



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 resolutions 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 resolutions 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 Wednesday, 27th March, 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 Wednesday, 27th March, 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 29th March, 2019, at 5:00 p.m. and the result of the Postal Ballot will be announced on or before 29th March, 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. Consider and approve the re-appointment of Mr. Pradip P. Madhavji, 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, Regulation 17(1A) of the 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. Pradip P. Madhavji (DIN: 00549826), Non-Executive Independent Director of the Company, who has already attained the age of 75 years and was appointed as Non-Executive Independent Director and who holds the office upto 31st March, 2019 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 01.04.2019 to 31.03.2024, on the Board of Directors of the Company.”

2. Consider and approve the re-appointment of Mr. Shridhar N. Pittie, 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. Shridhar N. Pittie (DIN: 00562400), Non-Executive Independent Director of the Company, who was appointed as Non-Executive Independent Director and who holds the office upto 31st March, 2019 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 01.04.2019 to 31.03.2024, on the Board of Directors of the Company.”

3. Consider and approve the re-appointment of Mr. Jayprakash M. Tiwari, 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. Jayprakash M. Tiwari (DIN: 06906943), Non-Executive Independent Director of the Company, who was appointed as Non-Executive Independent Director and who holds the office upto 31st March, 2019 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 01.04.2019 to 31.03.2024, on the Board of Directors of the Company.”

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

Place : Mumbai
Date : 08.02.2019

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 15th February, 2019 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 resolutions 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 10:30 a.m. and 5:00 p.m. on all working days upto 27th March, 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 15th February, 2019. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice 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 27th March, 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 29th March, 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 resolutions. 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 Tuesday, 26th February, 2019 at 10.00 a.m. and ends on Wednesday, 27th March, 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., 15th February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Wednesday, 27th March, 2019 at 05.00 p.m. once the vote on the resolutions 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 Tuesday, 26th February, 2019 at 10.00 a.m. and ends on Wednesday, 27th March, 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., 15th February, 2019 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:

Mr. Pradip P. Madhavji (DIN: 00549826) was appointed as Non-Executive Independent Director of the Company for five years for the term upto 31st March, 2019 pursuant to provisions of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to the provisions of the Listing Agreement with Stock Exchange.

Mr. Pradip P. Madhavji is the Chairman of the Tourism & Hospitality Committee of the Indian Merchant's Chamber and member of the Managing Committee of the Chamber. He is a graceful combination of knowledge and skill and is highly honoured in his field of specialization. Not only is he known for the respect he has earned in all these years but also for having a personality which is so brimming with sobriety and optimism. Currently, Mr. Madhavji commands respect of the leading trade bodies and in the Ministry of Tourism as a spokesperson of the Travel & Tourism Industry as he has considerable experience and expertise in travel and tourism, having worked with Thomas Cook since September 1977. Prior to joining Thomas Cook, Mr. Madhavji worked for Dena Bank where he was in charge of the bank's entire foreign exchange operations at the time of his departure.

Mr. Madhavji was on the Boards of a number of leading companies including the much respected United Phosphorous Ltd. He has been associated as the President of several professional travel trade and tourism bodies and is the recipient of the Kutcha- Ratna, the highest honour bestowed by the community for his leadership qualities and his contribution to the tourism industry. He was appointed as the New Zealand Honorary Consul based in Mumbai (with jurisdiction over the states of Maharashtra and Gujarat) in October 2002. On the appointment of a career diplomat in the year 2010 he handed over this position. He has now been offered to take over the position of Honorary Consul for the Republic of Colombia.

He continues his association with New Zealand in his capacity as the Member of the Indian Beachheads Advisory Board to provide guidance and assistance to Kiwi entrepreneurs who desire to set up their operations in India. He was the Founder President of Experience India Society – a high profile tourism body with leading hoteliers and tour operators having joined hands to firmly place India on the tourism map of the world – a unique organization, which had a partnership of Public & Private Sector. He held the position of Regional Director on the Board of MONACO based World Body- Universal Federation of Travel Agents Associations [UFTAA] in the year 2001.

He has also had the golden opportunity to serve as the President of Travel Agents Association of India (TAAI) – the representative body of Travel agents and Tour Operators of the Country – for two successive years viz. 1998-1999 and 1999-2000. During his Presidentship of TAAI, he was successful in execution of the Bond of Friendship between the Travel Agents Association of India and the World Tourism Organization. Mr. Madhavji was the President of the Western India Automobile Association for two consecutive years as also the President of the Indo American Society. Mr. Madhavji has had a varied experience of being the Chairman of the SAARC Chamber Tourism Council, Member – Committee on Air Transport and the Commission on Transport & Logistics of the International Chamber of Commerce (ICC) based in Paris.

He is currently the Chairman at Indian Ocean Tourism Organisation (IOTO) headquartered in the Sultanate of Oman for the promotion of Tourism in countries in the Indian Ocean Rim whose shores are washed by the Indian Ocean. At the recently concluded meeting of the Council of Ministers of the 18 countries of the Indian Ocean Region, he made a presentation of the Feasibility Study for Tourism Promotion to the Region. He has worked multi dimensionally and his involvement was prominent at the International levels. He took the lead in signing a Memorandum of Cooperation between the Travel Agents Association of India [TAAI] and the Malaysian Association of Travel & Tours Agent [MATTA]. He was invited to join the delegation of leading industrialist to Spain, Switzerland and United Kingdom to make a presentation on the flow of tourists traffic from India. In his capacity as the Chairman of the SAARC Chamber Tourism Council, Mr. Pradip Madhavji made a presentation to the Prime Minister of the Kingdom of Bhutan on the promotion of Sustainable Tourism in the sub- continent. He was invited by the World Tourism Organisation (WTO) to deliver a paper at the Workshop held in Cambodia on Tourism Opportunities in the Area.

The Board of Directors are of the opinion that Mr. Pradip P. Madhavji, who has already attained the age of 75 years is the person of integrity; possess expertise and vast experience. Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018, approval of shareholders by way of Special Resolution is required at the time of continuation / re-appointment of Non-executive Directors, who have attained the age of 75 years. Hence, in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors at its meeting held on 8th February, 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by Mr. Pradip P. Madhavji during his tenure,

have approved the re-appointment (not liable to retire by rotation) of the said Independent Director for second term of five years from 01.04.2019 to 31.03.2024 subject to approval of shareholders of the Company. The Board of Directors state that the re-appointment of Mr. Pradip P. Madhavji would be in the interest of the Company and its Shareholders.

Item No. 2 & 3:

Mr. Shridhar N. Pittie (DIN: 00562400) & Mr. Jayprakash M. Tiwari (DIN: 06906943), were appointed as Non-Executive Independent Directors of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to the provisions of the Listing Agreement with Stock Exchange, for five years for the term upto 31st March, 2019.

Mr. Shridhar N. Pittie holds the qualifications of B.A. (Hons), DERE, MBA (Finance) and is an industrialist with rich business experience in general.

Mr. Jayprakash M. Tiwari is a Practicing Chartered Accountant with vast experience in Audit, Taxation, Company Law matters & FEMA matters etc.

Experience:

- 16 years of experience as Financial Head of Engineering Company.
- Practicing as Chartered Accountant for last 10 years
- Handled Anti-Dumping duty proceeding of European Union on Packaging Industry.

Professional Achievements:

- President of Malad Chamber of Tax Consultants having strength of 850 members.
- Co- Convener of Malad – Goregaon Study Circle of WIRC of ICAI.
- Co- Convener of Goregaon CPE Study Circle of WIRC of ICAI
- Presented papers on Formation of LLP, Limited Company and other related Procedures of Company Law.
- Presented papers on basic concepts and procedures of FEMA.

The Board of Directors are of the opinion that Mr. Shridhar N. Pittie & Mr. Jayprakash M. Tiwari are the persons of integrity; possess relevant expertise and vast experience. In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors at its meeting held on 8th February, 2019, based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, background, experience and contributions made by Mr. Shridhar N. Pittie & Mr. Jayprakash M. Tiwari during their tenure, have approved the re-appointment (not liable to retire by rotation) of the said Independent Directors for second term of five years from 01.04.2019 to 31.03.2024, subject to ratification by the shareholders of the Company. The Board of Directors state that the re-appointment of Mr. Shridhar N. Pittie & Mr. Jayprakash M. Tiwari would be in the interest of the Company and its Shareholders.

Mr. Pradip P. Madhavji, Mr. Shridhar N. Pittie & Mr. Jayprakash M. Tiwari are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have consented to act as Independent Directors of the Company.

The Company has also received declarations from Mr. Pradip P. Madhavji, Mr. Shridhar N. Pittie & Mr. Jayprakash M. Tiwari that they meet the criteria of independence as prescribed under Section 149 of the Act and the Listing Regulations.

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

The Board of Directors accordingly recommends the Special Resolutions as mentioned at item no. 1, 2 & 3 of this Notice for approval of the Members of the Company.

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

By Order of the Board,
For, India Gelatine and Chemicals Limited,
Tanaya T. Daryanani
(Company Secretary)

Place: Mumbai
Date: 08.02.2019

ANNEXURE A

Details of Directors seeking Appointment/Re-appointment

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

Name(s) of Directors	Mr. Pradip P. Madhavji	Mr. Shridhar N. Pittie	Mr. Jayprakash M. Tiwari
DIN	00549826	00562400	06906943
Date of Birth	06-04-1936	18-09-1952	24-09-1966
Date of Appointment	01-04-2014	01-04-2014	07-07-2014
Qualification	B.A., B.com, L.L.B.	B.A.(Hons),DERE, MBA (Finance)	PCA
Expertise in Specific Functional Area	Foreign Exchnage Operations	Industrialist with rich business experience	Experience in Audit, Taxation & Company Law matters etc
Number of Meetings of the Board attended during the year, (2018-19) till date	6/6	6/6	5/6
Relationship between Directors inter-se	N.A.	N.A.	N.A.
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	1. D C W Limited 2. Western India Automobile Association	1. RAJA BAHADUR INTERNATIONAL LIMITED	None
Membership of Committees in other Public Ltd. Companies	D C W Limited	None	None
Shareholding of Directors seeking re- appointment	0	0	0
Terms and conditions of re-appointment from 1st April,2019	To be re-appointed as an Independent Director for a second term upto 31.03.2024	To be re-appointed as an Independent Director for a second term upto 31.03.2024	To be re-appointed as an Independent Director for a second term upto 31.03.2024
Details of remuneration last drawn (₹)(FY 2017-18) (includes Sitting fees and commission, as per the approval of the shareholders)	1,90,000 (Sitting fees)	1,90,000 (Sitting fees)	1,90,000 (Sitting fees)