



INDIA GELATINE & CHEMICALS LTD.

CIN: L99999GJ1973PLC002260

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

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

Tel : +91-079-26469514 Fax : +91-79-26465569

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 Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or re-enactment(s) thereof for the time being in force and any other applicable provisions, if any, that India Gelatine & Chemicals Ltd., (the "Company") is seeking the approval of the Members by way of Special Resolution, for the matters as considered in the resolution appended below, through Postal Ballot i.e. voting by post or voting by electronic means, as the case may be.

The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, setting out the material facts concerning these resolution and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 and CP No. 3498), partner 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 other applicable provisions of the Act read with the related Rules (including any statutory modification or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically, instead of dispatching the Postal Ballot Form by post. E-voting is optional for members and all Members (whether holding shares in demat form or in physical form) may vote either by completing and dispatching the Postal Ballot Form by post, or by e-voting. 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 Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer not later than 5:00 p.m. on Tuesday, 1st January, 2019. Postal Ballot form(s), if sent by courier or by registered post / Speed Post at the expense of the member(s) will also be accepted. The Postal Ballot form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. If any postal ballot is received after 5:00 p.m. on Tuesday, 1st January, 2019, it will be considered that no reply from such Member has been received.

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.

The Scrutinizer will submit his report to the Chairman of the Company, on or before 3rd January, 2019 and the result of the Postal Ballot will be announced on or before 3rd January, 2019, at 5:00 p.m. at the Company's Registered Office. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.indiagelatine.com besides communicating to the Stock Exchange viz. BSE Limited and Depositories.

SPECIAL BUSINESS:

1. **Approve the alteration of Object Clause of Memorandum of Association 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 4, 13 and other applicable provisions, if any, of Companies Act, 2013 (the "Act") read with applicable Rules & Regulations made thereunder (including any statutory modification or re-enactment(s) thereof, for the time being in force), and subject to such approvals, permissions and sanctions of Registrar of Companies, Gujarat ("ROC"), appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for affecting the following alterations in the existing Sub-clause (a) of Clause III of the Memorandum of Association of the Company by substitution/deletion of the clauses in the following manner

Clause III (a) of the MOA be altered by substituting sub clauses 1, 2, 3 & 4 with the following sub clauses 1, 2, 3 & 4 respectively:

1. To carry on the business of manufacturers, importers, exporters, retailers, distributors, agents and dealers for all grades of Ossein, Gelatine, Collagen Hydrolysate, Hydrolyzed Gelatine, Leaf Gelatine, Gelatine Hydrolysate including Collagen Peptide & its variants.
2. To carry on the business of manufacturers, producers, importers, exporters, retailers, distributors, agents and dealers in spices and its products.
3. To carry on the business of manufacturers, importers, exporters, retailers, distributors, agents and dealers in health/wellness and hygiene products and its variants.
4. To carry on the business of manufacturers, producers, importers, exporters, retailers, distributors, agents and dealers in cookware and cooking equipments and its variants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Viren C. Mirani, Managing Director of the Company and/or Mrs. Tanaya T. Daryanani, Company Secretary, be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies."

**By Order of the Board
For, India Gelatine & Chemicals Ltd,**

Place : Mumbai
Date : 01.11.2018

Tanaya T. Daryanani
Company Secretary

Notes:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, the Company is pleased to offer e-voting facility to its Members holding equity shares as on 16th November, 2018 being the cut-off date, to exercise their right to vote electronically on the above resolutions.
2. 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.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the said resolution is annexed herewith.
4. All documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. and 5:00 p.m. on all working days upto 1st January, 2019. The Registered Office of the Company is situated at 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009.
5. The Notice together with the documents accompanying the same is being sent to all the Members by permitted mode (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company/ Registrar and Share Transfer Agents/ NSDL/ CDSL), whose names appear in the Register of Members/list of Beneficial Owners as received from NSDL/CDSL as on 16th November, 2018. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date may cast their vote by e-voting. The Notice will be displayed on the website of the Company www.indiagelatine.com
6. 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.
7. The Company has appointed Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545 and CP No. 3498), partner of Chirag Shah & Associates, Practicing Company Secretaries as the Scrutinizer to conduct e-voting process in a fair and transparent manner. The scrutinizer shall within a period not later than 3(three) working days from the conclusion of the e- voting period unblock the votes in the presence of atleast 2 (two) witnesses not in the employment of Company and make a consolidated Scrutinizers Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him shall declare the result of the voting forthwith.
8. A postal ballot form along with self-addressed postage business reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the Postal Ballot form, can download the postal ballot form from the Company's website www.indiagelatine.com or seek a duplicate Postal Ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before 1st January, 2019. Any Postal Ballot form received after the said date and time period shall be treated as if the reply from the Member has not been received.
9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) Postal Ballot form for every registered folio/client ID irrespective of the number of joint Members.
10. The postal ballot form should be completed and signed by the Member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal

ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on or before 3rd January, 2019, at 5:00 p.m. at the registered office of the Company situated at 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad – 380 009. The results, together with the Scrutinizer's Report, will be displayed on the website of Company www.indiagelatine.com within 3 (Three) working days of the passing of the resolution. The Company shall simultaneously communicate the results to BSE Ltd., Mumbai, who shall place the same on their website.

11. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
12. The vote on Postal Ballot cannot be exercised through proxy.
13. The e-voting period commences on Monday, 3rd December, 2018 at 10.00 a.m. and ends on Tuesday, 1st January, 2019 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., 16th November, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on 1st January, 2019 at 05.00 p.m. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
14. All the shareholders who have not updated their PAN details with the RTA kindly use the sequence number provided in the Postal Ballot Form.
15. The instructions for members for remote voting electronically (both for physical shareholders as well as demat holders) are as under:
 - The voting period begins on Monday, 3rd December, 2018 at 10.00 a.m. and ends on Tuesday, 1st January, 2019 at 05.00 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 i.e., 16th November, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - i. Log on to the e-voting website www.evotingindia.com
 - ii. Click on "Shareholders".
 - iii. Now Enter your User ID:
 - iv. For CDSL: 16 digits beneficiary ID,
 - v. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - vi. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
 - vii. Next enter the Image Verification as displayed and Click on Login.
 - viii. 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.
 - ix. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form.
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. Members holding shares in physical form will then reach directly 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.
- xii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii. Click on the EVSN for "INDIA GELATINE & CHEMICALS LTD.," on which you choose to vote.
- xiv. 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.
- xv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvi. 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.
- xvii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xviii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xix. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xx. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxi. **Note for Non – Individual Shareholders and Custodians:**
- a) 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 as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c) 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.
 - d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xxii. 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.
- xxiii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

The Special Resolution refers to the alteration in the existing Sub-clause (a) of Clause III of the Memorandum of Association of the Company by substitution/deletion of the clauses as mentioned in the resolution.

The Board of Directors are actively exploring and considering the possibilities to expand and/or diversify the existing business of the Company and for the purpose the objects mentioned in the resolution are sought to be replaced with "Main Objects" of the Company.

Your Directors hope that making such alterations by way of alterations in the existing Sub-clause (a) of Clause III of the Memorandum of Association of the Company by substitution/deletion of the clauses would provide reasonable latitude to your Directors to undertake such other additional activities which are considered economically viable and in the best interests of the Company.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

The Board of Directors recommends passing of the special resolution as contained in Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company, if any.

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

Place : Mumbai
Date : 01.11.2018

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