



# INDIA GELATINE & CHEMICALS LTD.

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March 29, 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*

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

Encl : As above.

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## INDIA GELATINE & CHEMICALS LTD.

MINUTES OF POSTAL BALLOT / E-VOTING IN RESPECT OF THE RESOLUTIONS SET OUT IN THE POSTAL BALLOT NOTICE DATED 8<sup>TH</sup> FEBRUARY, 2019 AS CIRCULATED TO THE SHAREHOLDERS AND RESULTS ANNOUNCED ON 29<sup>TH</sup> MARCH, 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 8<sup>TH</sup> February, 2019, to obtain the approval from the shareholders through postal ballot / e-voting on the following Special resolutions:

1. Consider and approve the re-appointment of Mr. Pradip P. Madhavji, as the Non Executive Independent Director of the Company;
2. Consider and approve the re-appointment of Mr. Shridhar N. Pittie, as the Non Executive Independent Director of the Company;
3. Consider and approve the re-appointment of Mr. Jayprakash M. Tiwari, as the Non Executive Independent Director of the Company

The Board of Directors in their meeting held on 8<sup>th</sup> February, 2019 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 Tuesday, 26<sup>th</sup> February, 2019 at 10.00 a.m. and ended on Wednesday, 27<sup>th</sup> March, 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 15<sup>th</sup> February, 2019. 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 25<sup>th</sup> February, 2019.

The Company also released a newspaper publication in Financial Express – Gujarati edition and Indian Express – English edition on 26<sup>th</sup> February, 2019 intimating & inter



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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 27th March, 2019 were considered for scrutiny by the Scrutinizer.
2. Voting rights have been reckoned on the paid up value of shares registered in the names of the members as on 15<sup>th</sup> February, 2019.
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 Wednesday, 27<sup>th</sup> March, 2019 (being the last date fixed for receipt of duly filled postal ballot forms), the Scrutinizer submitted his final report on Thursday, 28<sup>th</sup> March, 2019.

On the basis of the report of the Scrutinizer, the results of the Postal Ballot / e-voting were declared on Thursday, 29<sup>th</sup> March, 2019.

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

1. Consider and approve the re-appointment of Mr. Pradip P. Madhavji, as the Non Executive Independent Director 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 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 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.”

Summary of results:

Particulars	No. of votes						Percentage (%)
	E-voting		Postal Form	Ballot	Total		
	No. of shareholders	No. of votes	No. of shareholders	No. of votes	No. of shareholders	No. of votes	



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Assent	20	4370487	59	28905	79	4399392	99.99%
Dissent	0	0	5	252	5	252	0.01%
Total	20	4370487	64	29157	84	4399644	100.00%
Abstain /invalid	-	-	20	9593	20	9593	-

2. Consider and approve the re-appointment of Mr. Shridhar N. Pittie, as the Non Executive Independent Director 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 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.”

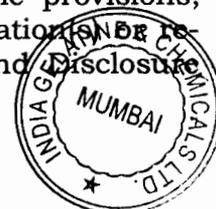
Summary of results:

Particulars	No. of votes						Percentage (%)
	E-voting		Postal Form	Ballot		Total	
	No. of shareholders	No. of votes	No. of shareholders	No. of votes	No. of shareholders	No. of votes	
Assent	20	4370487	62	29006	82	4399493	99.99%
Dissent	0	0	2	151	2	151	0.00%
Total	20	4370487	64	29157	84	4399644	100.00%
Abstain /invalid	-	-	20	9593	20	9593	-

3. Consider and approve the re-appointment of Mr. Jayprakash M. Tiwari, as the Non Executive Independent Director 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 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: 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.”



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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.”

### Summary of results:

Particulars	No. of votes						Percentage (%)
	E-voting		Postal Form	Ballot	Total		
	No. of shareholders	No. of votes	No. of shareholders	No. of votes	No. of shareholders	No. of votes	
Assent	20	4370487	61	29005	81	4399492	100.00%
Dissent	0	0	3	152	3	152	0.00%
Total	20	4370487	64	29157	84	4399644	100.00%
Abstain /invalid	-	-	20	9593	20	9593	-

Based on the above results, the Special Resolutions has been deemed to be passed with requisite majority on 27<sup>th</sup> March, 2019 (i.e. last day for receipt of Postal Ballot forms) as per clause 16.6.3 of Secretarial Standard 2.

### CERTIFIED TRUE COPY

For INDIA GELATINE & CHEMICALS LTD.

Place: 29<sup>th</sup> March, 2019  
Date: Mumbai

*Tawaya*  
Company Secretary



Sd/-  
Chairman