



## INDIA GELATINE & CHEMICALS LTD.

### NOTICE

NOTICE is hereby given that the 46<sup>th</sup> Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LTD., will be held at GICEA, Nirman Bhavan (Gajjar Hall), Near Law Garden, Ahmedabad- 380 006 on Friday, 21<sup>st</sup> September, 2018 at 11.00 a.m. to transact the following business:

#### ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Mrs. Shefali V. Mirani (DIN:03107547) who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

#### ORDINARY RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Regulation 31A SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws and Regulations and subject to such statutory approvals if any, consent of the Company be and is hereby accorded for reclassification of following Promoter Group Member's from the existing status being 'Promoter Group' shareholder to the new status as 'Public' shareholder as per the request received from them.

Sr. No.	Name of the Members classified under the Promoter Group Category	No. of Shares held in the Company	% of Shareholding
1	Manorama N. Mirani	11984	0.17
2	Sunil P. Mirani	78965	1.11
3	Arjun S. Mirani	468	0.01
4	Aditi P. Mirani	3840	0.05
5	Madhav N. Mirani	68603	0.97
6	Kishorsinh R. Mirani	0	0.00
7	Manish K. Mirani	0	0.00
8	Nayankumar C. Mirani	0	0.00
9	Rahul C. Mirani	0	0.00
10	Jash N. Mirani	0	0.00
11	Nimisha M. Mirani	0	0.00
12	Hina N. Mirani	0	0.00
13	Tanmay N. Mirani	0	0.00
14	Pumima K. Mirani	0	0.00

FURTHER RESOLVED THAT Mr. Viren C. Mirani, Chairman & Managing Director, bearing DIN : 00044901 or Mr. Kalidas P. Vagadia, Executive Officer of the Company, be and are hereby authorised to sign on behalf of the Company all the necessary applications, documents, papers etc. which may be required to be submitted in this regard with the Securities and Exchange Board of India, and the Stock Exchange, where the shares of the Company are listed and also to complete all necessary formalities so as to give effect to this resolution.”

**By Order of the Board of Directors**

Place : Ahmedabad

Date : 30-07-2018

**Varsha M Aswani**

Company Secretary

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT SUCH PROXY NEED NOT BE A MEMBER.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.



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

3. The information required in respect of appointment / re-appointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards II on General Meetings under Resolution no. 3 is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 14<sup>th</sup> September, 2018 to Friday, 21<sup>st</sup> September, 2018 (both days inclusive) for the purpose of payment of Dividend.
5. The Directors have recommended a dividend of ₹ 2/- per equity share, which on approval by the members at the Annual General Meeting scheduled to be held on Friday, 21<sup>st</sup> September, 2018 at 11.00 a.m. will be paid to the members whose name appear in the register of members/beneficial owners as on Friday, 14<sup>th</sup> September, 2018 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.
6. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1<sup>st</sup> April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
7. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" is required to be transferred to the Investors Education and Protection Fund (Fund) constituted by the Central Government. The Company had, accordingly, transferred ₹ 2.54 Lakhs being the unpaid and unclaimed dividend amount pertaining to dividend declared on 28<sup>th</sup> September, 2010 to the IEPF.

In terms of the above provisions, the Company would be obliged to transfer any money lying in the Unpaid Dividend Account which remain unpaid or unclaimed for a period of 7 years from the date of such transfers, to the Investor Education and Protection Fund. The details of remaining unpaid or unclaimed dividend for the subsequent years as on 31<sup>st</sup> March, 2018 are as under:

Dividend Number	Date of Declaration	For the Accounting Year ended	Due for Transfer date
31 <sup>st</sup>	28-09-2011	2010-2011	03-11-2018
32 <sup>nd</sup>	28-09-2012	2011-2012	03-11-2019
33 <sup>rd</sup>	23-08-2013	2012-2013	28-09-2020
34 <sup>th</sup>	05-09-2014	2013-2014	11-10-2021
35 <sup>th</sup>	24-09-2015	2014-2015	29-09-2022
36 <sup>th</sup>	27-09-2016	2015-2016	02-11-2023
37 <sup>th</sup>	16-09-2017	2016-2017	21-10-2024

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 16.09.2017 (date of last Annual General Meeting) on the website of the Company ([www.indiagelatine.com](http://www.indiagelatine.com)), as also on the website of the Ministry of Corporate Affairs.

8. Pursuant to provisions of Section 124(6) and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 63,737 Equity Shares to IEPF Accounts. The shares are transferred of those shareholders who had not encashed dividends for a continuous period of 7 years for the financial year 2008-09 & 2009-10. Details of the shareholders are also uploaded as per the requirements, on the Company's website [www.indiagelatine.com](http://www.indiagelatine.com)
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name or e-mail address or contact numbers etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents viz. Link Intime India Pvt. Ltd., to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Pvt. Ltd.
10. The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company / RTA.
11. Members may also note that the Notice of AGM and the Annual Report of the year 2017-2018 are also available on the Company's Website : [www.indiagelatine.com](http://www.indiagelatine.com) for download.



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12. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (seven) days in advance, so as to enable the Company to keep the information ready.
13. (a) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report at the meeting.  
(b) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
14. The route map showing directions to reach the venue of the forty sixth AGM is annexed.
15. **E-voting:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up-to-date, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 46<sup>th</sup> Annual General Meeting (AGM) to be held on Friday, 21<sup>st</sup> September, 2018 at 11.00 a.m. at GICEA, Nirman Bhavan, (Gajjar Hall), Near Law Garden, Ellisbridge, Ahmedabad 380006. Please note that the remote e-voting through electronic means is optional for shareholders. The Company is also providing the facility of poll at the meeting by way of ballot. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

The Company has fixed Friday, 14<sup>th</sup> September, 2018 as the cut-off date for determining voting rights of shareholders entitled to participate in the e-voting process. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system.

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

Commencement of remote e-voting	End of remote e-voting
Tuesday, 18 <sup>th</sup> September, 2018 at 10.00 a.m.	Thursday, 20 <sup>th</sup> September, 2018 at 5.00 p.m.

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

**The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Friday, 14<sup>th</sup> September, 2018.**

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

- (i) The voting period begins on Tuesday, 18<sup>th</sup> September, 2018 at 10.00 a.m. and ends on Thursday, 20<sup>th</sup> September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders/ Members".
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the attendance slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "INDIAGELATINE & CHEMICALS LTD.,"
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### **In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) The voting period begins on Tuesday, 18<sup>th</sup> September, 2018 at 10.00 a.m. and ends on Thursday, 20<sup>th</sup> September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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### IMPORTANT NOTES :

1. Any person who acquires shares of the Company and becomes member of the Company after Friday, 17<sup>th</sup> August, 2018 i.e. the date considered for despatch of the notice and holding shares as on the cut-off date i.e. Friday, 14<sup>th</sup> September, 2018, may obtain the login details by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The facility for Voting at meeting venue shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. Mr. Chirag Shah, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not later than 3(three) working days from the conclusion of the e- voting period unblock the votes in the presence of atleast 2 (two) witnesses not in the employment of Company and make a consolidated Scrutinizers Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him shall declare the result of the voting forthwith.
16. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.indiagelatine.com](http://www.indiagelatine.com) and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company. The Company shall simultaneously communicate the results to BSE Ltd., Mumbai, who shall place the same on their website.

#### Details of Directors seeking Appointment / Re-appointment

(Pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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



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**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT AS REQUIRED**  
**UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4 :**

Item No. 4 of the notice relates to reclassification of the members of the promoter / promoter group to public.

As per the provisions of regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received application dated 21-07-2018 from below mentioned members of Promoters / Promoter Group for reclassification of their status from "Promoter Group" to the category of "Public". Their shareholding as on date is as under :

Sr. No.	Name of the Members classified under the Promoter Group Category	No. of Shares held in the Company	% of Shareholding
1	Manorama N. Mirani	11984	0.17
2	Sunil P. Mirani	78965	1.11
3	Arjun S. Mirani	468	0.01
4	Aditi P. Mirani	3840	0.05
5	Madhav N. Mirani	68603	0.97
6	Kishorsinh R. Mirani	0	0.00
7	Manish K. Mirani	0	0.00
8	Nayankumar C. Mirani	0	0.00
9	Rahul C. Mirani	0	0.00
10	Jash N. Mirani	0	0.00
11	Nimisha M. Mirani	0	0.00
12	Hina N. Mirani	0	0.00
13	Tanmay N. Mirani	0	0.00
14	Pumima K. Mirani	0	0.00

They informed that neither they hold substantial shareholding in the Company nor they are in position to exercise control over the affairs of the Company either directly or indirectly. Their reclassification from promoter to the Public category is being not done with the object of achieving compliance with minimum public shareholding requirement under rule 19A of the SCR rules and Listing Regulations.

None of them hold any Key Managerial Position or representation on the Board of Directors of the Company and have not engaged in any management or day to day affairs of the Company.

The Board of Directors recommends the above resolution for your approval.

Mr. Nayankumar C. Mirani and Mr. Rahul C. Mirani are relative of Mr. Viren C. Mirani.

**By Order of the Board of Directors**

Place : Ahmedabad  
Date : 30-07-2018

**Varsha M Aswani**  
Company Secretary