

48th
ANNUAL REPORT
2019-20



INDIA GELATINE & CHEMICALS LIMITED



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BOARD OF DIRECTORS

Chairman

MR. PRADIP P. MADHAVJI

Managing Director :

MR. VIREN C. MIRANI

Executive Director

MRS. SHEFALI V. MIRANI

Other Directors :

MR. SHRIDHAR N. PITTIE

MR. PRADIP P. MADHAVJI

MR. JAYPRAKASH M. TIWARI

MR. MALAY M. KHIMJI

Chief Financial Officer:

Mr. Nishant P. Odhvani

Company Secretary :

Mrs. Tanaya T. Daryanani

Statutory Auditors :

CHANDULAL M. SHAH & CO.

Chartered Accountants

A/6 6th Floor, Wing-A, Safal Profitaire,

Opp. AUDA Garden, Corporate Road,

Prahladnagar, Ahmedabad - 380015

E-mail: cmshah@cmshah.com

Internal Auditors :

M. D. Kamdar & Co.,

Chartered Accountants

401, Rajhans CHS Ltd., Rokadia Lane,

Borivali (W), Mumbai - 400092

Secretarial Auditors :

Samdani Shah & Kabra

Company Secretaries

1213, Ganesh Glory, Near Ganesh Genesis,

Jagatpur road, Ahmedabad 382481

Email: pcschirag@gmail.com

Bankers :

Union Bank of India, Mumbai

HDFC Bank Ltd., Mumbai

Bank of Maharashtra, Mumbai

Citibank Ltd., Mumbai

Head Office :

77/78, Mittal Chambers,

228, Nariman Point, Mumbai - 400 021.

Tel: +91-22-22020341 . E-mail: igcl@indiagelatine.com

Factory :

Plot No.1/A, GIDC Industrial Estate,

National Highway No.8, Vapi - 396 195 (Gujarat)

Registered Office :

703/704, 'Shilp', 7th Floor,

Near Municipal Market, Sheth C.G. Road,

Navrangpura, Ahmedabad - 380 009

Tel : (079) 26469514

Website : www.indiagelatine.com

Investors Relations e-mail id: investor@indiagelatine.com

Corporate Identity Number (CIN): L99999GJ1973PLC002260

Registrar & Share Transfer Agent :

Link Intime India Private Limited

C 101, 247 Park, L B S Marg, Vikhroli West,

Mumbai – 400 083

Tel. No.:+91 22 4918 6000 Fax:+91 22 4918 6060

e-mail: rnt.helpdesk@linkintime.co.in

**FINANCIAL HIGHLIGHTS**

₹ in Lakhs

Sr. No.		2017-2018	2018-2019	2019-2020
1	Shareholders' Funds	9,866	10,228	10,420
2	Loan Funds	Nil	Nil	Nil
3	Debt Equity Ratio	1 : 0.000	1 : 0.000	1 : 0.000
4	Sales & Other Income	10,242	11,557	13,537
5	Profits (Subject to Depreciation & Tax)	593	902	985
6	Net Profit Subject to Tax	270	568	641
7	Profit after Tax	226	575	536
8	Book Value of Share (₹)	139.10	144.21	146.93
9	Dividend %	20	35	15



NOTICE

NOTICE is hereby given that the 48th Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LIMITED, will be held on Tuesday, 22nd September, 2020 at 12.15 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020, the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mrs. Shefali V. Mirani (DIN: 03107547) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the appointment of Mr. Malay M. Khimji as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

RESOLVED THAT Mr. Malay Mahendra Khimji (DIN: 00402675), who was appointed as an additional Non Executive independent director, pursuant to 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office up to the conclusion of upcoming Annual General Meeting, be and is hereby appointed as Non-Executive Independent Director, for a term of five (5) consecutive years from March 13, 2020 to March 12, 2025, not liable to retire by rotation,.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Place : Mumbai
Date : 21.08.2020

Tanaya T. Daryanani
Company Secretary

NOTES :

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and MCA Circulars, the AGM of the Company will be held through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company.



4. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.
OR
 - (ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.indiagelatine.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
 6. The members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 7. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 15th September, 2020 to Tuesday, 22nd September, 2020 (both days inclusive) for the purpose of payment of Dividend and Annual General Meeting.
 8. The Directors have recommended a dividend of ₹1.50/- per equity share, which on approval by the members at the Annual General Meeting scheduled to be held on Tuesday, 22nd September, 2020 at 12.15 p.m. will be paid to the members whose name appear in the register of members/beneficial owners as on Monday, 14th September, 2020 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.
 9. Finance Act, 2020 has shifted incidence of tax on dividend declared, distributed and paid by the company to the shareholders. From 1st April, 2020 onwards dividend would be taxable in the hands of the shareholders and the company will have to deduct tax at source from such dividend declared, distributed and paid at applicable rates:
 - a) The Company will be liable to deduct tax at source ('TDS') @ 10% (7.5% w.e.f. 14th May 2020 up to 31st March 2021) in case of resident shareholders. TDS will have to be deducted at a higher rate of @ 20% in case Permanent Account Number ('PAN') is not available. No TDS will be deducted in case of resident individual shareholder if -
 - Dividend distributed or paid or likely to be distributed or paid does not exceeds or is not likely to exceed ₹ 5000/- during the financial year.
 - b) In case of non-residents shareholders, TDS will have to be deducted @ 20% (plus applicable surcharge and cess) of the dividend amount. However, the non-residents (other than Foreign Institutional Investor) will be able to claim beneficial rate under tax treaty of respective countries on submitting prescribed documents (Tax Residency Certificate, Form 10F, No Permanent Establishment Declaration, Declaration of fulfillment of relevant provisions of Multi-Lateral Instrument (MLI) including Principal Purpose Test, if applicable) to the Company by following the procedure given at point f) below.
 - c) The Company will issue TDS certificate(s) to the shareholders.
 - d) Shareholders holding shares in demat account are requested to update their PAN details with their respective Depository Participants.
 - e) Shareholders holding shares in physical form are requested to update their PAN details with the Company by following the procedure given at point f) below.



- f) The weblink for uploading the relevant documents with the Company through its Registrar & Share Transfer Agent, Link Intime India Private Limited is <https://www.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
10. Process for registration of Email Id for obtaining **Annual Report, User ID and password for e-voting and updation of bank account mandate for receipt of dividend**:
- in case shares are held in physical mode, members are requested to visit on the website of company's registrar & share transfer agent, link intime india private limited at https://linkintime.co.in/emailreg/email_register.html and upload the documents required therein.
 - in case shares are held in demat mode, members are requested to update email id and bank account details with their respective depository participants.
11. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the amount of dividend remaining unclaimed/ unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" is required to be transferred to the Investors Education and Protection Fund (Fund) constituted by the Central Government. The Company had, accordingly, transferred ₹4.28 Lakhs being the unpaid and unclaimed dividend amount pertaining to dividend declared on 28th September, 2012 to the IEPF.

In terms of the above provisions, the Company would be obliged to transfer any money lying in the Unpaid Dividend Account which remain unpaid or unclaimed for a period of 7 years from the date of such transfers, to the Investor Education and Protection Fund. The details of remaining unpaid or unclaimed dividend for the subsequent years as on 31st March, 2020 are as under:

Dividend Number	Date of Declaration	For the Accounting Year ended	Due for Transfer date
33 rd	23/08/2013	2012-2013	28/09/2020
34 th	05/09/2014	2013-2014	11/10/2021
35 th	24/09/2015	2014-2015	29/09/2022
36 th	27/09/2016	2015-2016	02/11/2023
37 th	16/09/2017	2016-2017	21/10/2024
38 th	21/09/2018	2017-2018	26/10/2025
39 th	17/09/2019	2018-2019	22/10/2026

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 31.03.2020 on the website of the Company (www.indiagelatine.com), as also on the website of the Ministry of Corporate Affairs.

12. Pursuant to provisions of Section 124(6) and IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended by time to time, Company has transferred 8,674 Equity Shares to IEPF Accounts. The shares are transferred of those shareholders who had not encashed dividends for a continuous period of 7 years from the financial year 2011-12. Details of the shareholders are also uploaded as per the requirements, on the Company's website www.indiagelatine.com
13. The information required in respect of appointment/ re-appointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards – II on General Meetings under Resolution no. 3, & 4 is annexed hereto.
14. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's Registrar & Share Transfer Agents, Link Intime India Pvt. Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel No.: +91 22 49186000 Fax: + 91 22 49186060, E-mail id: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in. The Members are requested to send their communication to the aforesaid address.
15. The Company has designated an exclusive Email Id: investor@indiagelatine.com for redressal of Shareholders'/ Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address.



16. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on any working day except Saturdays and Sundays and holidays upto the date of Annual General Meeting.
17. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1st April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
18. Members may also note that the Notice of AGM and the Annual Report for the year 2019-20 are also available on the Company's Website: www.indiagelatine.com for download.
19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up-to-date, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically at the 48th Annual General Meeting (AGM) to be held on Tuesday, 22nd September, 2020 at 12.15 p.m. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link www.evotingindia.com. Further, the Company has entered into an arrangement with Link Intime India Private Limited for conducting the AGM through VC/OAVM through INSTAMEET which will facilitate the e-voting at the AGM.

The Company has fixed Monday, 14th September, 2020 as the cut-off date for determining voting rights of shareholders entitled to participate in the e voting process. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e voting on resolutions placed by the Company on e-voting system. Any person who acquires shares of the Company and becomes member of the Company after Friday, 21st August, 2020 i.e. the date considered for dispatch of the notice and holding shares as on the cut-off date i.e. Monday, 14th September, 2020, may obtain the login details by sending a request at rnt.helpdesk@linkintime.co.in

The remote e voting facility will be available during the following period:

Commencement of remote e-voting	End of remote e-voting
Saturday, 19 th September, 2020 at 10.00 a.m.	Monday, 21 st September, 2020 at 5.00 p.m.

During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Monday, 14th September, 2020.

Mr. Chirag Shah, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

20. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:
 - i) The Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
 - ii) The Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.



21. The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:

- i. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
- ii. Click “Go to Meeting”
- iii. Notes:

The Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

The Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

22. The Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at varsha@indiagelatine.com.
23. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.
24. The Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

25. Once the electronic voting is activated by the scrutinizer during the meeting, the members who have not exercised their vote through the remote e-voting can cast the vote as under:
 - i. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
 - ii. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
 - iii. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
 - iv. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.
 - v. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.
 - vi. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
 - vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



26. The Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.
27. The Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
28. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: Tel:(022- 49186175)

29. The instructions for remote e-voting are as under:

- (i) The voting period begins on Saturday, 19th September, 2020 at 10.00 a.m. and ends on Monday, 21st September, 2020 at 5.00 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 (record date) of 14th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders/ Members".
- (iv) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.