



# INDIA GELATINE AND CHEMICALS LIMITED

CIN: L99999GJ1973PLC002260

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

E-mail ID : [investor@indiagelatine.com](mailto:investor@indiagelatine.com) Website : [www.indiagelatine.com](http://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, 09/2023 dated September 25, 2023 and General Circular dated 19 September 2024 issued by the Ministry of Corporate Affairs (the 'MCA') read along with other connected circulars issued from time to time, 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 medication(s) or re-enactment(s) thereof, for the time being in force), that India Gelatine and Chemicals Limited (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. Niranjana Sankar Annamalai (DIN No: 00084014) as Non-Executive, Non- Independent Director of the Company
2	Appointment of Mr. Abhay Kumar Jha (DIN: 09639121) as Whole time Director of the company,
3.	Appointment of Mr. Uppili Rajan Babu as an Independent Director (DIN No: 07614908) 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



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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 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 MUFG 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	Tuesday, 27 <sup>th</sup> May, 2025 at 10:00 a.m.
Conclusion of e-voting period	Wednesday, 25 <sup>th</sup> June, 2025 at 05:00 p.m.
Cut-off date for eligibility to vote	Friday, 16 <sup>th</sup> May, 2025

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. on Wednesday, 25<sup>th</sup> June, 2025, 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 two (2) working days from the conclusion of the e-voting period i.e. on or before 5.00 p.m. on Friday, 27<sup>th</sup> June, 2025. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website.



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[www.indiagelatine.com](http://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., Wednesday, 25<sup>th</sup> June, 2025. 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. Niranjn Sankar Annamalai (DIN No: 00084014) as Non-Executive, Non- 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 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof from time to time, read with Articles of Association of the Company and Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee Mr. Niranjn Sankar Annamalai (DIN No: 00084014), who was appointed by the Board of Directors as Non-Executive Non-Independent Additional Director of the Company effect from 31st March, 2025 who is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as Director of the company, be and is hereby appointed as the Non-Executive Non-Independent Director, whose period of office will be liable to retire by rotation and will be eligible for re-appointment.

RESOLVED FURTHER THAT the Directors of the Company or the Company Secretary of the company, be and are hereby severally authorized to sign and submit necessary forms with the ROC and do all such acts and deeds as may be necessary in this regard.”

- 2. Consider and approve the appointment of Mr. Abhay Kumar Jha (DIN: 09639121) as Whole time Director of the company**



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

## **SPECIAL RESOLUTION:**

**“RESOLVED THAT** the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded for the appointment of Mr. Abhay Kumar Jha (DIN No: 09639121) as Whole Time Director designated as “Executive Director” of the Company, for a period of 5 years commencing from 21st April, 2025 at a remuneration as set out in the statement annexed to the notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

The terms and conditions of appointment of Mr. Abhay Kumar Jha, as the Whole Time Director designated as “Executive Director” and “Key Managerial Personnel” of the Company are as under: -

## **REMUNERATION:**

Compensation Package (CTC) be structured as Rs.1,00,00,000/- per annum (Rs.82,00,000/- fixed per annum and Rs.18,00,000/- variable per annum – linked to company and individual performances matrix as may be recommended by the



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Nomination and Remuneration Committee and approved by Board of Directors of the company.

**Yearly increment:** As may be recommended by the Nomination and Remuneration Committee and approved by the board of directors of the company based on his performance.

## **CATEGORY 'A'**

### **i) Provision of a Car and phone:**

The Company shall provide a Car and driver for official use, subject to company policies and guidelines. The Company shall also provide phone for official use.

### **ii) Other Benefits:**

Such other benefits, amenities and facilities as per the company rules.

## **CATEGORY 'B'**

### **i) Contribution to Provident Fund:**

Contribution to the Provident Fund, shall not be included in computation of the ceiling on perquisites and shall be payable to the extent these either singly or put together are not taxable under the Income-tax Act.

### **ii) Gratuity:**

As per the rules not exceeding half a month's salary for each completed year of service, and shall not be included in the computation of ceiling on perquisites as specified above.

### **iii) Leave Encashment:**

The Whole Time Director shall be entitled to fully paid leave as per the Company's Rules. Encashment of Leave during or at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites, specified above.

### **iv) Minimum Remuneration:**

In the event of loss or inadequacy of profits, the Whole Time Director shall be entitled to receive the above remuneration, perquisites and benefits as Minimum Remuneration



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### **3. Consider and approve the appointment of Mr. Uppili Rajan Babu (DIN: 07614908) as an 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 modification(s) or re-enactment(s) thereof, for the time being in force, based on the recommendation of the Nomination and Remuneration Committee, Mr. Uppili Rajan Babu (DIN: 07614908) who was appointed by the Board of Directors as an Additional Director under section 161 of the Act, in the capacity of an Independent Director with effect from April 18, 2025, 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 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of three (3) consecutive years effective from April 18, 2025 till April 17, 2028.

RESOLVED FURTHER THAT any of the Director or Company Secretary, of the company be and are hereby severally authorized to sign and submit necessary forms with the ROC and do all such acts and deeds as may be necessary in this regard.”

**By Order of the Board**

**For India Gelatine and Chemicals Limited,**

Sd/-

**Tanaya T. Daryanani**

Company Secretary

A37181

Place : Mumbai

Date : 22.05.2025

**India Gelatine and Chemicals Limited**

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703/704, 'Shilp', 7<sup>th</sup> Floor,



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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 16<sup>th</sup> May, 2025 (“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 of the paid-up equity share capital of the Company as on 16<sup>th</sup> May, 2025, being the Cut-off Date fixed for the purpose.
4. 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., Wednesday, 25<sup>th</sup> June, 2025. 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.
5. 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 two (2) working days from the conclusion of the e-voting period i.e. on or before 5.00 p.m. on Friday, 27<sup>th</sup> June, 2025. The results of the



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6. The Postal Ballot Notice is being uploaded on the Company's website viz., [www.indiagelatine.com](http://www.indiagelatine.com) and on the website of the Stock Exchange viz. [www.bseindia.com](http://www.bseindia.com)
7. 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.
8. 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 25<sup>th</sup> June, 2025. The Registered Office of the Company is situated at 703/704, 'Shilp', 7<sup>th</sup> Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.
9. 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@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com)

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, MUFG Intime India Private Limited either by email to <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> 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
	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



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	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 <a href="https://in.mpms.mufg.com/">https://in.mpms.mufg.com/</a>	
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://web.in.mpms.mufg.com/Helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/Helpdesk/Service_Request.html)

10. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar MUFG Intime India Private Limited at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com). The forms for updating the same are available on the website of the Company at [www.indiagelatine.com](http://www.indiagelatine.com) and on the website of the RTA of the Company at [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)
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 Tuesday, 27<sup>th</sup> May, 2025 at 10.00 a.m. and ends on Wednesday, 25<sup>th</sup> June, 2025 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., 16<sup>th</sup> May, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Wednesday, 25<sup>th</sup> June, 2025 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 with CDSL	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 <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or



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	<p>visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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/MUFG, so that the user can visit the e-voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</p>



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	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com">https:// www.evoting.nSDL.com</a> 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.</p> <p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></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.



# INDIA GELATINE AND CHEMICALS LIMITED

CIN: L99999GJ1973PLC002260

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

E-mail ID : [investor@indiagelatine.com](mailto:investor@indiagelatine.com) Website : [www.indiagelatine.com](http://www.indiagelatine.com)

Tel : +91-079-26469514

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**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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.



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- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form other than individual and Physical Form</b>
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 sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> 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 (iii).</li></ul>

- (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 AND CHEMICALS LIMITED,”



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- (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](http://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](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 will be mapped automatically & can be delink in case of any wrong mapping.



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- 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](mailto: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](mailto: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. Niranjana Sankar Annamalai (DIN No: 00084014) as Non-Executive Non-Independent Director of the Company**

The Board of Directors of the Company, pursuant to the Section 149, 150, & 152 of the Companies Act, 2013 read with Rule 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013, Articles of Association of the Company, (including any statutory modifications or re-enactment thereof for the time being in force), Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), and on the recommendation of the Nomination & Remuneration Committee ('NRC') are proposing to the Members of the Company, the appointment of Mr. Niranjana Sankar Annamalai (DIN No: 00084014) as Non-Executive Non-Independent Director on the Board of the Company, liable to retire by rotation and will be eligible for re-appointment.

Mr. Niranjana Sankar Annamalai (DIN No: 00084014) is not debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

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. Niranjana Sankar Annamalai (DIN No: 00084014), fulfils the conditions specified in the Act and the Rules made thereunder. Mr. Niranjana Sankar Annamalai (DIN No: 00084014) possesses the requisite skills, experience, knowledge and capabilities required for the role of 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.

A Niranjana Sankar, (DOB : 03.05.1974) S/o Mr.S.Annamalai belongs to Pioneer Asia Group based in Sivakasi. He did his schooling in Bhavan's Gandhi Vidyashram, Kodaikanal and obtained his B.Tech degree from I.I.T, Delhi in 1995. He completed his M.B.A course at I.I.M, Bangalore in 1997.

He worked from 1997 to 1998 in Marubeni Corporation, New Delhi.



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He joined the family business as the Vice President of Sree Ayyanar Spinning and Weaving Mills P Ltd, Mallanginar in 1999 and was its Executive Director from 2006 to 2019.

Since 2019, he is the Executive Director of Pioneer Jellice India Private Limited, Madurai which is one of the leading Gelatin manufacturers in India. Pioneer Jellice India Private Limited along with its Japanese Partner took over two Gelatin Plants, one in Taiwan (2005) and another in Netherlands (2010). Niranjan Sankar was responsible for the successful takeover of the above two plants.

He is also responsible for the real estate business of the Group and is actively involved in other business activities of the Pioneer Asia group

Other activities : Trustee of Annamalai Nadar Unnamalai Ammal Charities, Sivakasi

He along with his wife Mrs.Lakshmi Anumolu manage two schools in Palayamkottai.

He is a regular marathon runner and is a Member of Young President's Organization (YPO).

Apart from Mr. Annamalai Sankaralingam and Mr. Sankaralingam Maheswaran being Father and Uncle of Mr. Niranjan Annamalai, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.

The Board of Directors recommends this resolution set out in Item No.1 for your consideration and approval as a special resolution.

### **Item No. 2**

#### **Appointment of Mr. Abhay Kumar Jha (DIN: 09639121) as Whole time Director of the Company.**

The Board of Directors of the Company, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee ('NRC') are proposing to the Members of the Company, the appointment of Mr. Abhay Kumar Jha (DIN: 09639121) as Whole time Director of the Company for a period of 5 years commencing from 21st April, 2025 at a remuneration as mentioned in resolution.



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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. Abhay Kumar Jha (DIN No: 09639121), fulfils the conditions specified in the Act and the Rules made thereunder and he possesses the requisite skills, experience, knowledge and capabilities required for the role of a 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.

Mr. Abhay Kumar Jha (DIN No: 09639121) holds Bachelor degree of Engineering (Chemicals) from Gandhi Institute of Engineering and Technology, Gunupur, Orissa (BPUT, ROURKELA) in the year 2003. He is also holding degree in Executive Program from IIM, Calcutta in the year 2012.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.

The Board of Directors recommends this resolution set out in Item No.2 for your consideration and approval as a special resolution.

### **Item No. 3**

#### **Appointment of Mr. Uppili Rajan Babu (DIN: 07614908) as Non-Executive Independent Director of the Company**

The Board of Directors of the Company, pursuant to provisions of Section 149, 150, 152, 161 read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), as per the recommendation of the Nomination and Remuneration Committee ('NRC') are proposing to the Members of the Company, the appointment of Mr. Uppili Rajan Babu, as an Independent Director not liable to retire by rotation, who shall hold office for a first term of three (3) consecutive years effective from April 18, 2025 till April 17, 2028.

He is eligible to be appointed as an Independent Director for first term of up to (3) three consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Uppili Rajan Babu (DIN: 07614908) signifying his candidature as an



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Independent Director of the Company. The Company has also received a declaration from Mr. Uppili Rajan Babu (DIN: 07614908) 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. Uppili Rajan Babu (DIN: 07614908) 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. Uppili Rajan Babu (DIN: 07614908) 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](http://www.indiagelatine.com)

In the opinion of the Board of Directors, Mr. Uppili Rajan Babu (DIN: 07614908), fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the management. Mr. Uppili Rajan Babu (DIN: 07614908) 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.

Mr. Uppili Rajan Babu (DIN No : 07614908 ) aged 71 years is a member of Institute of Company Secretaries of India and M.Com, and also holds a Master's degree in International Commercial Law. He has over 45 years of experience in Legal, Corporate Governance, Insurance and Finance function in medium to large enterprise spanning diverse sectors, including luxury retail, property development, manufacturing, contracting, marine services, trading and distribution, as well as hire purchasing and leasing.

During his 30-year tenure in the Middle East, he specialized in commercial contracts, mergers and acquisitions, corporate restructuring, joint ventures, construction contracts, market exit strategies, and cross-border debt recoveries. His core area of expertise includes Contract Negotiation & Legal Advisory; Company Secretarial & Regulatory Compliance; Financial Analysis & Corporate Restructuring and Cross-Border Transaction Management.

He currently serves as a Non-Executive Independent Director on the Board of Mepco Industries Limited.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding as Members, if any, in the Company.



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The Board of Directors recommends this resolution set out in Item No.3 for your consideration and approval as a special resolution.

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

Sd/-

**Tanaya T. Daryanani**  
(Company Secretary)  
A37181

Place: Mumbai  
Date: 22.05.2025



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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. Niranjan Sankar Annamalai	Mr. Abhay Kumar Jha	Mr. Uppili Rajan Babu
DIN	00084014	09639121	07614908
Date of Birth	03-05-1974	05-02-1980	30-10-1954
Date and term of Appointment	Mr. A. Niranjan Sankar (DIN:00084014) has been appointed as an Director (Non-Executive, Non-Independent) w.e.f. March 31, 2025.	Mr. Abhay Kumar Jha (DIN No: 09639121) has been appointed as Whole Time Director, designated as Executive Director w.e.f. 21 <sup>st</sup> April 2025	Mr. Uppili Rajan Babu (DIN No: 07614908) has been appointed as Director (Non-Executive, Independent Director) w.e.f from 18 <sup>th</sup> April 2025.
Qualification	B.Tech from I.I.T Delhi and M.B.A from I.I.M Bangalore	Bachelor of Engineering (Chemicals)	Mr. Uppili Rajan Babu is a member of Institute of Company Secretaries of India. He also holds Master degree in Commerce and a Master degree in International Commercial Law.
Experience and expertise in specific functional areas,	He has more than 25 years of experience of handling leading	Mr. Abhay Kumar Jha holds 21 Years Experience in Chemical Process Industry. He holds	He has over 45 years of experience in Legal, Corporate Governance, Insurance and



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Skills and Capabilities	Gelatine manufacturers in India.	Bachelor degree of Engineering (Chemicals) from Gandhi Institute of Engineering and Technology, Gunupur, Orissa (BPUT, Rourkela) in the year 2003. He also holds degree in Executive Program from IIM, Calcutta in the year 2012.	Finance function in medium to large enterprise spanning diverse sectors, including luxury retail, property development, manufacturing, contracting, marine services, trading and distribution, as well as hire purchasing and leasing. He is specialized in commercial contracts, mergers and acquisitions, corporate restructuring, joint ventures, construction contracts, market exit strategies, and cross-border debt recoveries. His core area of expertise includes Contract Negotiation & Legal Advisory; Company Secretarial & Regulatory Compliance; Financial Analysis & Corporate Restructuring and Cross-Border
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			Transaction Management.
Brief Profile	<p>Mr. A. Niranjan Sankar (DIN No: 00084014) is B.Tech from I.I.T Delhi and M.B.A from I.I.M Bangalore. He is Vice President of Sree Ayyanar Spinning and Weaving Mills Pvt. Ltd. He worked from 1997 to 1999 in Marubeni Corporation, New Delhi. He joined family business as Vice President of Sree Ayyanar Spinning and Weaving Mills Pvt. Ltd, Mallanginar in 1999 and was its executive Director from 2006 to 2019. Since 2019, He is also Executive Director of Pioneer Jellice India Pvt Ltd, one of the leading Gelatine manufacturers in India. Pioneer Jellice India Pvt Ltd along with its Japanese Partner took two Gelatine plants one in</p>	<p>Mr. Abhay Kumar Jha holds Bachelor degree of Engineering (Chemicals) from Gandhi Institute of Engineering and Technology, Gunupur, Orissa (BPUT, ROURKELA) in the year 2003. He is also holds degree in Executive Program from IIM, Calcutta in the year 2012.</p>	<p>Mr.Uppili Rajan Babu (DIN No : 07614908 ) is a member of the Institute of Company Secretaries of India and M.Com, and also holds Master degree in International Commercial Law. He has over 45 years of experience in Legal, Corporate Governance, Insurance and Finance function in medium to large enterprise spanning diverse sectors, including luxury retail, property development, manufacturing, contracting, marine services, trading and distribution, as well as hire purchasing and leasing.</p>



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	Taiwan (2005) and another in Netherlands (2010). Mr. Niranjana was responsible for successful takeover of the two plants		
Relationship between Directors inter-se	Mr. Annamalai Sankaralingam and Mr. Sankaralingam Maheswaran being Father and Uncle of Mr. Niranjana Annamalai respectively	NA	Na
Remuneration last draw by such person, if applicable and remunerations sought to be paid.	NA	NA	NA
Directorship in other Companies (excluding India Gelatine and Chemicals Limited) Memberships/ Chairmanships of committees across all companies	1.Pioneer NF Forgings India Pvt. Ltd 2.Pioneer Marine Products Pvt Ltd 3.Ashok Matches and Timber Industries Pvt Ltd 4.Pioneer Jellice India Pvt Ltd 5.Tamarai Homes Pvt Ltd	SILCHEM MINERALS AND CHEMICALS PRIVATE LIMITED	1.Mepco Industries Ltd 2.Cereblex Ltd Hong-Kong



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CIN: L99999GJ1973PLC002260

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E-mail ID : [investor@indiagelatine.com](mailto:investor@indiagelatine.com) Website : [www.indiagelatine.com](http://www.indiagelatine.com)

Tel : +91-079-26469514

	6.Tamilnad Mercantile Bank Ltd  7.Anman Match LLP  8.Hibiscus Enterprises LLP		
Listed entities from which he/she has resigned in the past three years	Nil	Nil	Nil
Shareholding of Directors seeking re- appointment	Nil	Nil	Nil
Terms and conditions of Appointment	As per the details provided under the resolutions and explanatory statement		

**By Order of the Board**

For, **India Gelatine and Chemicals Limited,**

Place: Mumbai  
Date: 22.05.2025

Sd/-  
**Tanaya T. Daryanani**  
Company Secretary  
A37181