



# INDIA GELATINE & CHEMICALS LTD.

Plot No. 1/A, G.I.D.C. Industrial Estate, National Highway, VAPI - 396 195. (Gujarat). INDIA

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January 02, 2019

**BSE Limited**

Department of Corporate Services – CRD,  
PJ Towers, Dalal Street,  
Mumbai 400 001

**BSE (Scrip Code: 531253)/ (Scrip Id: INDGELA)**

Dear Sir/Madam,

**Sub: Minutes of Postal Ballot pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015**

Dear Sir/madam,

With reference to the captioned subject, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the proceedings of the Postal Ballot/E-voting for your reference.

Kindly consider the same on record.

Thanking you,

For **INDIA GELATINE & CHEMICALS LTD.**,

**Tanaya Daryanani**  
**COMPANY SECRETARY**

Head Office : 77/78, Mittal Chambers, 7th Floor, 228, Nariman Point, Box No. 11620, Mumbai - 400 021.  
Tel.: (022) 2202 0341 Fax : (022) 2284 5522 • Email : igclmumbai@indiagelatine.com  
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# INDIA GELATINE & CHEMICALS LTD.

MINUTES OF POSTAL BALLOT / E-VOTING IN RESPECT OF THE RESOLUTION SET OUT IN THE POSTAL BALLOT NOTICE DATED 1<sup>ST</sup> NOVEMBER, 2018 AS CIRCULATED TO THE SHAREHOLDERS AND RESULTS ANNOUNCED ON 2<sup>ND</sup> JANUARY, 2019

## **Background**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, Secretarial Standard 2 on General Meetings ("SS 2"), and any other laws and regulations applicable from time to time, the Company had issued the postal Ballot notice dated 1<sup>ST</sup> November, 2018, to obtain the approval from the shareholders through postal ballot / e-voting on the following Special resolution:

1. Approve the alteration of Object Clause of Memorandum of Association of the Company.

The Board of Directors in their meeting held on 1<sup>st</sup> November, 2018 had 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.

The Company, in compliance with the provisions of 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) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, has provided the e-voting facility to all its Members to enable them to cast their votes electronically on the matters included in the Postal Ballot. The Company had engaged the services of Central Depository Services India Ltd (CDSL) for the purpose of providing e-voting facility to all its Members. The e-voting period commenced on Monday, 3<sup>rd</sup> December, 2018 at 10.00 a.m. and ended on Tuesday, 1<sup>st</sup> January, 2019 at 05.00 p.m.

The Notice of Postal Ballot along with Postal Ballot form were sent through electronic mail, to those shareholders who have registered their e-mail addresses with the Depositories or with the Company and through physical mode along with a self addressed postage prepaid Business Reply Envelope to the all shareholders whose names appear in the Company's Register of members as at the closure of business hours on 16<sup>th</sup> November, 2018. The Notice was also given to the Directors, Auditors and Secretarial Auditor of the Company and was also posted on the website of the Company and CDSL. The said dispatches were completed on 1<sup>st</sup> December, 2018.

The Company also released a newspaper publication in Financial Express – Gujarati edition and Indian Express – English edition on 3<sup>rd</sup> December, 2018 intimating, inter alia, about the completion of dispatch of Postal Ballot Notice along with forms to the shareholders.

As intimated to shareholders through Postal Ballot Notice:

1. The Postal Ballot forms received upto 5.00 p.m. on 1<sup>st</sup> January, 2019 were considered for scrutiny by the Scrutinizer.



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2. Voting rights have been reckoned on the paid up value of shares registered in the names of the members as on 16<sup>th</sup> November, 2018.
3. Incomplete, unsigned and incorrectly filled Postal Ballot forms have been rejected by the Scrutinizer.

After due scrutiny of all the postal ballot forms / e-voting received up to the close of the working hours on Tuesday, 1<sup>st</sup> January, 2019 (being the last date fixed for receipt of duly filled postal ballot forms), the Scrutinizer submitted his final report on Wednesday, 2<sup>nd</sup> January, 2019.

On the basis of the report of the Scrutinizer, the results of the Postal Ballot / e-voting were declared on Wednesday, 2<sup>nd</sup> January, 2019.

On the basis of Scrutinizer's Report, resolution mentioned in the Postal Ballot Notice have been passed as Special Resolution as per the following details:

1. Approval for alteration of Object Clause of Memorandum of Association of the Company

Text of the Special Resolution approved by the members through Postal Ballot is as under:

"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.



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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.”

### Summary of results:

Particulars	No. of votes						Percent age (%)
	E-voting		Postal Form	Ballot	Total		
	No. of shareho lders	No. of votes	No. of sharehol ders	No. of votes	No. of shareh olders	No. of votes	
Assent	25	4371125	73	30584	98	4401709	99.98%
Dissent	1	1	3	1069	4	1070	0.02%
Total	26	4371126	76	31653	102	4402779	100%
Abstain/inv alid	-	-	1	261	1	261	-

Based on the above results, the resolution has been deemed to be passed with requisite majority on 1<sup>st</sup> January, 2019 (i.e. last day for receipt of Postal Ballot forms) as per clause 16.6.3 of Secretarial Standard 2.

Place: Mumbai

Date: 1<sup>st</sup> January, 2019

CERTIFIED TRUE COPY

For INDIA GELATINE & CHEMICALS LTD.

*Tanaya*  
Company Secretary

Sd/-

Chairman

