013.”
- 3.3. The filing of DLoF with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buy-back.
- 3.4. The Promoters and Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in the manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld and/ or amounts to a mis-statement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buy-back Regulations.

- 3.5. The Promoters and Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.
- 3.6. **NO OFFER TO SUBSCRIBE/PURCHASE/SELL, OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUY-BACK**
- a) The Public Announcement that was published on May 23, 2017 and this Draft Letter of Offer in connection with this Buy-back, has been prepared for the purposes of compliance with the regulations of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Draft Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/purchase/sell, any securities of the Company in any jurisdiction (other than India) or as a solicitation or an invitation in any form to subscribe/purchase/sell any securities including the Equity Shares of the Company.
 - b) **Disclaimer for US Persons:** The information contained in this Draft Letter of Offer is exclusively intended for persons who are not U.S. Persons, as such term is defined in the applicable regulation of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.
 - c) **Disclaimer for Persons in other foreign countries:** This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this draft Letter of Offer are requested to inform themselves about and to observe any such restrictions
 - d) No action has been or will be taken by the Company or Manager to the Buy-back to permit the Buy-back in any jurisdiction where action would be required for that purpose. This Draft Letter of Offer shall be dispatched to all Equity Shareholders whose names appear in the register of members of the Company, on the Record Date. However, receipt of this Draft Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buy-back, or where making this Buy-back would require any action to be taken (including, but not restricted to, registration of this Draft Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.
 - e) Persons in possession of this Draft Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

- 4.1. The Buy-back through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on April 08, 2017. The extract of the resolution of the Board is as follows:

“RESOLVED THAT pursuant to provisions of Article 63 of the Articles of Association of the Company and the provisions of sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and applicable rules made there under and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended from time to time (**“Buy-back Regulations”**) and subject to such other approvals permissions and sanctions as may be necessary and further subject to approval of the members of the Company by way of Special Resolution through Postal Ballot (including e-voting), the consent of the Board of Directors (herein referred to as the **“Board”** which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby accorded for the Buy-back of fully paid up Equity Shares by the Company having face value of Rs.10/- each (**“Equity Share(s)”**) up to 23,07,700 Equity Shares (representing 24.55% of the total paid-up equity share capital of the Company) at a price of Rs. 117/- (Rupees One Hundred & Seventeen only) (**“Buy-back Price”**) per Equity Share payable in cash for a total consideration not exceeding Rs 27,00,00,900/- (Rupees Twenty Seven Crore and Nine Hundred Only), excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (**“Transaction Costs”**) (hereinafter referred to as **“Buy-back Size”**), which is within the limit of 25% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the period nine months ended on December 31, 2016, through the **“Tender Offer”** route as prescribed under the Buy-back Regulations (the process being referred hereinafter as **“Buy-back”**), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert, as on the record date (to be decided at a later stage), it being understood that the **“promoter”**, **“promoter group”**, and **“persons acting in concert”** will be such persons as have been disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

FURTHER RESOLVED THAT 15% (fifteen percent) of the total number of Equity Shares which the Company proposes to Buy-back or such number of Equity Shares entitled as per the shareholding of small shareholders, as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buy-back Regulations.

FURTHER RESOLVED THAT the amount required by the Company for the Buy-back is to be met out of the balances in free reserves, current surplus and/or cash and cash equivalents and/or internal accruals and/or liquid resources and/or such other permissible sources of funds of the Company, as per the Act and the Buy-back Regulations.

FURTHER RESOLVED THAT the Company, to the extent legally permissible, implement the Buy-back using the **“Mechanism for acquisition of shares through Stock Exchange”** notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time and the Company shall approach the BSE Limited for facilitating the same.

FURTHER RESOLVED THAT the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended (**“Listing Regulations”**).

FURTHER RESOLVED THAT in terms of Regulation 19(3) of the Buy-back Regulations, Mrs. Varsha Aswani, Company Secretary, be and is hereby appointed as the Compliance Officer for the proposed Buy-back and Link Intime India Pvt. Ltd., Registrar and Transfer Agent, is appointed as the Investor Service Centre.

FURTHER RESOLVED THAT the Board of Directors hereby confirm:

- i. That the Equity Shares of the Company are fully paid up;
- ii. That the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of closure of this Buy-back except in discharge of subsisting obligations such as stock option schemes, sweat equity, as may be permitted under the relevant regulations and applicable law;
- iii. The Company shall not raise further capital for a period of one year from the closure of the Buy-back, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- iv. That the Company shall not Buy-back any locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- v. That the Company shall not Buy-back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement;
- vi. That the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- vii. That the Company shall not make any offer to Buy-back its Equity Shares within a period of one year reckoned from the date of closure of the Buy-back;
- viii. That there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
- ix. That the ratio of the aggregate of secured and unsecured debts owned by the Company immediately after the Buy-back shall not be more than twice the paid up capital and free reserves of the Company;
- x. That there shall not be pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act outstanding as on the date of Public Announcement;
- xi. The Company will not withdraw the Buy-back after the Draft Letter of Offer is filed with the SEBI or public announcement of Buy-back is made;
- xii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act.

FURTHER RESOLVED THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buy-back any Equity Shares, and / or impair any power of the Company or the Board to terminate any process in relation to such Buy-back as permissible by law.

FURTHER RESOLVED THAT the Buy-back of Equity Shares from non-resident shareholders, Overseas Corporate Bodies, shareholders of foreign nationality, etc. if any, shall be subject to such approval if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and relevant rules and regulations framed there under, if any.

FURTHER RESOLVED THAT the approval of the Board be and is hereby accorded for the appointment of Vivro Financial Services Private Limited as Manager to the Buy-back.

FURTHER RESOLVED THAT Mr. Viren C. Mirani (DIN: 00044901)- Chairman & Managing Director, Mrs. Shefali V. Mirani (DIN: 03107547) Executive Director of the Company and Mrs. Varsha Aswani, Company Secretary of the Company, be and are hereby jointly and/or severally authorized to sign the Public Announcement, Draft Letter of Offer, Letter of Offer and Post Buy-back Announcement and addendum/corrigenda thereto, all relevant forms, documents, applications, undertakings and such other documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back.

FURTHER RESOLVED THAT the common seal of the Company, if required be affixed on such documents in the presence of any one of the Directors and duly countersigned by the Company Secretary.

FURTHER RESOLVED THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the following opinion:

That immediately following the date of this Board Meeting and the date on which the results of the postal ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts.

- a) That as regards the Company's prospects for the year (12 months) immediately following 1)the date of this Board Meeting and 2)the date on which the results of the postal ballot will be declared, approving the Buy-back, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year (12 months) from the date of this Board Meeting as well as the date on which the results of the Postal Ballot will be declared.
- b) In forming its opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).

FURTHER RESOLVED THAT in terms of Section 68(6) of the Act read with Regulation 8(7) of the Buy-back Regulations the draft of the declaration of solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the Board, be and is hereby approved and Mr. Viren C. Mirani (DIN: 00044901) – Chairman & Managing Director jointly with Mrs. Shefali V. Mirani (DIN: 03107547) - Executive Director be and are hereby authorized to sign the same for and on behalf of the Board, and Mrs. Varsha Aswani, Company Secretary, be and is hereby authorized to file the same with the Registrar of Companies, Gujarat, ("**ROC**") and the Securities Exchange Board of India or any such other concerned authorities, as may be necessary in accordance with applicable laws.

RESOLVED THAT Mr. Viren C. Mirani (DIN: 00044901) – Chairman & Managing Director, Mrs. Shefali V. Mirani (DIN: 03107547) - Executive Director and Mrs. Varsha Aswani – Company Secretary be and are hereby jointly and/or severally authorized to:

1. Appoint Buy-back broker, legal advisor, transaction advisor, auditor, advertisement agency, printers, escrow agents and such other persons/consultants for the Buy-back as may be required or deemed fit;
2. fix up the remuneration including commission, brokerage, fees, charges etc. and terms & conditions for the appointments referred to in point 1 above;
3. execute, sign, affirm and deliver all such documents including consent letter, power of attorney, certificates, instruments, agreements, letters, undertakings, memorandum of understanding, declarations, affidavits, engagement/appointment letters, indemnity, bank guarantee, ROC forms etc. as may be required in connection with this resolution or the Buy-back and/ or otherwise considered by them in the best interest of the Company;
4. fix the record date for determining the shareholders/beneficial owners of the Equity Shares of the Company who shall be entitled to tender their permissible Equity Shares in the Buy-back;
5. settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company and
6. do and perform all such acts, matters, deeds and things as it may in its absolute discretion deem necessary or desirable for the purpose of Buy-back as is in the best interest of the Company."

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of regulation 8(1) of the Buy-back Regulations, the Company has made a Public Announcement dated May 22, 2017 in relation to the Buy-back which was published on May 23, 2017 in the following newspapers, within two Working Days from the date of Shareholders' approving the Buy-back, by Special Resolution through postal ballot including e-voting, the result of which was declared on Saturday, May 20, 2017:

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Financial Express	Gujarati	Regional Edition

(A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in)

6. DETAILS OF THE BUY-BACK

- 6.1** In accordance with Article 63 of the Articles of Association of the Company and provisions of section 68, 69, 70 and other applicable provisions of the Act, rules made thereunder and in compliance with the Buy-back Regulations and subject to such other approvals, permissions and sanctions as may be necessary, the Board of Directors of the Company at its meeting held on April 8, 2017, have approved the Buy-back of up to 23,07,700 (Twenty Three Lakh Seven Thousand And Seven Hundred) fully paid up Equity Shares of the Company having face value of ₹ 10/- each (representing 24.55% of the total paid-up equity share capital of the Company) at a price of ₹ 117/- (Rupee One Hundred and Seventeen Only) per Equity Share payable in cash for a total consideration not exceeding ₹ 27,00,00,900/- excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. , which is within the limit of 25% of the total paid-up equity capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the nine months period ended on December 31, 2016, through the Tender Offer route as prescribed under the Buy-back Regulations , on a proportionate basis, from the Eligible Shareholders. The shareholders approved the Buy-back, by way of a special resolution, through postal ballot/ including electronic voting (e-voting) vide a postal ballot notice dated April 11, 2017 (the “**Notice**”), the results of which were announced on Saturday, May 20, 2017. The shareholders of the Company have authorized the Board, *inter alia*, to finalize the terms of Buy-back, fix Record Date, determine Entitlement Ratio and such other matters as may be necessary in connection with the Buy-back with a power to delegate all or any of these powers to any other director or executive(s) or officers of the Company. The Buy-back is subject to receipt of any approvals, permissions and sanctions of statutory, regulatory or governmental authorities as may be required under applicable laws, including SEBI, and the stock exchange(s) on which the Equity Shares of the Company are currently listed, namely, the BSE and ASE.
- 6.2** The Equity Shares are listed on BSE with scrip code: 531253 and scrip ID: INDGELA and ASE with scrip code: 25710
- 6.3** The Buy-back Price is ₹ 117/- per Equity Share and the total amount for Buy-back shall not be exceeding ₹ 27,00,00,900/- excluding the Transaction Costs, which is within the limit of 25% of the total paid-up equity capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the nine months period ended on December 31, 2016.
- 6.4** The Buy-back shall be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date through the Tender Offer route prescribed under Regulation 4(1)(a) of the Buy-back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Eligible Shareholders and settlement of the same, through the Stock Exchange Mechanism as specified by SEBI in Circular Number CIR/CFD/POLICY CELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time (the “**SEBI Circulars**”).
- 6.5** As on date of Board Meeting approving Buy-back, the Promoters and Persons in Control of the Company are holding 63,52,939 Equity Shares of the Company representing 67.58% of the existing paid up equity share capital of the Company which is as follows:

Name	Equity Shares	Percentage (%)
Promoters		
Viren Chandrasinh Mirani	22,14,263	23.56
Shefali Viren Mirani	14,38,419	15.30
Total (A)	36,52,682	38.86
Promoter Group		
Olive Finance & Investments Pvt Ltd	18,63,099	19.82
Divyaprabha Chandrasinh Mirani	5,49,534	5.85
Sunil Pratapsinh Mirani	1,38,499	1.47
Madhav Navinchandra Mirani	1,20,209	1.28
Navinchandra R. Mirani	11,984	0.13
Chandrasinh Hansraj Mirani HUF	11,824	0.13
Aditi Pratapsinh Mirani	3,840	0.04
Jasumati Jethalal Thaker	800	0.00
Arjun Sunil Mirani	468	0.00
Total (B)	27,00,257	28.72
Total (A+B)	63,52,939	67.58

- 6.6 In terms of Buy-back Regulations, under the Tender Offer route, Promoters and Persons in Control have option to participate in the Buy-back. In this regard, the details of the Promoters who have expressed their intention to participate and details of their participation in the Buy-back have been given in paragraph 9.2 hereinafter. The Promoters and Persons in Control of the Company are already having control over the affairs of the Company and therefore any further increase in voting rights of the Promoters and Persons in Control, if any, consequent to Buy-back of Equity Shares, will not result in any change in control over the Company and shall be in compliance with the provisions of Takeover Regulations.
- 6.7 The pre-Buy-back shareholding of Promoter and Persons in Control of the Company is 67.58 % of the total paid-up equity share capital of the Company and assuming that the response to the Buy-back is 100% (full acceptance) from all the Eligible Sellers in proportion of their respective Buy-back Entitlement, post-Buyback shareholding of Promoter and Persons in Control of the Company will be [●] % of the total paid-up equity share capital of the Company. For details with respect to aggregate shareholding of Promoter and Persons in Control post-Buyback please refer paragraph 13 (*Capital Structure and Shareholding Pattern*) in this regard.
- 6.8 The aggregate paid-up equity share capital and free reserves (including securities premium account) based on the Audited Financial Statements of the Company for the nine months period ended on December 31, 2016 is ₹ 11,571.87 lakhs. In accordance with section 68(2)(c) of the Act, the funds deployed for the Buy-back shall not exceed 25% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company under shareholder approval route. Accordingly the maximum amount that can be utilised is ₹ 2,892.97 lakhs based on the Audited Financial Statements of the Company as at December 31, 2016. The Company has proposed to utilise an aggregate amount not exceeding ₹2,700.009 Lakhs excluding the Transaction Costs for the Buy-back which is within the limit of maximum amount as aforesaid and which represents 23.33 % of the paid-up equity capital and free reserves (including securities premium account) of the Company as per the audited financial statements for the nine months period ended on December 31, 2016.
- 6.9 Further, under the Act, the number of Equity Shares that can be bought back during a Financial Year shall not exceed 25% of the paid-up Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back during a Financial Year cannot exceed 23,50,000 Equity Shares being 25% of the paid up Equity Shares of the Company, i.e., 94,00,000 Equity Shares. Accordingly, our Company proposes to Buy-back up to 23,07,700 Equity Shares, the same is within the aforesaid limit.

6.10 The Buy-back of Equity Shares may be subject to taxation in India and in the country of residence of the Eligible Shareholder(s). In due course, Eligible Shareholder(s) will receive a letter of offer, which will contain a note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are required to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective tax officers in their case, and the appropriate course of action that they should take.

6.11 Further, Post Buy-back assuming the full acceptance of Equity Shares tendered in the Buy-back, the Level of holding of Public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of Securities Contract (Regulation) Rules, 1957(“**SCRR**”) and under LODR Regulations. Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and LODR Regulations.

7. AUTHORITY FOR THE BUY-BACK

7.1. The Buy-back is being undertaken by the Company in accordance with the provisions of Article 63 of the Articles of Association of the Company, the provisions of Section 68, 69 and 70 of the Act and all other applicable provisions, if any, of the Act and rules thereunder, to the extent applicable, and in compliance with the Buy-back Regulations.

7.2. The Board at its meeting held on April 08, 2017, passed resolution(s) approving the Buy-back of Equity Shares of the Company and sought approval of its Shareholders, by a special resolution, through postal ballot notice dated April 11, 2017. The result of the postal ballot including e-voting was announced on May 20, 2017. The shareholders have approved the proposal of Buy-back of Equity shares of the Company through Postal Ballot including e-voting.

7.3. The Buy-back is further subject to approvals, permissions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchange.

8. NECESSITY OF THE BUY-BACK

The Buy-back proposal through Tender Offer route is being implemented in keeping with the Company’s desire to enhance long term shareholder value and improve the Company’s return on equity by means of capital allocation. The Buy-back would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per share over a period of time.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

9.1. The Company believes that the Buy-back is not likely to cause any material impact on the profitability/ earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buy-back Entitlement, the funds deployed by the Company towards the Buy-back would be ₹ 2,700.009 Lakhs excluding Transaction Costs.

9.2. In terms of the Buy-back Regulations, under the Tender Offer, the Promoter and Persons in Control have an option to participate in the Buy-back and the Promoter and Persons in control have expressed their intention to participate in the Buy-back up to 57,74,219 Equity shares which is as follows:

Sr. No.	Particulars	Shares held on Board Meeting	Maximum No. shares which may be tendered
A	Promoters		
	Mr. Viren C. Mirani	22,14,263	22,14,263
	Mrs. Shefali V. Mirani	14,38,419	14,38,419
	Total Promoters (A)	36,52,682	36,52,682
B	Promoters Group		
	Mr. Madhav N. Mirani	1,20,209	1,19,939
	Mr. Sunil P. Mirani	1,38,499	1,38,499
	Olive Finance & Investments Pvt. Ltd.	18,63,099	18,63,099
	Total Promoter Group (B)	21,21,807	21,21,537
	Total Promoters and Promoter Group (A+B)	57,74,489	57,74,219

9.3. Details of the date and price of acquisition of the Equity Shares that the Promoter and Persons in Control intend to tender are set-out below:

a) **Mr. Viren C. Mirani**

Sr. No.	Date of Acquisition	No. of equity shares	Cost of Acquisition per Share	Nature of Transaction
1	On various dates	79,166	Not available	-
2	September 26, 2003	79,350	₹ 8.80	Inter-se Transfer
3	March 31, 2008	29,330	₹ 10.00	Inter-se Transfer
4	March 28, 2014	4,53,000	₹ 38.84	Off-market
5	July 17, 2014	4,67,000	₹ 39.08	Off-market
6	December 20, 2016	11,06,417	₹ 63.25	Inter-se Transfer

b) **Mrs. Shefali V. Mirani**

Sr. No.	Date of Acquisition	No. of equity shares	Cost of Acquisition per Share	Nature of Transaction
1	On various dates	2,500	Not available	-
2	May 15, 2015	7,63,150	₹ 74.00	Inter-se Transfer
3	December 20, 2016	6,32,211	₹ 63.25	Inter-se Transfer
4	March 27, 2017	40,558	Nil	Gift

c) **Mr. Madhav N. Mirani**

Sr. No.	Date of Acquisition	No. of equity shares	Cost of Acquisition per Share	Nature of Transaction
1	February 25, 2015	1,19,939	₹ 79.00	Inter-se Transfer

d) **Mr. Sunil P. Mirani**

Sr. No.	Date of Acquisition	No. of equity shares	Cost of Acquisition per Share	Nature of Transaction
1	November 22, 2016	1,38,499	Nil	Transfer on Partition of Pratapsinh H. Mirani HUF

e) Olive Finance & Investments Pvt. Ltd.

Sr. No.	Date of Acquisition	No. of equity shares	Cost of Acquisition per Share	Nature of Transaction
1	August 30, 2010	18,63,099	₹17.00	Off – Market Inter –se Transfer

- 9.4. Assuming the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the percentage of voting rights held by Promoters and Persons in Control and public shareholders may change however, total voting rights held by Promoters and Persons in Control post Buy-back of Equity Shares will not exceed the maximum permissible non-public shareholding. The exact percentage of voting rights of Promoters post Buy-back will be dependent upon the overall response to the Buy-back Process/Acceptances. Further, the Promoters of the Company are already having control over the affairs of the Company and therefore any further increase in voting rights of the Promoters, if any, consequent to Buy-back of Equity Shares, will not result in any change in control over the Company and shall be in compliance with the provisions of Takeover Regulations.
- 9.5. The Buy-back of Equity Shares shall not affect the existing management structure of the Company.
- 9.6. Consequent to the Buy-back and depending on the number of Equity Shares bought back from the Non-Resident Shareholders, financial institutions, banks, mutual funds and other public shareholders, the shareholding of each such person shall undergo a change and the details of such change is given in paragraph 13 hereinafter.
- 9.7. The debt-equity ratio immediately on completion of Buy-back shall be in compliance with the permissible limit of 2:1 prescribed under the Act even if the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.
- 9.8. The Company believes that the Buy-back is not expected to impact growth opportunities for the Company.
- 9.9. The Promoters and Persons in Control of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoters and Persons in Control, during the period from the date of passing of the special resolution till the closing of the Buy-back.
- 9.10. The Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buy-back.
- 9.11. The Company shall not raise further capital for a period of one year from the closure of the Buy-back except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- 9.12. Salient financial parameters consequent to the Buy-back based on the audited financial statement for the year ended on March 31, 2017 are as under:

Parameters	Pre Buy-back	Post Buy-back*
Net Worth (₹ in lakhs)	11,770.77	9,070.76
Return on Net Worth (%) (including exceptional items)	2.46	2.78
Return on Net Worth (%) (excluding exceptional items)	2.46	2.78
Earnings Per Share (EPS) (Basic) (in ₹) (including exceptional items)	3.04	4.04
Earnings Per Share (EPS) (Basic) (in ₹) (excluding exceptional items)	3.04	4.04

Parameters	Pre Buy-back	Post Buy-back*
Book Value per share (in ₹)	125.22	127.90
Price / Earnings (excluding exceptional items)	27.87	21.03
Total Debt / Equity Ratio (Total Debt / Net Worth)	0.00	0.00

* The number of Equity Shares has been taken as on the date of the Public Announcement adjusted for the Maximum Buyback Shares.

Note:

- (1) For the above purpose, "Net Worth" means total of shareholders' funds reduced by revaluation reserves, miscellaneous expenditure to the extent not written off and capital reserve. The post Buy-back number are calculated by reducing the net worth by the proposed Buy-back Amount (assuming full acceptance) without factoring in any impact of Profit & Loss account.
- (2) Return on Net Worth = Profit After Tax/Average Net Worth for the period (computed as average of opening and closing Net Worth).
- (3) Earnings per Share = Profit After Tax / weighted average number of Equity Shares outstanding for the year.
- (4) EPS post Buy-back is computed after reducing 23,07,700 Equity Shares to be bought back under the Buy-back from weighted average number of Equity Shares outstanding for the year.
- (5) Book value per Equity Share = Net Worth / Number of Equity Shares outstanding at the end of the year.
- (6) PE Multiple = Closing Market prices on March 31, 2017/ EPS excluding exceptional items as per latest audited financial statements.
- (7) Total debt / equity Ratio = Total Debt / Net Worth.

10. BASIS OF CALCULATING THE BUY-BACK PRICE

10.1. The Equity Shares are proposed to be bought back at a price of ₹117/- per Equity Share. The Buy-back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on BSE where the Equity Shares of the Company are listed during 3 (three) months and 2 (two) weeks preceding the date of the Board Meeting to consider the proposal of the Buy-back, closing market price on the date of the said Board Meeting and the impact on the net worth of the Company.

10.2. The Buy-back Price of ₹117/- per Equity Share represents (i) premium of 50.14% over the volume weighted average price of the equity shares on BSE for 3 months preceding the date of Board Meeting to consider the proposal of the Buy-back; (ii) premium of 34.13% over the volume weighted average price of the equity shares on BSE for 2 weeks preceding the date of Board Meeting to consider the proposal of the Buy-back; (iii) premium of 26.90% over the closing market price of the equity shares on BSE as on the date of the Board Meeting to consider the proposal of the Buy-back.

10.3. The closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting for considering the Buy-back to the Stock Exchanges, i.e., on March 31, 2017 was ₹ 84.85 on BSE. The Buy-back Price of ₹ 117/- amounts to a premium of 37.89 % to the closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting respectively.

10.4. The Buy-back Price is about 93.44 % of the book value per Equity Share of the Company, which is ₹ 125.22 as at March 31, 2017.

10.5. The EPS of the Company pre-Buy-back as on March 31, 2017 is ₹ 3.04 which will increase to ₹ 4.04 post Buy-back assuming full acceptance of the Buy-back.

10.6. The Return on Net worth (including exceptional items) of the Company pre-Buy-back as on March 31, 2017 is 2.46 % which will increase to 2.78 % post Buy-back assuming full acceptance of the Buy-back.

11. SOURCES OF FUNDS FOR THE BUY-BACK

11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy-back would be ₹ 2,700.009 Lakhs excluding Transaction Costs.

11.2. The Buy-back will be financed out of free reserves, current surplus and / or cash and cash equivalents and / or internal accruals of the Company and/or other permissible sources of funds but not from any borrowed funds.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 12.1. In accordance with regulation 10 of the Buy-back Regulations, the Company has appointed Kotak Mahindra Bank Limited, as the Escrow Agent for the Buy-back. The Company, the Manager to the Buy-back and the Escrow Agent has entered into an Escrow Agreement dated May 26, 2017, pursuant to which the Escrow Account in the name and style “**IGCL-Buy-Back of equity shares - Escrow A/c**” bearing account number 1612183389 has been opened with the Escrow Agent. The Manager has been empowered to operate the Escrow Account in accordance with the Buy-back Regulations. In accordance with Regulation 10 of the Buy-back Regulations, the Company proposes to deposit the applicable amount in the Escrow Account on or before the opening of the Buy-back Offer.
- 12.2. The Company has adequate and firm financial resources to fulfill its obligations under the Buy-back and the same has been certified vide a certificate dated May 03, 2017 by Mahendra N Shah & Co., Chartered Accountants, (FRN 105775W) having their office at 201, Pinnacle Business Park, Corporate Road, Nr. Auda Garden, Prahladnagar, Ahmedabad 380 015.
- 12.3. Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy-back in accordance with the Buy-back Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1. The present capital structure of the Company pre Buy-back and post Buy-back is as follows:

Sr. No.	Particulars	(in ₹)
A	AUTHORISED SHARE CAPITAL	
	1,25,00,000 Equity Shares of ₹10 each	12,50,00,000
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL PRE BUY-BACK	
	94,00,000 Equity Shares of ₹10 each	9,40,00,000
C	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL POST BUY-BACK*	
	70,92,300 Equity Shares of ₹10 each	7,09,23,000

* Assuming full acceptance of Equity Shares in the Buy-back Offer.

- 13.2. The Company has not bought-back equity shares or other specified securities in the previous three years.
- 13.3. As on date of this Draft Letter of Offer, there are no partly paid-up Equity Shares outstanding.
- 13.4. As on date of this Draft Letter of Offer, there are no outstanding securities convertible into Equity Shares.
- 13.5. As on date of this Draft Letter of Offer, there is no amount under calls in arrears.
- 13.6. As on date of this Draft Letter of Offer, there is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.
- 13.7. The Company shall not issue any Equity Shares including by way of bonus, from the date of public announcement till the date of closure of this Buy-back.
- 13.8. The shareholding pattern of the Company (a) pre Buy-back i.e. as on date of publication of the Public Announcement i.e. May 23, 2017 and (b) the post Buy-back is as follows:

Category of Shareholder	Pre Buy-back		Post Buy-back*	
	Number of Shares	% to existing Equity Share capital	Number of Shares	% to post Buy-back Equity Share capital
Promoters and Persons in Control	63,52,939	67.58	[●]	[●]
Foreign Investors (including Non-Resident Indians FII and Foreign Mutual Funds)	18,290	0.20	[●]	[●]
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	3,638	0.04		
Others (Public, Public Bodies Corporate, etc.)	30,25,133	32.18		
Total	94,00,000	100.00	70,92,300	100.00

*Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.

Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoters and Persons in Control post the Buy-back may undergo a change (not exceeding maximum permissible non-public shareholding) however exact percentage of such change will depend upon the response to the Buy-back and acceptances.

- 13.9. The aggregate number of Equity Shares purchased or sold by the Promoters and Persons in control of the Company during a period of 12 (Twelve) months preceding the date of the Public Announcement is given below:

Name	Date of Transaction	Mode	No. of Equity Shares	Minimum Price Date of Minimum Price (₹)	Maximum Price Date of Maximum Price (₹)
Mr. Viren C. Mirani	December 20, 2016	Purchase	11,06,417	63.25 December 20, 2016	63.25 December 20, 2016
Mrs. Shefali V. Mirani	December 20, 2016	Purchase	6,32,211	63.25 December 20, 2016	63.25 December 20, 2016
	March 27, 2017	Acquisition by way of gift	40,558	No consideration March 27, 2017	No consideration March 27, 2017
Mr. Sunil P. Mirani	November 22, 2016	Acquisition due to transfer	4,04,122	Transfer on Partition of Pratapsinh H. Mirani HUF November 22, 2016	Transfer on Partition of Pratapsinh H. Mirani HUF November 22, 2016
	December 20, 2016	Sale	9,00,630	63.25 December 20, 2016	63.25 December 20, 2016
	March 27, 2017	Transfer by way of Gift	21,133	No consideration March 27, 2017	No consideration March 27, 2017
Mr. Madhav N. Mirani	December 20, 2016	Sale	2,66,920	63.25 December 20, 2016	63.25 December 20, 2016
	March 27, 2017	Transfer by way of Gift	19,425	No consideration March 27, 2017	No consideration March 27, 2017

Name	Date of Transaction	Mode	No. of Equity Shares	Minimum Price Date of Minimum Price (₹)	Maximum Price Date of Maximum Price (₹)
Mrs. Manorama Mirani	December 20, 2016	Sale	5,64,580	63.25 December 20, 2016	63.25 December 20, 2016
Olive Finance & Investments Pvt. Ltd.	November 17, 2016	Sale	1,000	59.85 November 21, 2016	68.97 December 09, 2016
	November 18, 2016	Sale	1,000		
	November 21, 2016	Sale	1,000		
	November 24, 2016	Sale	3,000		
	December 02, 2016	Sale	500		
	December 09, 2016	Sale	500		
	December 14, 2016	Sale	1,500		
	December 15, 2016	Sale	1,500		
	December 19, 2016	Sale	1,500		

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1. Corporate and Business:

The Company was incorporated as a public limited company under the Companies Act, 1956 vide certificate of incorporation dated April 16, 1973 issued by registrar of companies, Gujarat under the name “India Gelatine & Chemicals Ltd” with the object to deal in gelatine and other allied products. The Equity shares of the Company got listed on ASE in the year 1974 with scrip code: 25710 and subsequently on BSE in the year 1995 with Scrip code – 531253

Our Company started its production of Ossein, the raw material for Gelatine, which was exported to Japan, in 1975, with technical collaboration & know-how from M/s Konica Gelatin Corporation of Japan. The financial collaboration came from M/S Nichimen Corporation, Japan. Within two decades, the company expanded into production of Gelatine & installed modern equipments imported from countries like Japan, Holland, USA, UK and Germany.

The Registered office of the Company is situated at 703/704, ‘Shilp’, 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380009, Gujarat and the Manufacturing Plant of the company is located at Plot No. 1A, GIDC Industrial Estate, National Highway No. 8, Vapi – 396 195, Gujarat and the head office is located at 77/78, Mittal Chambers, 228, Nariman Point, Mumbai- 400021, Maharashtra, India.

14.2. Financial Growth:

As per audited financial statements for the financial years ended March 31, 2017, 2016 and 2015, the Company recorded total income of ₹ 8137.50 lakhs, ₹ 9,928.46 lakhs and ₹ 12,208.33 lakhs respectively, and Profit after Tax of ₹ 286.22 lakhs, ₹ 366.47 lakhs and ₹ 621.89 lakhs respectively.

14.3. Capital Built up:

The details of changes in the equity share capital of the Company since its incorporation are as follows:

Sr. No.	Date of Allotment	No. of shares issued	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Cumulative capital (No of shares)	Details
1	April 16, 1973	160	10	10	Cash	160	Subscription by signatories of MOA at the time of incorporation of the Company
2	May 09, 1974	82,340	10	10	Cash	82,500	Preferential allotment of Equity Shares
3	August 08, 1974	92,500	10	10	Cash	1,75,000	Issue of shares under initial public offer/issue
4	August 30, 1976	75,000	10	10	Cash	2,50,000	Allotment of Equity Shares reserved as per the offer document of initial public issue of the Company
5	July 01, 1980	2,00,000	10	Nil	Other than Cash	4,50,000	Bonus issue in the ratio of 4:5
6	August 07, 1986	2,70,000	10	Nil	Other than Cash	7,20,000	Bonus Issue in the ratio of 3:5
7	June 28, 1989	2,40,000	10	Nil	Other than Cash	9,60,000	Bonus Issue in the ratio of 1:3
8	December 10, 1992	9,60,000	10	Nil	Other than Cash	19,20,000	Bonus Issue in the ratio of 1:1
9	October 17, 1994	2,00,000	10	625	Cash	21,20,000	Preferential allotment of Equity Shares
10	April 15, 1995	63,60,000	10	Nil	Other than Cash	84,80,000	Bonus Issue in the ratio of 3:1
11	March 28, 2007	9,20,000	10	24.5	Cash	94,00,000	Preferential allotment of Equity Shares
	Total	94,00,000					

14.4. Board of Directors:

The Details of the Board of Directors of the Company as on date of Public Announcement i.e. May 22, 2017 are as follows:

Name, Age, DIN & Occupation of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships in Indian Companies on the date of Public Announcement
Mr. Viren C.Mirani DIN:00044901 Age: 51 Years Occupation: Business	Managing Director	B. Com	July 21, 2000 Term: Reappointed as Managing Director w.e.f. April 1, 2017 for a period of 3 years	- Kris Aero Services Pvt. Ltd. - Kris Technik Pvt. Ltd.

Name, Age, DIN & Occupation of the Director	Designation	Qualifications	Date of Appointment/ Reappointment	Other Directorships in Indian Companies on the date of Public Announcement
Mrs. Shefali V. Mirani DIN: 03107547 Age: 45 Years Occupation: Business	Whole Time Director	B. Com	July 07, 2014 Term: Appointed as Executive Director in 44th annual general meeting held on September 27, 2016 for a term of 3 years.	- No Directorship in other company
Mr. Pradip P. Madhavji DIN: 00549826 Age: 81 Years Occupation: Professional	Independent Director	B.A., B.com., LLB	February 08, 2013 Term: 5 years	- UPL Limited - Western India Automobile Association
Mr. Shridhar N. Pittie DIN: 00562400 Age: 64 Years Occupation: Business	Independent Director	B.A. (Hons.), DERE, MBA (Finance).	July 19, 2006 Term: 5 years	- Raja Bahadur International Limited - Samudra Enterprise Pvt. Ltd. - Ashwin Petrochemicals Pvt. Ltd. - Dattatreya Pharmaceuticals Pvt. Ltd. - Rovik Shipping Pvt. Ltd. - Mukundlal Bansilal and Sons Pvt. Ltd. - Shree Nand Trading Company Pvt. Ltd. - Pittie Electronics Pvt Ltd
Mr. Jayprakash M. Tiwari DIN: 06906943 Age: 50 Years Occupation: Professional	Independent Director	Chartered Accountant	July 07, 2014 Term: 5 years	No Directorship in other company

14.5. Change in Board of Directors:

The details of changes in the Board of Directors during the last 3 years preceding the date of Public Announcement i.e. May 22, 2017 are as under:

Name of the Director	Designation	Effective Date	Reasons
Mr. Nayan C. Mirani	Non-executive Director	June 30, 2015	Resignation
Mrs. Shefali V. Mirani	Non-executive Director	July 07, 2014	Appointment
Mr. Jayprakash M. Tiwari	Independent Director	July 07, 2014	Appointment
Mr. Kishor C. Dalal	Independent Director	June 28, 2014	Resignation

14.6. The Buy-back will not result in any benefit to any Directors of the Company/Promoters and Persons in control of the Company, except to the extent of their intention to participate in the Buy-back and actual participation in the Buy-back, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share Capital of the Company, post Buy-back.

15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the audited financial statements for the preceding three financial years being March 31, 2017, 2016 and 2015 are as under:

(₹ in lakhs)

Particulars	Year ended		
	31-Mar-17 (Audited)	31-Mar-16 (Audited)	31-Mar-15 (Audited)
Total Income	8,137.50	9,928.46	12,208.33
Total Expenses (Excluding Finance Costs and Depreciation)	7,525.65	8,980.16	10,975.30
Finance Cost	0.39	0.17	0.08
Depreciation	340.60	474.64	511.40
Exceptional Items	-	-	-
Profit / (Loss) before tax	270.86	473.49	721.55
Provision for tax / (Deferred Tax Credit)	(15.36)	107.02	99.66
Profit / (Loss) after tax	286.22	366.47	621.89
Equity Share Capital	940.00	940.00	940.00
Reserves & Surplus*	10,830.77	10,544.55	10,279.91
Net worth	11,770.77	11,484.55	11,219.91
Total debt (excluding working capital loans)	-	-	-

*Excluding revaluation reserves, miscellaneous expenditure to the extent not written off and capital reserve.

15.2. Key Financial Ratios

Based on audited financial statements

Particulars	Year ended		
	31-Mar-17 (Audited)	31-Mar-16 (Audited)	31-Mar-15 (Audited)
Earnings per Share - Basic (₹) ⁽¹⁾	3.04	3.90	6.62
Earnings per Share – Diluted (₹) ⁽¹⁾	3.04	3.90	6.62
Book Value Per Share (₹) ⁽²⁾	125.22	122.18	119.36
Return on Net worth (%) ⁽³⁾	2.46%	3.23%	5.65%
Debt-Equity Ratio ⁽⁴⁾	0.00	0.00	0.00
Total Debt / Net worth	0.00	0.00	0.00

Note: The formulae used for computation of the above ratios are as follows:

(1) Earnings per Share = Profit After Tax / weightage average number of Equity Shares outstanding during the year

(2) Book value per Share = Net Worth / Number of Equity Shares outstanding at the end of the year

(3) Return on Net Worth = Profit After Tax / Average Net Worth for the period (computed as average of opening and closing Net worth)

(4) Debt-Equity Ratio = Total Debt excluding Working Capital / (Paid up Equity Share Capital + Reserves & Surplus)

For the above purpose, "Net worth" means total of shareholders' funds reduced by revaluation reserves, miscellaneous expenditure, to the extent not written off and capital reserve.

15.3. The Company shall comply with the Takeovers Regulations, wherever and if applicable. The Company hereby declares that it has complied /will comply with sections 68, 69 and 70 of the Act and rules thereunder to the extent applicable.

16. STOCK MARKET DATA

16.1. The Equity Shares are currently listed on BSE and ASE and traded on BSE.

16.2. The high, low, average market prices and total volume of Equity Shares traded in the last three Financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for

the six completed calendar months preceding the date of publication of Public Announcement and the corresponding volumes on BSE are as follows:

BSE (Scrip: 531253)

Period	HIGH			LOW			Average Price (₹)	Total Volume Traded in the period (No. of shares)
	High Price (₹)	Date of High Price	No. of shares traded on that date	Low Price (₹)	Date of Low Price	No. of shares traded on that date		
PRECEDING 3 YEARS								
FY 2016-17	94.00	March 23, 2017	7,322	58.00	November 22, 2016	2,765	71.44	27,95,056
FY 2015-16	108.00	July 23, 2015	48,433	63.60	June 12, 2015	2,496	79.42	19,55,705
FY 2014-15	131.95	November 13, 2014	1,01,392	66.05	March 30, 2015	6,380	86.71	41,41,441
PRECEDING 6 MONTHS								
November 2016	78.00	November 1, 2016	2,401	58.00	November 22, 2016	2,765	69.08	53,378
December 2016	78.20	December 20, 2016	17,59,501	62.55	December 28, 2016	5,754	68.12	18,02,990
January 2017	74.00	January 10, 2017	4,183	64.40	January 02, 2017	1,471	68.42	61,095
February 2017	82.20	February 15, 2017	35,761	66.25	February 02, 2017	3,450	70.62	88,109
March 2017	94.00	March 23, 2017	7,322	69.05	March 07, 2017	1,650	77.60	1,26,307
April 2017	111.25	April 19, 2017	29,222	84.00	April 05, 2017	3,113	102.33	3,24,289

Source: www.bseindia.com

Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.

- 16.3. The closing market price of the Equity Shares on BSE on April 07, 2017 being the Working Day previous to the day on which the Board approved the proposal for Buy-back, was ₹ 92.20.
- 16.4. The closing market price of the Equity Shares on BSE on April 10, 2017 being the Working Day following the day on which the Board approved the proposal for Buy-back, was ₹ 105.15.
- 16.5. The closing market price of the Equity Shares on BSE as on the date of intimation of the Board Meeting for considering the Buy-back, being March 31, 2017 was ₹84.85 on the BSE.

17. DETAILS OF THE STATUTORY APPROVALS

- 17.1. The Buy-back is subject to approvals, if any, required under the provisions of the Act, the Buy-back Regulations, SEBI and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force.
- 17.2. The Buy-back of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Shareholders including Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders including NRI and OCB shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to validly tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and will have the right to reject the Equity Shares tendered by the Eligible Shareholders who are Non-Resident Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

17.3. As on date, there are no other statutory or regulatory approvals required to implement the Buy-back, other than that indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buy-back will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buy-back, if any, shall be intimated to the Stock Exchanges.

18. DETAILS OF THE REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRE

18.1. REGISTRAR TO THE BUY-BACK



Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West,
Mumbai – 400 083, Maharashtra, India.

Tel. No.: +91 22 4918 6200 **Fax:** +91 22 4918 6195

Email: indiagelatine.buyback@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

SEBI Registration Number: INR000004058

Validity: Permanent

CIN: U67190MH1999PTC118368

18.2. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s) and requisite documents either by registered post/ courier/ hand deliver to the Registrar to the Buy-back, super scribing the envelope as **“India Gelatine & Chemicals Ltd. Buy-back 2017”**, at their office address as mentioned above, so that the same are received not later than 2 (two) days from the Buy-back Closing Date i.e. [●], 2017 (by 5 PM).

THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.

19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

19.1. The Company proposes to buy-back up to 23,07,700 fully paid-up Equity Shares (representing up to 24.55% of the total paid-up Equity Share capital of the Company) from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route at a price of ₹ 117/-per Equity Share, payable in cash for an aggregate maximum amount of ₹ 2,700.009 Lakhs . The Buy-back is in accordance with the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Act and in accordance with Article 63 of the Articles of Association of the Company and subject to regulation 4(1)(a) and other applicable provisions contained in the Buy-back Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/ or regulatory authorities, including but not limited to approvals from SEBI, Stock Exchanges and the RBI, if any. The Buy-back Size represents less than 25% of the paid-up Equity Share capital and free reserves (including securities premium account) of the audited financial statements of the Company, for the period of nine months ended on December 31, 2016.

19.2. The aggregate shareholding of the Promoters and Persons in Control as on the date of board meeting held to consider the Buy-back and as on the date of this Draft Letter of Offer is 63,52,939 Equity Shares which represents 67.58% of the existing Equity Share capital of the Company. In terms of the Buy-back Regulations, under the Tender Offer route, the Promoters and Persons in Control of the Company have an option to participate in the Buy-back. The Promoters and Persons in Control of the company, have conveyed their intention to participate in the buy-back up to 57,74,219 Equity shares or such lower number of Equity Shares in accordance with the provisions of the Buy-back Regulations.

19.3. Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoters and Persons in Control post the Buy-back may (increase/decrease) to [●] % however, such change will not take voting rights of Promoters in the company in excess of maximum permissible non-public shareholding. The exact change in shareholding of Promoters and Persons in Control will depend upon the response to the Buy-back and acceptances.

19.4. Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category:

- a) The Company has fixed Friday, June 02, 2017 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buy-back.
- b) The Equity Shares to be bought back as a part of this Buy-back are divided into two categories:
 - (a) Reserved category for Small Shareholders (“**Reserved Category**”); and
 - (b) General category for other Eligible Shareholders (“**General Category**”).
- c) As defined in the Buy-back Regulations, Small Shareholder is a shareholder, who holds Equity Shares of the Company, as on the Record Date, whose market value, on the basis of closing price on the Recognized Stock Exchange registering the highest trading volume, as on Record Date, is not more than ₹2,00,000/- (Rupees Two Lakh Only). As on the Record Date, the closing price on BSE having the highest trading volume, was ₹[●]/- (Rupee [●] Only) . Accordingly all Equity Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buy-back.
- d) Based on the above definition, there are [●] Small Shareholders in the Company with aggregate shareholding of [●] Equity Shares as on the Record Date, which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the maximum number of Equity Shares which the Company proposes to buy-back as a part of this Buy-back.
- e) In compliance with regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:
 - (a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back i.e. 15% of 23,07,700 Equity Shares which works out to 3,46,155 Equity Shares; or
 - (b) The number of Equity Shares entitled as per their shareholding as on Record Date i.e. $(\frac{[●]}{[●]}) * [●]$, which works out to be [●] Equity Shares.
 - (1) All the outstanding fully paid-up Equity Shares have been used for computing the Buy-back Entitlement of Small Shareholders.
 - (2) Based on the above and in accordance with regulation 6 of the Buy-back Regulations, [●] [(Rounded off)] fully paid-up Equity Shares have been reserved for Small Shareholders.

Accordingly, General Category for all other Eligible Shareholders shall consist of [●] Equity Shares.

f) Based on the above Buy-back Entitlement, the Ratio of Buy-back for both categories is decided as below:

Category of Shareholders	Ratio of Buy-back
Reserved category for Small Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date.
General category for all other Eligible Shareholders	[●] Equity Shares out of every [●] fully paid-up Equity Shares held on the Record Date.

19.5. Fractional Entitlements:

If the Buy-back Entitlement under the Buy-back, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

19.6. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

Subject to the provisions contained in this Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by the Small Shareholders in the Reserved Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the Acceptance as described in paragraph 19.6 (i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and 1 (one) Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- (iii) Post the Acceptance as described in paragraph 19.6 (i) and 19.6 (ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6 (ii) above, shall be reduced by 1 (one).
- (iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.6 (iii) above:
 - (a) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

- (b) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.7. **Basis of Acceptance of Shares validly tendered in the General Category:**

Subject to the provisions contained in the Draft Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by all Eligible Shareholders in the General Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the Acceptance as described in paragraph 19.7 (i) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Eligible Shareholders over and above their Buy-back Entitlement shall be accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per Shareholder shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholder divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be accepted in General Category.
- (iii) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.7 (i) and (ii) above:
 - (a) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (b) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.8. **Basis of Acceptance of Equity Shares between Categories**

- (i) In case there are any Equity Shares left to be bought back in one category ("**Partially filled Category**") after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be accepted proportionately, i.e. valid acceptances per Eligible Shareholder shall be equal to the Additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially filled Category.
- (ii) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6 (ii) shall be reduced by 1 (one).
- (iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.8 (i) and (ii) above:
 - (a) For any Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(b) For any Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.9. For avoidance of doubt, it is clarified that:

- (i) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;
- (ii) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- (iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.
- (iv) The Basis of Acceptance finalized by the Registrar in consultation with the Company and the Manager in accordance with Buy-back Regulation shall be final and binding.

20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT

20.1. The Buy-back is open to all Eligible Shareholders holding Equity Shares of the Company as on the Record date, i.e. Friday, June 02, 2017.

20.2. The Company proposes to Buy-back Equity shares through the Tender Offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be dispatched to the Eligible Shareholders.

20.3. The Company will not accept any Equity Shares offered for Buy-back which are under any restraint order of a court for transfer/ sale of such Equity Shares.

20.4. The Company shall comply with regulation 19(5) of the Buy-back Regulations which state that the Company shall not buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.

20.5. Eligible Shareholders' participation in Buy-back will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Shareholders may also tender a part of their Buy-back Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (Process and Methodology for the Buy-back) of this Draft Letter of Offer.

20.6. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account.

20.7. The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7, 19.8 and 19.9.

20.8. As elaborated under paragraph 19.4 above, the Equity Shares proposed to be bought as a part of the Buy-back are divided into two categories; (a) Reserved category for Small Shareholders and (b) the General category for other Eligible Shareholders, and the Buy-back Entitlement of an Eligible Shareholders in each category shall be calculated accordingly.

20.9. After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in other category.

20.10. The Buy-back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time and following the procedure prescribed in the Act and the Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time. In this regard, the Company will request BSE to provide the Acquisition Window. For the purpose of this Buy-back, BSE will be the Designated Stock Exchange.

20.11. The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of shares held by the Eligible Shareholder on the Record Date.

20.12. For implementation of the Buy-back, the Company has appointed **Sunidhi Securities & Finance Limited** as the registered broker to the Company (the "**Company's Broker**") who will facilitate the process of tendering Equity Shares through Stock Exchange Mechanism for the Buy-back and through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows:

Name of Company Broker: Sunidhi Securities & Finance Limited

Address: 8th Floor, Kalpataru Inspire, Opp. Grand Hyatt Hotel, Santacruz (E) Mumbai - 400 055

Contact Person: Mr. Mahesh Desai; **Tel.:** +91-22-6677 1696

E-mail: maheshdesai@sunidhi.com; **Website:** www.sunidhi.com

SEBI Registration Number: INB010676436 (BSE capital market segment) and
INB230676436 (NSE capital market segment)

Corporate Identity Number: U67190MH1985PLC037326

20.13. The Acquisition Window will be provided by the BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back. The details of the platform will be specified by BSE from time to time.

20.14. In the event Shareholder Broker(s) of Eligible Shareholders are not registered with BSE, then that Eligible Shareholders can approach any BSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with the applicable SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker, then the Eligible Shareholders may approach Company's Broker to bid by using quick UCC facility. The Eligible Shareholders approaching BSE registered stock broker (with whom Eligible Shareholders does not have an account) may have to submit following details:

1. In case of Eligible Shareholder being an individual or HUF:

A. If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

a) Forms required:

1) Central Know Your Client (CKYC) form

2) Know Your Client (KYC) form

b) Documents required (all documents self-attested):

- 1) Bank details (cancelled cheque)
- 2) Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

B. If Eligible Shareholder is not registered with KRA:

a) Forms required:

- 1) CKYC form
- 2) KRA form
- 3) KYC form

b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof
- 3) Bank details (cancelled cheque)
- 4) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC/ KRA requirements.

It may be noted that other than submission of above forms and documents in person verification may be required.

2. In case of Eligible Shareholder other than Individual and HUF:

A. If Eligible Shareholder is KRA registered:

a) Form required:

- 1) KYC Form

b) Documents required (all documents self-attested)

- 1) Bank details (cancelled cheque)
- 2) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- 3) Latest list of directors/authorised signatories
- 4) Latest shareholding pattern
- 5) Board resolution
- 6) Details of ultimate beneficial owner along with PAN card and address proof
- 7) Last 2 years financial statements

B. If Eligible Shareholder is not KRA registered:

a) Forms required:

- 1) KRA form
- 2) KYC form

b) Documents required (all documents self-attested):

- 1) PAN card copy
- 2) Address proof
- 3) Bank details (cancelled cheque)
- 4) Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- 5) Latest list of directors/authorised signatories /partners
- 6) PAN card copies & address proof of directors/authorised signatories/partners

- 7) Latest shareholding pattern
- 8) Board resolution/partnership declaration
- 9) Details of ultimate beneficial owner along with PAN card and address proof
- 10) Last 2 years financial statements
- 11) MOA/Partnership deed

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC/ KRA requirements.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 20.15. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers.
- 20.16. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market.
- 20.17. Shareholder Brokers can enter orders for Equity Shares in Demat form as well as in physical form.
- 20.18. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholders will be allowed during the Tendering Period of the Buy-back. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as “one” bid for the purposes of Acceptance.
- 20.19. The cumulative quantity tendered shall be made available on BSE’s website, www.bseindia.com, throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.20. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.21. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form**
 - (i) Eligible Shareholders who desire to tender their Equity Shares in the dematerialised form under Buy-back would have to do so through their respective Shareholder Broker by giving details of Equity Shares they intend to tender under the Buy-back offer.
 - (ii) The Shareholder Broker/ Eligible Shareholder would be required to transfer the tendered Equity Shares to a special account of the Clearing Corporation of India Limited (“**Clearing Corporation**”) specifically created for the purpose of Buy-back (“**Special Account**”), by using settlement number through the early pay in mechanism of Depositories and the same shall be validated at the time of order entry.
 - (iii) The details of the settlement number and Special Account for the Buy-back shall be informed in issue opening circular that will be issued by BSE/ Clearing Corporation prior to placing bid by Shareholder Broker.
 - (iv) For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
 - (v) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Eligible Shareholders. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered, etc.
 - (vi) Eligible Shareholders who have tendered their Equity Shares in the Buy-back can ‘hand deliver’ Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in same order in which they

hold the Equity Shares, along with the TRS generated by the exchange bidding system at the head-office (mentioned in paragraph 18 of this Draft Letter of Offer) of Registrar to the Buy-back. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the head-office of Registrar to the Buy-back, may send the same by registered post/speed post, at their own risk, super scribing the envelope as “**India Gelatine & Chemicals Ltd. Buy-back 2017**”, to the Registrar to the Buy-back at their office mentioned on the cover page of this DLoF, so that the same are received not later than 2 (two) days from the Buy-back Closing Date i.e. [●], 2017 (by 5 PM).

- (vii) All Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
 - (a) Duly attested power of attorney, if any person other than the Eligible Shareholders has signed the Tender Form;
 - (b) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholders has expired; and
 - (c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- (viii) In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Equity Shareholders.
- (ix) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-back decided by the Company.

20.22. Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in physical form

- (i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back are required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the following:
 - (a) The Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in the same order in which they hold the Equity Shares;
 - (b) Original share certificates;
 - (c) Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company;
 - (d) Self-attested copy of the Eligible Shareholder's PAN Card;
 - (e) Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney, if any person other than the Eligible Shareholder has signed the relevant Tender Form;
 - Copy of death certificate/ succession certificate/legal heirship certificate or probated will certified true by a Notary, if the original Eligible Shareholder has deceased; and
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
 - (f) In addition to the above, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholders would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- (ii) Shareholder Broker should place bids on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the bid, the Shareholder Broker shall provide a TRS generated by

the exchange bidding system to the Eligible Shareholder. TRS will contain the details of the order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered, etc.

- (iii) After placement of bid, as mentioned in paragraph 20.22(ii) above, the Shareholder Broker must ensure delivery of Tender Form, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 20.22(i) above) either by registered post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned on the cover page and mentioned in paragraph 18 above) not later than 2 (two) days from the Buy-back Closing Date i.e. [●], 2017 (by IST 5 PM). The envelope should be superscribed as “**India Gelatine & Chemicals Ltd. Buy-back 2017**”. One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Shareholder Broker.
- (iv) Eligible Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as “unconfirmed physical bids”. Once, Registrar confirms the bids it will be treated as “Confirmed Bids”.
- (v) All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Company and Registrar shall have the right to reject such Equity Shares tendered. The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) If there is any other company’s equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (b) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (c) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (d) In case the signature on the Tender Form and Form No. SH-4 doesn’t match as per the specimen signature recorded with Company/Registrar.
- (vi) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before Buy-back Closing Date.

20.23. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares:

- (i) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (ii) FII/FPI Shareholder should enclose a copy of their SEBI registration certificate.
- (iii) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer/ bank confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. In the event, such consent letter is not submitted by such non-resident Eligible Shareholder, the Company shall have the right to reject the Equity Shares tendered in the Buy-back and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.

20.24. In case of non-receipt of the Letter of Offer:

- (i) **In case the Equity Shares are in dematerialised form:** An Eligible Shareholders may participate in the Buy-back by downloading the Tender Form from the website of the Company i.e. or by providing their

application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buy-back.

- (ii) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buy-back by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buy-back and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Eligible Shareholders PAN card(s), bank account details for transfer of fund on Shares bought-back by Company and executed share transfer form in favour of the Company. The transfer form no. SH-4 can be downloaded from the Company's website www.indiagelatine.com. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.22(i) above), reach the collection center not later than 2 (two) days from the Buy-back Closing Date i.e. [●], 2017 (by 5.00 PM). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar/ Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

Please note that Eligible Shareholders who intend to participate in the Buy-back will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or Seller Broker in the electronic platform to be made available by BSE before the Buy-back Closing Date.

The Company shall accept Equity Shares validly tendered by the Equity Shareholder(s) in the Buy-back on the basis of their shareholding as on the Record Date and the Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the "plain paper" option as mentioned in this paragraph is advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back, before participating in the Buy-back.

20.25. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buy-back in any way.

20.26. The acceptance of the Buy-back offer by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or not to participate in the Buy-back. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.27. **Method of Settlement**

- a) Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- b) The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Brokers as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Shareholder Brokers for onward transfer to the such Eligible Shareholder holding Equity Shares in dematerialized form.

- c) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- d) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- e) The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Brokers to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- f) Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the respective Eligible Shareholder.
- g) Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by Eligible Shareholders holding Equity Shares in the physical form.
- h) The Shareholder Broker would issue contract note for the Equity Shares accepted under the Buy-back. The Company's Brokers would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- i) Equity Shareholders who intend to participate in the Buy-back should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Managers to the Buy-back and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Shareholders
- j) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations and the Act.

20.28. **Rejection Criteria:** The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

For Eligible Shareholders holding shares in the dematerialized form if:

- a) The shareholder is not an Eligible Shareholder of the Company as on the Record Date;

For Eligible Shareholders holding Equity Shares in the physical form if:

- a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of [●] (by 5 PM);

- b) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- c) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

21. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.

IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY-BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

I. GENERAL

The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ('Income Tax Act' or 'ITA').

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Treaty ("DTAA") subject to satisfaction of the relevant conditions and documentary compliance requirements prescribed under the ITA.

The ITA also provides for different tax regimes / rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of equity shares listed on the stock exchange/s in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

II. CLASSIFICATION OF SHAREHOLDERS

Shareholders can be classified under the following categories:

A) Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
- Others:
 - Company
 - Other than Company

B) Non Resident Shareholders being:

- Non Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)
- Others:
 - Company
 - Other than Company

III. CLASSIFICATION OF INCOME

Shares can be classified under the following two categories:

- A) Shares held as investment (Income from transfer taxable under the head “Capital Gains”)
- B) Shares held as stock-in-trade (Income from transfer taxable under the head “Profits and Gains of Business or Profession”, hereinafter referred to as “business income”)

Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).

Further, investments by FII/FPI in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as capital asset and the transfer of such shares would be treated as “capital gains” under the provisions of the Income Tax Act.

A) SHARES HELD AS INVESTMENT

- i. As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head “Capital Gains”. Capital gains on Buy-back of shares are governed by the provisions of section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per computation provisions contained in section 48 of the Income Tax Act. The provisions of buy-back tax on the Company under section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange.

ii. Period of holding

Depending on the period for which the shares are held, the gains would be taxable as ‘short term capital gain’ or ‘long term capital gain’ as stated below:

- In respect of equity shares held for a period less than or equal to 12 months prior to the date of transfer, the same shall be treated as a ‘short-term capital asset’, and the gains arising therefrom shall be taxable as ‘short term capital gains (“STCG”).
- Similarly, where equity shares are held for a period more than 12 months prior to the date of transfer, the same shall be treated as a ‘long-term capital asset’, and the gains arising therefrom shall be taxable as ‘long-term capital gains’ (“LTSG”).

iii. Buy-back of shares through a recognized stock exchange

Where transaction for transfer of such equity shares (i.e. buy-back) is executed through a recognized stock exchange, they are liable to Securities Transaction Tax (‘STT’). STT is a tax payable in India on

the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security:

The taxability of buyback proceedings in the hands of the eligible shareholder should be as under:

- LTCG arising from such transaction would be exempt under Section 10(38) of the ITA.

However, the Finance Act, 2017 has amended section 10(38) of the ITA to provide that the exemption under section 10(38) shall not apply to any income arising from the transfer of a long-term capital asset, being an equity share in a company, if the transaction of acquisition, other than acquisitions as notified by the Central Government, has been entered on or after 1 October 2004 and such transaction has not been charged to securities transaction tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004. This amendment will apply in relation to assessment year 2018-19 and subsequent assessment years.

Further to the said amendment to section 10(38) of the ITA, the Central Government has issued a draft notification along with press release dated 3 April 2017. The draft notification is spread over three paragraphs (a) to (c) as listed hereunder. These are three alternative situations and trigger of any of this leads to loss of exemption by the eligible shareholder. Rest of the cases can be considered as preserving the entitlement to exemption if the conditions of Section 10(38) are fulfilled.

- (a) Where acquisition of listed equity share in a company, whose equity shares are not frequently traded on a recognised stock exchange of India, is made through a preferential issue other than those preferential issues to which the provisions of chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 does not apply;
- (b) Where transaction for purchase of listed equity share in a company is not entered through a recognised stock exchange;
- (c) Acquisition of equity share of a company during the period beginning from the date on which the company is delisted from a recognised stock exchange and ending on the date on which the company is again listed on a recognised stock exchange in accordance with the Securities Contracts (Regulation) Act, 1956 read with Securities and Exchange Board of India Act, 1992 and any rules made thereunder

The said draft notification was open for public comments / suggestions. The CBDT had requested the stakeholders to submit their suggestions / comments by April 11, 2017. Accordingly, a final notification is awaited in this regard.

- STCG arising from such transaction would be subject to tax @ 15% under section 111A of the Income Tax Act.
Unlike in the case of long-term capital gains, no amendment has been made in the Finance Act 2017 that requires payment of STT at the time shares are acquired for eligibility of a concessional rate of 15% on short-term capital gains.
- iv. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above

STCG tax, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 21. V. Below for rate of surcharge and cess).

- v. Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.
- vi. Non-resident shareholders can avail beneficial provisions of the applicable double taxation avoidance agreement (“DTAA”), if any, entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

B) SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head “Profits and Gains of Business or Profession”. In such a case, the provisions of section 46A and section 48 of the Income Tax Act will not apply.

i. Resident Shareholders

- a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- b) Domestic company having turnover or gross receipts not exceeding Rs. 50 Crore in the previous year i.e. 2015-16 would be taxable @ 25%
- c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30% or other applicable tax rate.

No benefit of indexation by virtue of period of holding would be available in any case.

ii. Non Resident Shareholders

- a) Non-resident shareholders can avail beneficial provisions of the applicable double taxation avoidance agreement (‘DTAA’), if any, entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- b) Where DTAA provisions are not applicable:
 - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
 - For foreign companies, profits would be taxed in India @ 40%.
 - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 21. V below for rate of surcharge and cess).

IV. TAX DEDUCTION AT SOURCE

A) In case of Resident Shareholders

In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the said Buy-back.

B) In case of Non-resident Shareholders

Since the Buy-back is through the Stock Exchange, the responsibility of discharge of the tax due on the gains (if any) is primarily on the Non-Resident Shareholder. It is therefore important for the Non-Resident Shareholders to appropriately compute such gains (if any) on this transaction and immediately pay taxes in India (either through deduction at source or otherwise) in consultation with their custodians/ authorized dealers/ tax advisors appropriately.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

V. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

A) Surcharge

- In case of domestic companies: Surcharge @ 12% is leviable where the taxable income exceeds ₹10 crores and @ 7% where the taxable income exceeds ₹1 crore but does not exceed ₹10 crores.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the taxable income exceeds ₹10 crores and @ 2% where the taxable income exceeds ₹1 crore but does not exceed ₹10 crores.
- In case of individual, HUF, AOP, BOI: Surcharge @15% is leviable where the taxable income exceeds ₹1 crore and @ 10% where the taxable income exceeds ₹ 50 lakh but does not exceed ₹1 crore
- In case of Firm, Local Authority: Surcharge @12% is leviable where the taxable income exceeds ₹ 1 crore.

B) Cess

Education cess @ 2% and secondary and higher education cess @ 1% is leviable in all cases

The above note on taxation sets out the provisions of law in a summary manner only and is not a complete/exhaustive analysis or listing of all potential tax consequences on the disposal of equity shares under the Buy-back. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, you should consult with your own tax advisors for the tax provisions applicable to your particular circumstances.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the Buy-back Regulation:

The Board of Directors made declaration as on the date of passing the board resolution approving the Buy-back i.e. April 08, 2017 and Mr. Viren C. Mirani, Managing Director and Mrs. Shefali V. Mirani, Director of the company, acting upon the authority of the Board, has confirmed that:

1. There are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.
2. It has, based on a full enquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act formed an opinion that:

- a) Immediately following the date on which the results of the Postal Ballot will be declared, there shall be no grounds on which the Company can be found unable to pay its debts.
- b) As regards the Company's prospects for the year (12 Months) immediately following 1) the date of the Board Meeting and 2) the date on which the results of the Postal Ballot will be declared, approving the Buy-back, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year (12 months) from the date of the Board Meeting as well as the date on which the results of the Postal Ballot will be declared.
- c) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act.

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

Sd/- Viren C. Mirani Managing Director (DIN:00044901)	Sd/- Shefali V. Mirani Executive Director (DIN:03107547)
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23. AUDITORS CERTIFICATE

The text of the report dated April 10, 2017 received from Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad, the Statutory Auditors of the Company on permissible capital payment addressed to the Board of Directors of the Company and the Statement of determination of permissible capital payment towards Buy-back of Equity Shares is reproduced below:

Quote

To,
The Board of Directors
India Gelatine and Chemicals Limited,
703/704, Shilp, 7th Floor, Near Municipal Market
Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009,
Gujarat, India.

Date: 10th April, 2017

Dear Sirs,

Sub: Auditors' Report in respect of proposed buy-back of Equity Shares of India Gelatine and Chemicals Limited ("Company") in terms of clause (xi) of Part A of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buy-back Regulations")

1. In connection with the proposed buy-back of equity shares by the Company in pursuance of the provisions of Section 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (" Act") and further in terms of the requirements of clause (xi) of Part A of Schedule II to the Buy-back Regulations, we report that:
 - a. We have enquired into the Company's state of affairs in relation to financial year ended March 31, 2016 as approved by the Board of Directors in the meeting held on May 23, 2016 and by the shareholders of the Company at the meeting held on September 27, 2016 and audited financial statements for the nine months ended December 31, 2016 as approved by the Board of Directors in the meeting held on April 8, 2017.

- b. The amount of the permissible capital payment towards buy-back of equity shares on the basis set out in the attached Annexure A stating statement of computation of permissible capital payment for the proposed Buyback of Equity Shares is, in our view properly determined.
- c. The Board of Directors of the Company in their meeting held on April 08, 2017 have formed their opinion as specified in Clause (x) of Part A of Schedule II of buy-back on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.
2. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buy-back Regulations solely to enable the Board of Directors of the Company to include it in the public announcement, the draft letter of offer, letter of offer and any other corrigendum/addendum, in pursuance of the provisions of Companies Act 2013 and the Buy-back Regulations.

For, Mahendra N. Shah & Co.,
Chartered Accountants
FRN 105775W
Sd/-

Chirag M. Shah
Partner
Memb. No. 045706

Date: 10th April, 2017
Place: Ahmedabad

Annexure- A

Computation of amount of permissible capital payment towards buy-back of equity shares in accordance with proviso to section 68 (2) (b) & (c) of the Act and Regulation 4(1)(a) of the Buy-back Regulations based on the audited financial statements for the nine months ended December 31, 2016:

Particulars	For 9 Months Ended as on December 31, 2016 (Rs. in lakhs)
Paid-up Equity Share Capital as at December 31, 2016	
94,00,000 Equity shares of Rs. 10 each fully paid-up	940.00
Free reserves as at December 31, 2016	
Securities premium account	1363.40
General reserve	8881.89
Surplus in the statement of profit & loss	386.58
Total	11571.87
Permissible capital payment towards Buy-back of Equity Shares in accordance with Section 68 (2) (b) and (c) of the Companies Act, 2013 (25% of paid up equity capital and free reserves)	2892.97
Permissible number of Equity Shares eligible for Buy-back in accordance with Section 68 (2) (b) and (c) of the Companies Act, 2013 (25% of number of paid up equity capital) (Nos.)	23,50,000.00

Unquote

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Head Office of the Company at 77/78, Mittal Chambers, 228, Nariman Point, Mumbai- 400021, Maharashtra, India between 10 a.m. and 5.00 p.m. on all working days (Monday to Friday) during the offer period:

- (i) Certificate of Incorporation of the Company.
(ii) Memorandum and Articles of Association of the Company.

- (iii) Annual reports of the Company for the preceding three financial years viz. March 31, 2016, 2015, and 2014 and audited financial statements for the nine months period ended on December 31, 2016 and audited financial statements for the year ended March 31, 2017.
- (iv) Copy of resolution passed by the Board of Directors at their meeting held on April 08, 2017 approving the proposal of the Buy-back.
- (v) Copy of the resolution of shareholders passed by way of Postal Ballot results of which were declared on May 20, 2017 along with Scrutinizer Report.
- (vi) Certificate dated April 10, 2017 received from Mahendra N. Shah & Co., Chartered Accountants, Ahmedabad, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buy-back Regulations.
- (vii) Copy of Public Announcement dated May 22, 2017 published in the newspapers on May 23, 2017 regarding Buy-back.
- (viii) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (ix) Certificate dated May 03, 2017 by Mahendra N. Shah & Co., Chartered Accountant certifying that the Company has made firm financial arrangements for fulfilling its obligations under the Buy-back, in accordance with the Buy-back Regulations.
- (x) Copy of the Escrow Agreement dated May 26, 2017 executed amongst the Company, Escrow Agent and the Manager to the Buy-back.
- (xi) Confirmation letter by the Escrow Agent dated [●] that the Escrow Account has been opened and that the amount required to be deposited in the Escrow Account has been deposited.
- (xii) SEBI comments received on DLoF vide letter dated [●] issued in terms of the Buy-back Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

The Equity Shareholders may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Mrs. Varsha Aswani,
Company Secretary & Compliance Officer
India Gelatine & Chemicals Ltd.
 77/78, Mittal Chambers, 228,
 Nariman Point, Mumbai- 400021
Email: varsha@indiagelatine.com
E-Mail: investor@indiagelatine.com
Tel: +91 22 22020341

26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- (i) In case of any grievances relating to the Buy-back (e.g. non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer of the Manager to the Buy-back at investors@vivro.net and/ or Registrar to the Buy-back and/ or Compliance Officer(s) of the Company for redressal.
- (ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act, 2013 or any rules made there-under, to the extent applicable, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, 2013, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013, as the case may be.
- (iii) The address of the concerned office of the Registrar of Companies is as follows:
Registrar of Companies, Gujarat
 ROC Bhavan, Opp.Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013
 Phone: 079-27437597, Fax 079-27438371 Email: roc.ahmedabad@mca.gov.in

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any queries, Equity Shareholders may also contact the Registrar to the Buy-back, during office hours i.e. IST 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Registrar to the Buy-back:



Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West,
Mumbai – 400 083, Maharashtra, India.

Tel. No.: +91 22 4918 6200 **Fax:** +91 22 4918 6195

Email: indiagelatine.buyback@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

SEBI Registration Number: INR000004058

Validity: Permanent

CIN: U67190MH1999PTC118368

28. DETAILS OF THE MANAGER TO THE BUY-BACK



Vivro Financial Services Private Limited

607, 608 Marathon Icon, Opp. Peninsula Corporate Park,
Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel,
Mumbai – 400 013.

Contact Person: Mr. Harish Patel / Mr. Sagar Jatakiya

E-mail: investors@vivro.net, **Website:** www.vivro.net

Tel: +91 22 6666 8040-42; **Fax:** +91 22 6666 8047

SEBI Registration Number: INM000010122; **CIN:** U67120GJ1996PTC029182

29. LEGAL ADVISOR TO THE COMPANY

Bathiya Legal

909, Hubtown Solaris, N S Phadke Road,
Near East - West Flyover, Andheri (East),
Mumbai – 400069, Maharashtra, India.

Tel: 022-6133 8050

Website: www.bathiyalegal.com

30. TRANSACTION ADVISOR TO THE COMPANY

SDA Advisors

Business & Finance

22A Film Centre, 68 Tardeo Road,
Mumbai - 400 034, India.

Contact: CA. Dathich A Shah

Tel: +91 98210 92045

Email: dathich.shah@sdaadvisors.in

31. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

As per regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Draft Letter of Offer. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on April 08, 2017.

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

Viren C. Mirani Managing Director (DIN: 00044901)	Shefali V. Mirani Executive Director (DIN: 03107547)	Varsh Aswani Company Secretary & Compliance Officer (Membership No.: A37181)

Date: May 29, 2017

Place: Mumbai

32. OFFER FORM

32.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).

32.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).

32.3 Form No. SH-4 – Securities Transfer Form

TENDER FORM/FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM)

Bid Number:

Date:

BUY-BACK OPENS ON:		[●], 2017
BUY-BACK CLOSES ON:		[●], 2017
For Registrar / collection centre use		
Inward No.	Date	Stamp
Status (please tick appropriate box)		
<input type="checkbox"/> Individual	<input type="checkbox"/> FPI	<input type="checkbox"/> Insurance Co.
<input type="checkbox"/> Foreign Co.	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / FI	<input type="checkbox"/> Pension / PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (specify)
<input type="checkbox"/> Foreign National		
India Tax Residency Status: Please tick appropriate box		
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)

To,
The Board of Directors
INDIA GELATINE & CHEMICALS LTD.
703/704, Shilp, 7th Floor, Near Municipal Market,
Sheth C.G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India.

Dear Sirs,

Sub: Letter of Offer dated [●], 2017 in relation to Buy-back of up to 23,07,700 (Twenty Three Lakh Seven Thousand and Seven Hundred) Equity Shares of India Gelatine & Chemicals Ltd. (the "Company") at a price of ₹117/- (Rupees One Hundred and Seventeen only) per Equity Share ("Buy-back Price"), payable in cash

- I / We (having read and understood the Letter of Offer dated [●], 2017) hereby tender / offer my / our Equity Shares in response to the Buy-back on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
- I / we agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration shall be paid to the first named shareholder.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Shareholders.
- I / We agree that the consideration for the accepted Equity Shares will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Act and the Buy-back Regulations.
- Details of Equity Shares held and tendered / offered for Buy-back:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back		

- Applicable for all Non-resident shareholders - I / We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me / us.

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his Buy-back Entitlement shall be accepted in accordance with paragraph 19.6, 19.7, 19.8, and 19.9 of the Letter of Offer subject to giving effect to paragraph 19.4. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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Acknowledgement Slip: INDIA GELATINE & CHEMICALS LTD. BUY-BACK 2017
(To be filled by the Equity Shareholder) (Subject to verification)

DP ID: _____

Client ID _____

Received from Mr./Ms./M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buy-back (In Figures) _____ (In Words) _____

STAMP OF BROKER

Please quote Client ID No. & DP No. for all future correspondence _____

12. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID No. with the DP	

13. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1 (if any)	Joint Holder 2 (if any)	Joint Holder 3 (if any)
Full Name(s) Of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. and Email ID				

*Corporate must affix rubber stamp

Instructions:

1. This Buy-back will open on [●] and close on [●].
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. The Equity Shares tendered in the Buy-back shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the shareholder.
4. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buy-back being on a proportionate basis in terms of the Ratio of Buy-back.
5. Eligible Shareholders to whom the Offer is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their entitlement.
6. For the procedure to be followed by Eligible Shareholders for tendering in the Buy-back, please refer to para 20 of the Letter of Offer.
7. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
8. The Buy-back shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.
9. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including approvals from the RBI).

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, INDIA GELATINE & CHEMICALS LTD. BUY-BACK 2017
Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India.

Tel. No.: +91 22 4918 6200 **Fax:** +91 22 4918 6195

Email: indiagelatine.buyback@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

TENDER FORM/FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Bid Number:

Date:

BUY-BACK OPENS ON:	[●], 2017	
BUY-BACK CLOSES ON:	[●], 2017	
For Registrar / collection centre use		
Inward No.	Date	
	Stamp	
Status (please tick appropriate box)		
<input type="checkbox"/> Individual	<input type="checkbox"/> FPI	<input type="checkbox"/> Insurance Co.
<input type="checkbox"/> Foreign Co.	<input type="checkbox"/> NRI/OCB	<input type="checkbox"/> FVCI
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank / FI	<input type="checkbox"/> Pension / PF
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP	<input type="checkbox"/> Others (specify)
<input type="checkbox"/> Foreign National		
India Tax Residency Status: Please tick appropriate box		
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India	<input type="checkbox"/> Resident of _____ (Shareholder to fill the country of residence)

To,
The Board of Directors
INDIA GELATINE & CHEMICALS LTD.
703/704, Shilp, 7th Floor, Near Municipal Market,
Sheth C.G. Road, Navrangpura, Ahmedabad – 380009, Gujarat, India.

Dear Sirs,

Sub: Letter of Offer dated [●], 2017 in relation to Buy-back of up to 23,07,700 (Twenty Three Lakh Seven Thousand and Seven Hundred) Equity Shares of India Gelatine & Chemicals Ltd. (the "Company") at a price of ₹117/- (Rupees One Hundred and Seventeen only) per Equity Share ("Buy-back Price"), payable in cash

- I / We (having read and understood the Letter of Offer dated [●], 2017) hereby tender / offer my / our Equity Shares in response to the Buy-back on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buy-back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
- I / we agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration shall be paid to the first named shareholder.
- I / We agree that the consideration for the accepted Shares will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I / We agree that the Company is not obliged to accept any Equity Shares tendered/offered for Buy-back where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-back in accordance with the Act and the Buy-back Regulations.
- Details of Equity Shares held and tendered / offered for Buy-back:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back		

- Applicable for all Non-resident shareholders - I / We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his Buy-back Entitlement shall be accepted in accordance with paragraph 19.6, 19.7, 19.8, and 19.9 of the Letter of Offer subject to giving effect to paragraph 19.4. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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Acknowledgement Slip: INDIA GELATINE & CHEMICALS LTD. BUY-BACK 2017
(To be filled by the Equity Shareholder) (Subject to verification)

Folio No./: _____

Received from Mr./Ms./M/s. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buy-back (In Figures) _____ (In Words) _____

STAMP OF BROKER/REGISTRAR

Please quote Folio No. for all future correspondence _____

13. Details of Share Certificate(s) enclosed : Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
Total					

In case the number of folios and share certificates enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

14. Details of the bank account of the sole or first Shareholder to be incorporated (to be mandatorily filled):

Name of the Bank	Branch and City	Account Number (indicate type of account)

15. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Power of Attorney Corporate authorisation
Succession Certificate TRS
Permanent Account Number (PAN Card)(Self Attested)
Others (please specify): _____

16. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1 (if any)	Joint Holder 2 (if any)	Joint Holder 3 (if any)
Full Name(s) Of The Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

*Corporate must affix rubber stamp

17. Applicable for all Non-resident shareholders - I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.

Instructions:

- This Buy-back will open on [●] and close on [●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before [●] by 5 PM (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
- Eligible Shareholders to whom the Buy-back offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
- All documents sent by the seller member/ custodian will be at their own risk and the seller member/ custodian is advised to adequately safeguard their interests in this regard.
- For the procedure to be followed by Equity Shareholders for tendering in the Buy-back Offer, please refer to clause 20 of the Letter of Offer.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company/Registrar.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, INDIA GELATINE & CHEMICALS LTD. BUY-BACK 2017

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India.

Tel. No.: +91 22 4918 6200 **Fax:** +91 22 4918 6195

Email: indiagelatine.buyback@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Mr. Sumeet Deshpande

Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L99999GJ1973PLC002260
 Name of the company (in full): INDIA GELATINE & CHEMICALS LTD.
 Name of the Stock Exchange where the company is listed, if any: BSE Ltd

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹10.00	₹10.00	₹10.00

No. of securities being transferred		Consideration received	
In figures	In words	In words	In figures

Distinctive number	From						
	To						
Corresponding Certificate Nos.							

Transferor's Particulars-

Registered Folio Number:	Name (s) in full	Signature(s)
1.		
2.		
3.		

I, hereby confirm that the transferor has signed before me.

Signature of witness

Name and Address

.....

.....

Transferee's Particulars-

Name in full	Father's/ mother's/ Spouse name	Address & E-mail id	Occupation	Existing folio No., if any	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. of Transferee

Specimen Signature of Transferee

.....

.....

Value of stamp affixed: Rs. (Rupees

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card of all the Transferees (For all listed Cos.)
- (4) Others, specify.....

Stamps:

Name of Transferor	Name of Transferee	No. of Shares	Date of Transfer
_____	_____	_____	_____
			Signature of authorized signatory

For office use only

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on vide Transfer No.....

Approval Date.....

Power of attorney/Probate/Death Certificate/Letter of Administration Registered on at
..... No.....