



NOTICE

NOTICE is hereby given that the 52nd Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LIMITED, will be held on Friday, 27th September, 2024 at 12.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024, the report of the Board of Directors and Auditors thereon.
2. To confirm Interim dividend of ₹ 10/- per Equity share of ₹ 10/- each and declare Final dividend of ₹ 1/- per Equity share of ₹ 10/- each for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Viren C. Mirani (DIN: 00044901) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Consider and approve the re-appointment of Mr. Malay M. Khimji (DIN: 00402675), as the 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 section 149, 150 & 152 of Companies Act, 2013 read with Schedule IV and other applicable provisions, sections & rules of Companies Act including any statutory modification(s) or re-enactment thereof, the Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Malay M. Khimji (DIN: 00402675), Non-Executive Independent Director of the Company, who was appointed as Non-Executive Independent Director and who holds the office upto 12th March, 2025 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold the office for second term of five years from 12th March, 2025 to 11th March, 2030, on the Board of Directors of the Company. "

By Order of the Board of Directors

Place : Mumbai
Date : 8th August, 2024

Tanaya T. Daryanani
Company Secretary
Memb. No. A37181

India Gelatine & Chemicals Limited

CIN: L99999GJ1973PLC002260

Registered Office:

703/704, 'Shilp', 7th Floor,
Near Municipal Market,
Sheth C.G. Road, Navrangpura,
Ahmedabad - 380 009
Tel : (079) 26469514
Website : www.indiagelatine.com

NOTES :

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 Circular No. 20 of 2020 dated 5th May, 2020, and Circular no. 02/2021 dated January 13, 2021, 19/2021 dated 8th December, 2021, 20/2021 dated 8th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" (collectively referred to as "MCA Circulars"), and the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video



Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item 4 set out above and relevant details in respect of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘Secretarial Standard’) are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
5. With reference to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023 issued by the Securities and Exchange Board of India (SEBI) titled Online processing of investor service requests and complaints by RTAs. Our RTA has launched of ‘SWAYAM’, brand-new Investor Self-Service Portal, designed exclusively for the Investors serviced by Link Intime India Private Ltd

Following are the key features of ‘SWAYAM’ :

‘SWAYAM’ is a secure, user-friendly web-based application, developed by “Link Intime India Pvt Ltd.”, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
 - Features - A user-friendly GUI.
 - Track Corporate Actions like Dividend/Interest/Bonus/split.
 - PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
 - Effortlessly Raise request for Unpaid Amounts.
 - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
 - Statements - View entire holdings and status of corporate benefits.
 - Two-factor authentication (2FA) at Login - Enhances security for investors.
6. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer of the Company by e-mail to ahd@samdanishah.com.
 7. **Registration of email ID and Bank Account details:**

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, log in details for e-voting are being sent on the registered email address.



To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) The Members of the Company holding equity shares of the Company in physical form and who have not registered their email ID may get their email IDs registered with Company's RTA by submitting Investor Service Request Form (Form ISR1) duly filled and signed as per the specimen signature registered with the Company along with self-attested ID Proof and address proof and supporting mentioned thereon.

- The Investor Service Request form can be downloaded from website of the RTA i.e. <https://www.linkintime.co.in>.
- Log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the Form ISR-1 along with the required supporting documents and submit.

OR

(ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

8. In accordance with the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-2024 will also be available on the Company's website www.indiagelatine.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and www.evotingindia.com (agency providing e-Voting facility). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

9. The members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September, 2024 to Friday, 27th September, 2024 (both days inclusive) for the purpose of payment of Dividend and Annual General Meeting.

11. Your Directors have recommended Final Dividend of @ 10% i.e. ₹ 1.00 per share for the financial year ended 31st March, 2024. Together with the Interim Dividend of @ 100% i.e. ₹ 10.00 per share paid on 28th March, 2024, the total Dividend for the financial year ended 31st March, 2024 amounts to ₹ 110.00 per share. The said Final Dividend on equity shares is subject to the approval of the Members at the ensuing Annual General Meeting ("AGM") scheduled to be held on Friday, 27th September, 2024 at 12:30 P.M. will be paid to the members whose name appear in the register of members/beneficial owners as on Thursday, 19th September, 2024 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.

12. Tax Deducted at Source ("TDS") on Dividend:

Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and accordingly, the Company would be required to deduct tax at source from the dividend paid to Shareholders, if so approved at the ensuing AGM at the prescribed rates.



The rate of TDS as per the Income Tax Act, 1961 ("IT Act"), would depend upon the status of the recipient and is explained herein below:

i. Resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any resident shareholder	10%	Update the PAN if not already done with depositories (in case of shares held in demat mode) and with the Company's Registrar and Transfer Agents – Link Intime India Private Limited (in case of shares held in physical mode). <ul style="list-style-type: none"> No deduction of taxes in the following cases <ul style="list-style-type: none"> If dividend income to a resident Individual shareholder during financial year does not exceed ₹ 5,000/-, If shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Submitting Form 15G/ Form 15H	NIL	Eligible Shareholder providing Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years) - on fulfilment of prescribed conditions.
Order under section 197 of the Act	Rate provided in the order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Self-declaration that it has full beneficial interest with respect to shares owned, along with self-attested copy of PAN card and registration certificate
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income.	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Mutual Funds	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Alternative Investment fund	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015.
Other resident shareholder without PAN/Invalid PAN	20%	

Please Note that:

- Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP id-Client Id is mandatory. In absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.
- Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

ii. Non-resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption Applicability/ Documents required
Any non-resident shareholder	20% (plus applicable surcharge and cess) or Tax Treaty rate whichever is lower	<p>Non-resident shareholders may opt for tax rate under Double Taxation Avoidance Agreement (“Tax Treaty”). The Tax Treaty rate shall be applied for tax deduction at source on submission of following documents to the company</p> <ul style="list-style-type: none"> • Copy of the PAN Card, if any, allotted by the Indian authorities. • Self-attested copy of Tax Residency Certificate (TRC) valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident • Self-declaration in Form 10F in the attached form. • Self-declaration confirming not having a Permanent Establishment in India, eligibility to Tax Treaty benefit and do not / will not have place of effective management in India. <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and are in accordance with the provisions of the Act.</p>
Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% (plus applicable surcharge and cess)	None
Submitting Order under section 195(3) /197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

Note: The Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts. Kindly note that the documents as mentioned in the Table 1 and 2 above are required to be submitted to the Company / Registrar at email ID rnt.helpdesk@linkintime.co.in or update the same by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 19th September 2024 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication/documents on the tax determination / deduction shall be considered post 11:59 PM (IST) of 19th September 2024.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Final Dividend. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to our RTA i.e. Link Intime India Private Limited on weblink <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.



The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL/CDSL platform, on or before 11:59 (IST) of 19th September, 2024.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits to our RTA i.e. Link Intime India Private Limited on weblink <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

13. SEBI, vide its circular dated 16th March 2023 read with circular dated 17th November, 2023 mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or choice of nomination or contact details or mobile number or bank account details or specimen signature updated, shall be eligible for payment of dividend in respect of such folios, only through electronic mode with effect from 1 April 2024, upon furnishing all the aforesaid details in entirety. Further, the Company will not dispatch the physical instrument such as banker's cheque/Warrant or demand draft for the payment of dividend to the members holding shares in physical form as on record date.
14. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20th April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case of members holding shares in demat mode and where the dividend could not be processed through electronic mode, payment will be made through physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.
15. Freezing of folio pursuant to SEBI Circular dated 17th November, 2023: SEBI vide its circular dated 17th November, 2023 has done away with the requirements of freezing of folio and referral of the frozen folio to administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
16. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13 with their DP in case the shares are held by them in demat mode, and to the RTA, in case the shares are held in physical mode.
17. The Members may further note that Pursuant to SEBI (amendment) Regulations, 2022 via Notification dated 24th January, 2022, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTABM/P/CIR/2022/8 dated 25th January 2022, the listed companies are required to issue the securities in dematerialised form only while processing the requests for Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission, Transposition. Also, in view of the Regulation 40 of the SEBI Listing Regulations, as amended with effect from 24th January, 2022, securities of listed companies can now be transferred only in the demat mode. Members holding shares in physical form are therefore requested to convert their holdings into the demat mode to avoid loss of shares or fraudulent transactions and avail better investor servicing.
18. 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 constituted by the Central Government. The Company had, accordingly, transferred ₹ 1.883 Lakhs being the unpaid and unclaimed dividend amount pertaining to dividend declared on 27th September, 2016 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 are as under:

Dividend Number	Date of Declaration	For the Accounting Year ended	Due for Transfer date
37 th	16/09/2017	2016-2017	21/10/2024
38 th	21/09/2018	2017-2018	26/10/2025
39 th	17/09/2019	2018-2019	22/10/2026
40 th	22/09/2020	2019-2020	27/10/2027
41 st	24/09/2021	2020-2021	29/10/2028
42 nd	22/09/2022	2021-2022	27/10/2029
43 rd	27/09/2023	2022-2023	01/11/2030
Interim Dividend for year 2023-24	06/03/2024	2023-2024	10/04/2031

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 which are liable to be transferred, on the website of the Company (www.indiagelatine.com), as also on the website of the Ministry of Corporate Affairs. Further, Members can claim for the unpaid/unclaimed dividend by writing to the Company or RTA before the same becomes due for transfer to IEPF.

The Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same by applying to the IEPF Authority through submission of an online Form IEPF-5 on the website of IEPF Authority www.iepf.gov.in. The details of such unclaimed dividend/shares transferred to IEPF has been uploaded on the website of the Company at www.indiagelatine.com & www.iepf.gov.in

19. 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 8,131 Equity Shares to IEPF Accounts. The shares are transferred of those shareholders who had not encashed dividends for a continuous period of 7 years from the financial year 2015-16. Details of the shareholders are also uploaded as per the requirements, on the Company's website www.indiagelatine.com
20. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel No.: +91 22 49186000 Fax: + 91 22 49186060, E-mail id: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in. The Members are requested to send their communication to the aforesaid address.
21. The Company has designated an exclusive Email Id: investor@indiagelatine.com for redressal of Shareholders'/ Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be made available for inspection by the Members during the AGM.
23. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1st April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
24. In line with the Ministry of Corporate Affairs ('MCA') Circular No. 17/2020 dated 13th April, 2020, Members may also note that the Notice of AGM and the Annual Report for the year 2023-2024 are also available on the Company's Website: www.indiagelatine.com for download. The Notice of AGM and the Annual Report can also be accessed from the website of the Stock Exchange i.e. BSE Limited.
25. 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 e-voting facility to the members to cast their votes electronically at the 52nd Annual General Meeting (AGM) to be held on Friday, 27th September, 2024 at 12:30 p.m. 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. Further, the Company has entered into an arrangement with Link Intime India Private Limited for conducting the AGM through VC/OAVM through INSTAMEET which will facilitate the e-voting at the AGM.

The Company has fixed Thursday, 19th September, 2024 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. Any person who acquires shares of the Company and becomes member of the Company after Friday, 23rd August, 2024 i.e. the date considered for dispatch of the notice and holding shares as on the cut-off date i.e. Thursday, 19th September, 2024, may obtain the login details by sending a request at rnt.helpdesk@linkintime.co.in

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

Commencement of remote e-voting	End of remote e-voting
Tuesday, 24 th September, 2024 at 10.00 a.m.	Thursday, 26 th September, 2024 at 5.00 p.m.

During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

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 Thursday, 19th September, 2024.

Mr. Chirag Shah, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

26. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:
- The Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Pvt. Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
 - The Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.
27. The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:
- Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - PAN: Enter your 10 digit Permanent Account Number (PAN)
 - Mobile No.
 - Email ID
 - Click “Go to Meeting”



iii. Notes:

The Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

The Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

28. The Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request in advance at least two (2) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at varsha@indiagelatine.com
29. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
30. The Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

31. Once the electronic voting is activated by the scrutinizer during the meeting, the members who have not exercised their vote through the remote e-voting can cast the vote as under:
 - i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
 - ii. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
 - iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
 - iv. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
 - v. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
 - vi. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
 - vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
32. The Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
33. The Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
34. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: Tel:(022- 49186175)
35. **The instructions for remote e-voting are as under:**

The voting period begins on Tuesday, 24th September, 2024 at 10.00 a.m. and ends on Thursday, 26th September, 2024 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 Thursday, 19th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1. The details of the process and manner for e-Voting and joining virtual meeting for Individual shareholders & Members holding shares in dematerialized form.

- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and the provisions contained in Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility being provided by Listed entities, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, login method for e-voting and joining virtual meetings for individual Shareholders holding securities in Demat mode, CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. 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/EasiRegistration 4) 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.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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 or joining virtual meeting & voting during the AGM. 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.jsp 3. 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 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.
	<ol style="list-style-type: none"> 4. 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 or joining virtual meeting & voting during the AGM. 5. 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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 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

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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (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.

(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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.

- 36. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM through VC/OAVM but have not cast their votes through the remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system provided during the AGM.
- 37. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company’s website www.indiagelatine.com and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company. The Company shall simultaneously communicate the results to BSE Ltd., Mumbai, who shall place the same on their website



The scrutinizer shall within a period not later than 2 (two) 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.

Details of Directors seeking Appointment/Re-appointment

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings)

Name	Mr. Viren C. Mirani
Designation	Chairman & Managing Director
DIN	00044901
Date of Birth	21 st August, 1965
Date of Appointment	21 st July, 2000
Qualification	B.Com
Brief resume of the Director including nature of expertise in specific functional areas:	<p>Mr. Viren C. Mirani is a commerce graduate from Bombay University with more than 35 years of rich business experience both within and outside India. He possesses excellent business contacts and is widely travelled. He is instrumental in soliciting technical collaboration for setting up of the Gelatine Plant in 1997 of India Gelatine & Chemicals Limited (IGCL).</p> <p>Mr. Viren C. Mirani is recognized as a leading personality in the Gelatine manufacturing industry in India and internationally as well. Mr. Viren C. Mirani was the President of Gelatine Manufacturers Association of Asia Pacific (“GMAP”) (based in Australia, which has members from Australia, New Zealand, China, India, Japan, South Korea and Taiwan) for a period of over 4 years (from 1st March, 2008 till 30th June, 2012), once again since June 2018 until October 2022 he held the office of President of the GMAP for a second term.</p> <p>Further, he is also currently the Vice-Chairman of Ossein & Gelatine Manufacturer’s Association of India.</p> <p>IGCL has won several awards under Mr. Viren C. Mirani’s leadership including awards from CAPEXIL (formerly Chemicals and Allied Products Export Promotion Council), which is sponsored by the Ministry of Commerce and Industry, Government of India, for export achievement in respect of Ossein and Gelatine for the past several years.</p> <p>Mr. Viren C. Mirani is also a Director in Kris Aero Services Pvt. Ltd from 1st April, 2015, which has a presence in the Indian aircraft maintenance Industry.</p>
Number of Meetings of the Board attended during the year	5/5
Terms and Conditions of re-appointment	Proposed to be re-appointed as a Director, liable to retire by rotation and being eligible, offers himself for re-appointment
Relationship between Directors inter-se	No other Directors than Mrs. Shefali V. Mirani, being wife of Mr. Viren C. Mirani, is related



Remuneration last drawn (including sitting fees, if any) Remuneration proposed to be Paid	As mentioned in the Corporate Governance Report forming part of the Annual Report for Financial year 2023- 2024. As per existing terms and conditions
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	-
Membership of Committees in other Public Ltd. Companies	-
Details of listed companies from which the appointee has resigned during the last three financial years	Nil
Shareholding of Directors seeking re- appointment	12,66,444 Equity shares

Name	Mr. Malay Mahendra Khimji
DIN	00402675
Date of Birth	12 th August, 1965
Date of Appointment	13 th March, 2020
Qualification	B.Com
Brief resume of the Director including nature of expertise in specific functional areas:	He is a Commerce graduate from Mumbai having studied in the United States of America. He has over 35 years of working experience in privately owned companies specializing in engineering and FMCG. He is Managing Director at Akay Industries Pvt. LTD and the Managing Partner at Akay Consumer Care LLP.
Expertise in Specific Functional Area	Business Administration
Number of Meetings of the Board attended during the year	2/5
Terms and Conditions of re-appointment	Proposed to be re-appointed as a Non-Executive Independent Director, not liable to retire by rotation
Relationship between Directors inter-se	N.A.
Remuneration last drawn (including sitting fees, if any) Remuneration proposed to be Paid	As mentioned in the Corporate Governance Report forming part of the Annual Report for Financial year 2023- 2024.
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	None
Membership of Committees in other Public Ltd. Companies	None
Details of listed companies from which the appointee has resigned during the last three financial years	Nil
Shareholding of Directors seeking re- appointment	50 Equity shares



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 requires the approval of the shareholder for re-appointment of Mr. Malay M. Khimji as an Independent Director of the Company.

The Board of Directors based on recommendation of Nomination and Remuneration Committee, re-appointed Mr. Malay M. Khimji (DIN: 00402675) as Non Executive Independent Director of the Company with effect from 12th March, 2025 under Section 149, 150 and 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Mr. Malay M. Khimji shall hold office for second term of five (5) consecutive years from 12th March, 2025 to 11th March, 2030, not liable to retire by rotation

The Company has received a consent from Mr. Malay M. Khimji in writing to act as Independent Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

He is a Commerce graduate from Mumbai having studied in the United States of America. He has over 35 years of working experience in privately owned companies specializing in engineering and FMCG.

He is Managing Director at Akay Industries Pvt. LTD and the Managing Partner at Akay Consumer Care LLP.

Therefore, considering his huge experience in the Board and Committee meetings, your Directors recommend Resolution at Item No. 4 as an Special Resolution for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 8th August, 2024

Tanaya T. Daryanani
(Company Secretary)
Memb. No. A37181