



INDIA GELATINE & CHEMICALS LTD.

77/78/79, Mittal Chambers, 228, Nariman Point, Mumbai - 400 021. INDIA • GSTIN No. 27AAACI3676F1ZK
Tel.: 91 - 22 - 2202 0341, 2202 3554, 2202 3556.
Email : igclmumbai@indiagelatine.com, Web: www.indiagelatine.com • CIN: L99999GJ1973PLC002260

April 11, 2024

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,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed herewith the Postal Ballot Notice along with Explanatory Statement for seeking shareholder's approval by way of Remote e-voting facility, for appointment of Non-Executive Independent Directors of the Company as set out in the Postal Ballot Notice.

Please note that the Postal Ballot Notice is being sent only by email to the members of the Company whose email address is registered with the Company / Depository Participant(s), as on April 05, 2024 ("the Cut-off Date")

We hereby submit the following information with regard to remote e-voting facility:

Cut Off Date for eligibility to vote	Friday, 5th April, 2024
Agency for E-voting	Central Depository Services (India) Limited
Commencement of e-voting period	Friday, 12 th April, 2024 at 10:00 a.m.
Conclusion of e-voting period	Saturday, 11 th May, 2024 at 05:00 p.m.
Date on which resolution will be deemed to be passed	Saturday, 11 th May, 2024
Declaration of results of Postal Ballot	On or before Tuesday, 14 th May, 2024

The Company has engaged the services of Central Depository Services (India) Limited for providing e-voting facility to all its Members. The Postal Ballot Notice along with the Explanatory Statement is also available on the website of the Company at www.indiagelatine.com

Thanking you,

For India Gelatine & Chemicals Limited,

Tanaya Daryanani
Company Secretary
A37181

Encl.: As stated above.

Factory : Plot No.1/A, G.I.D.C. Industrial Estate, National Highway, VAPI - 396 195. (Gujarat). INDIA
Tel.: 91 - 260 - 240 1584 / 91 - 94299 61759 / 91 - 94298 95136 Email : igclvapi@indiagelatine.com
Regd. Office : 703/704, "SHILP", 7th Floor, Near Municipal Market, Sheth C. G. Road, Navrangpura,
Ahmedabad - 380 009 (Gujarat). INDIA Email : igclahmd@indiagelatine.com
Tel: 91 - 79 - 2646 9514 • GSTIN No. 24AAACI3676F1ZQ



INDIA GELATINE & CHEMICALS LIMITED

CIN: L99999GJ1973PLC002260

Registered Office : 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.

E-mail ID : investor@indiagelatine.com Website : www.indiagelatine.com

Tel : +91-079-26469514

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), read with applicable circulars under the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that India Gelatine & Chemicals Ltd., (the "Company") is seeking the approval of the Members by way of Special Resolution, for the matters as considered in the resolutions appended below, through Postal Ballot (the "Postal Ballot") only by way of remote e-voting ("evoting") process.

Sr. No.	Particulars
1	Appointment of Mr. Ashwini V. Agarwal (DIN: 00362480), as Non-Executive Independent Director of the Company
2	Appointment of Mr. Vaibhav S. Pittie (DIN: 07643342), as Non-Executive Independent Director of the Company

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Management Rules thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors of the Company has appointed Mr. Chirag Shah (Membership No. FCS 5545), failing him Mr. Raimeen Maradiya (Membership No. FCS 11283), Practicing Company



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Secretary, partners of Chirag Shah & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its Members. The Company has made necessary arrangements with Link Intime India Pvt Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their email address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

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

Commencement of e-voting period	Friday, 12 th April, 2024 at 10:00 a.m.
Conclusion of e-voting period	Saturday, 11 th May, 2024 at 05:00 p.m.
Cut-off date for eligibility to vote	Friday, 5 th April, 2024

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. on Saturday, 11th May, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 working hours from the conclusion of the e-voting period i.e. on or before 5.00 p.m. on Tuesday, 14th May, 2024. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company’s website www.indiagelatine.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories.

In accordance with SS-2, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Saturday, May 11, 2024. Further, the resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

SPECIAL BUSINESS:

- 1. Consider and approve the appointment of Mr. Ashwini V. Agarwal (DIN: 00362480), as Non-Executive Independent Director of the Company.**

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



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SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory medication(s) or re-enactment(s) thereof, for the time being in force, based on approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ashwini V. Agarwal (DIN: 00362480) who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing about his candidature under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years effective from April 1, 2024 till March 31, 2029.

"RESOLVED FURTHER THAT any of the Directors, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as Non-Executive Independent Director of the Company including but not limited to, filing of necessary e-form with the Registrar of Companies.”

2. Consider and approve the appointment of Mr. Vaibhav Pittie (DIN: 07643342), as Non-Executive Independent Director of the Company.

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

SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory medication(s) or re-enactment(s) thereof, for the time being in force, based on approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Vaibhav S. Pittie (DIN: 07643342) who was appointed as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from April 1, 2024, who meets the criteria for independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing about his candidature under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years effective from April 1, 2024 till March 31, 2029.



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"RESOLVED FURTHER THAT any of the Directors, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as Non-Executive Independent Director of the Company including but not limited to, filing of necessary e-form with the Registrar of Companies."

By Order of the Board

For, **India Gelatine & Chemicals Limited,**

Place : Mumbai
Date : 01.04.2024

Sd/-

Tanaya T. Daryanani
Company Secretary
A37181

India Gelatine & Chemicals Limited

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Ahmedabad - 380 009
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Website : www.indiagelatine.com

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on April 05, 2024 ("the Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares



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of the paid-up equity share capital of the Company as on April 05, 2024, being the Cut-off Date fixed for the purpose.

- The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Saturday, May 11, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
- The Company has appointed Mr. Chirag Shah (Membership No. FCS 5545), failing him Mr. Raimeen Maradiya (Membership No. FCS 11283), Practicing Company Secretary, partners of Chirag Shah & Associates, Practicing Company Secretaries as the Scrutinizer to conduct e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 48 working hours from the conclusion of the e-voting period i.e. on or before 5.00 p.m. on Tuesday, 14th May, 2024. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company’s website www.indiagelatine.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories.
- The Postal Ballot Notice is being uploaded on the Company’s website viz., www.indiagelatine.com and on the website of the Stock Exchange viz. www.bseindia.com
- The Company has engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section ‘Voting through electronic means’ in this Notice.
- All documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 a.m. and 5:00 p.m. on all working days upto May 11, 2024. The Registered Office of the Company is situated at 703/704, ‘Shilp’, 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.
- We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at rnt.helpdesk@linkintime.co.in

Members may follow the process detailed below for registration of email Id:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Link Intime India Private Limited either by email to rnt.helpdesk@linkintime.co.in or by post to C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Form ISR – 1



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	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at https://www.linkintime.co.in	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

Note: To raise an email query following is the link:

https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html

10. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by June 30, 2024 and linking PAN with Aadhaar by June 30, 2024. Further members holding shares in electronic form are required to update their nomination details by June 30, 2024. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available on the website of the Company at www.indiagelatine.com and on the website of the RTA of the Company at <https://www.linkintime.co.in>
11. The date of dispatch of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers:
 - Indian Express in English language; and
 - Financial Express in Gujarati language, having wide circulation in the district where the registered office of Company is situated.
12. The e-voting period commences on Friday, 12th April, 2024 at 10.00 a.m. and ends on Saturday, 11th May, 2024 at 05.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., 5th April, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Saturday, 11th May, 2024 at 05.00 p.m.
13. The instructions for members for remote voting electronically (both for physical shareholders as well as demat holders) are as under:

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode	1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit



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with CDSL	<p>www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <ol style="list-style-type: none">2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period additionally, there are also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter User ID and Password. After successful authentication, Member will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and Member will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting



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	<p>system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <ol style="list-style-type: none"> After successful authentication, Member will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and Member will be redirected to e-Voting service provider website for casting its vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use forget User ID and forget password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by



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	sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 or at toll free no.: 1800 1020 990 and 1800 22 44 30
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2. The details of the process and manner for remote e-voting for shareholders other than individual shareholders and Members holding shares in physical mode, are explained herein below:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders/ Members”.
- (iii) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.



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OR Date of Birth (DOB)	<ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for “INDIA GELATINE & CHEMICALS LIMITED,”
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



INDIA GELATINE & CHEMICALS LIMITED

CIN: L99999GJ1973PLC002260

Registered Office : 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.

E-mail ID : investor@indiagelatine.com Website : www.indiagelatine.com

Tel : +91-079-26469514

(xviii) **Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:**

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. varsha@indiagelatine.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013:

Item No. 1

Appointment of Mr. Ashwini V. Agarwal (DIN: 00362480), as Non-Executive Independent Director of the Company.

The Board of Directors of the Company, pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee ('NRC') are proposing to the Members of the Company, the appointment of Mr. Ashwini V. Agarwal (DIN: 00362480) as Independent Director on the Board of the Company, not liable to retire by rotation, who shall hold office for a first term of five (5) consecutive years effective from April 1, 2024 till March 31, 2029.

He is eligible to be appointed as an Independent Director for first term of up to (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ashwini V. Agarwal signifying his candidature as an Independent Director of the Company. The Company has also received a declaration from Mr. Ashwini V. Agarwal confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Ashwini V. Agarwal is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Ashwini V. Agarwal as an Independent Director setting out the terms and conditions is available for inspection on the website of the Company i.e. www.indiagelatine.com

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 or by the order of the SEBI or any other authority and he has given his consent to act as a Director.

In the opinion of the Board of Directors, Mr. Ashwini V. Agarwal, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management. Mr. Ashwini V. Agarwal possesses the requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. His expertise in managing, leading and advising businesses globally, deep insights into the global markets and strength in sustainability and risk management will be of great value for the Company.



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Mr. Ashwini V. Agarwal, aged about 55 years, holds B.Com degree from Shri Ram College of Commerce and MBA from IIM Bangalore

Mr. Ashwini Agarwal is the founder and partner of Demeter Advisors LLP, a Mumbai-based family office firm. He is a seasoned equity investor with over 31 years of experience across emerging markets, especially India and South Asia.

Prior to setting up Demeter Advisors, Mr. Ashwini V. Agarwal worked at Ashmore Group PLC (2006-2021), a UK based emerging markets investment manager. At Ashmore, Mr. Ashwini Agarwal was a Portfolio Manager and head of the Indian team. In addition to broader portfolios, he started and managed funds dedicated to investing in smaller companies in the South Asia region. In this role, he identified and invested in several small companies that have become well-followed mid to large-cap names over time.

Between 1994 & 2006, Mr. Ashwini V. Agarwal was the Head Institutional Equities at UBS and Kotak Securities, and Head of Equity Research at SSKI. He started his career with SBI Mutual Fund in 1992, after graduating with an MBA from IIM, Bangalore. Mr. Ashwini V. Agarwal holds a Bachelor of Commerce degree from Shri Ram College of Commerce, Delhi.

Item No. 2

Appointment of Mr. Vaibhav S. Pittie (DIN: 07643342), as Non-Executive Independent Director of the Company.

The Board of Directors of the Company, pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee ('NRC') are proposing to the Members of the Company, the appointment of Mr. Vaibhav S. Pittie (DIN: 07643342), as Independent Director on the Board of the Company, not liable to retire by rotation, who shall hold office for a first term of five (5) consecutive years effective from April 1, 2024 till March 31, 2029.

He is eligible to be appointed as an Independent Director for first term of up to (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Vaibhav S. Pittie (DIN: 07643342), signifying his candidature as an Independent Director of the Company. The Company has also received a declaration from Mr. Vaibhav S. Pittie (DIN: 07643342), confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. He is also registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Vaibhav S. Pittie is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority. Copy of the draft letter of appointment of Mr. Vaibhav S. Pittie as an Independent Director setting out the terms and conditions is available for inspection on the website of the Company i.e. www.indiagelatine.com



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He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 or by the order of the SEBI or any other authority and he has given his consent to act as a Director.

In the opinion of the Board of Directors, Mr. Vaibhav S. Pittie, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management. Mr. Vaibhav S. Pittie possesses the requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. His experience across strategy consulting & expertise in finance and related areas will be of great value for the Company.

Mr. Vaibhav S. Pittie, aged about 32 years is Civil Engineer, from IIT-Bombay, and has more than 10 years of experience, across strategy consulting with the Boston Consulting Group, and real estate working with Raja Bahadur International Limited.

The details of aforesaid Directors, nature of their expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1 & 2 of this Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolutions as mentioned at item no. 1 & 2 of this Notice, except to the extent of their shareholding in the Company, if any.

**By Order of the Board,
For, India Gelatine and Chemicals Limited,**

Sd/-

Tanaya T. Daryanani

(Company Secretary)

A37181

Place: Mumbai

Date: 01.04.2024



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“ANNEXURE A”

Details of Directors seeking Appointment

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Name(s) of Directors	Mr. Ashwini V. Agarwal	Mr. Vaibhav S. Pittie
DIN	00362480	07643342
Date of Birth	26-05-1968	06-07-1991
Date and term of Appointment	Date of appointment – April 01, 2024 Term of appointment - For a first term of 5 years commencing from 01/04/2024 to 31/03/2029.	Date of appointment – April 01, 2024 Term of appointment - For a first term of 5 years commencing from 01/04/2024 to 31/03/2029.
Qualification	MBA, IIM Bangalore	B.Tech, IIT Bombay
Experience and expertise in specific functional areas, Skills and Capabilities	More than 31years experience across emerging markets and expertise in the Capital Markets, Investment, Financing	More than 10 years of experience across strategy consulting & expertise in finance and related areas
Brief Profile	Provided in the Explanatory Statement	Provided in the Explanatory Statement
Relationship between Directors inter-se	None	None
Remuneration last draw by such person, if applicable and remunerations sought to be paid.	NA	NA
Directorship in other Companies (excluding India Gelatine & Chemicals Ltd.) Memberships/ Chairmanships of	Pearl Global Industries Limited	1. Pittie Electronics Private Limited 2. Raja Bahadurs Realty Limited 3. Movoto Realtors Private Limited



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committees across all companies		
Listed entities from which he/she has resigned in the past three years	Nil	Nil
Shareholding of Directors seeking re- appointment	Nil	Nil
Terms and conditions of Appointment	As per the details provided under the resolutions and explanatory statement for Item no. 1 & 2	

By Order of the Board

For, **India Gelatine & Chemicals Limited,**

Place : Mumbai
Date : 01.04.2024

Sd/-
Tanaya T. Daryanani
Company Secretary
A37181