

# INDIA GELATINE & CHEMICALS LTD.

77, Mittal Chambers, 7th Floor, 228, Nariman Point, Post Box No. 11620, MUMBAI-400 021.

Tele : 202 0341 Facsimile : 284 5522

CIN-L99999GJ1973PLC002260

Email: igclmumbai@indiagelatine.com  
web: www.indiagelatine.com

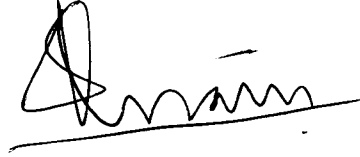
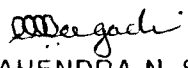
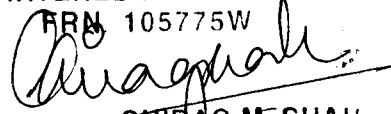
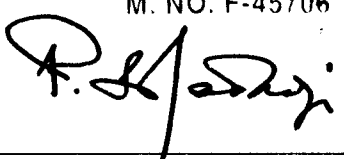
28<sup>th</sup> August, 2015

**Bombay Stock Exchange Ltd.,**  
Corporate Relationship Department,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

## Form -A

**Code No. 531253**

### **Sub: Covering letter of the Annual Audit Report**

1.	Name of the company	India Gelatine & Chemicals Ltd
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N. A.
5.	To be signed by- <ul style="list-style-type: none"><li>Chairman &amp; Managing Director (Mr. V. C. Mirani)</li><li>CFO (Mr. K. P. Vagadia)</li><li>Auditor of the company (For M/s Mahendra N. Shah &amp; Co., Mr. Chirag M. Shah)</li><li>Audit Committee Chairman (Mr. P. P. Madhavji)</li></ul>	  For, MAHENDRA N. SHAH & CO CHARTERED ACCOUNTANTS FRN 105775W  CHIRAG M. SHAH PARTNER M. NO. F-45706 

Kindly acknowledge the receipt.

Thanking you,

Yours Faithfully,

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



**COMPANY SECRETARY**

Regd. Office : 703/704, 'SHILP', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, AHMEDABAD-380 009. (Gujarat)  
Factory : PLOT No. 1-A, G. I. D. C. Industrial Estate, National Highway No. 8, VAPI-396 195. (Gujarat)  
GRAM : INDOGEL-VAPI. ● PHONE : (02638) 30946, 31741, 31285 ● FAX : (02638) 30795

**43<sup>rd</sup>**  
**ANNUAL REPORT**  
**2014-2015**



**INDIA GELATINE & CHEMICALS LTD.**



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**INDIA GELATINE & CHEMICALS LTD.**

**BOARD OF DIRECTORS**

***Chairman & Managing Director :***

MR. VIREN C. MIRANI

***Directors :***

MR. NAYAN C. MIRANI (Upto 30-06-2015)

MR. SHRIDHAR N. PITTIE

MR. PRADIP P. MADHAVJI

MR. JAYPRAKASH M. TIWARI

MRS. SHEFALI V. MIRANI

***Company Secretary :***

MS. PREETAL P. MEPANI

***Auditors :***

MAHENDRA N. SHAH & CO.

Chartered Accountants

E-3, Capital Commercial Centre,

Ashram Road, Ahmedabad - 380 009

E-mail : mnshahco@gmail.com

***Bankers :***

Union Bank of India, Mumbai

HDFC Bank Ltd., Mumbai

Citibank Ltd., Mumbai

***Head Office :***

77/78, Mittal Chambers,

228, Nariman Point,

Mumbai - 400 021

***Factory :***

Plot No. 1A, 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](http://www.indiagelatine.com)

Investors Relations e-mail : [investor@indiagelatine.com](mailto:investor@indiagelatine.com)

Corporate Identity Number (CIN): L99999GJ1973PLC002260

***Registrar & Share Transfer Agent :***

SHAREPRO SERVICES (INDIA) PVT. LTD.

13AB Samhita Warehousing Complex,

Second Floor,

Sakinaka Telephone Exchange Lane,

Off Andheri Kurla Road, Andheri (East),

Mumbai - 400 072

Tel.: (022) 67720300 Fax : (022) 28591568

**FINANCIAL HIGHLIGHTS**

₹ Lacs

Sr.No.		2010-2011	2011-2012	2012-2013	2013-2014	2014-2015
1	Shareholders' Funds	9,587	10,021	10,831	11,438	11,850
2	Loan Funds	30	22	12	1	Nil
3	'Debt Equity Ratio	1 : 0.003	1 : 0.002	1 : 0.001	1 : 0.00001	1 : 0.000
4	Sales & Other Income	8,912	10,690	12,011	12,353	12,208
5	Profits (Subject to Depreciation & Tax)	847	1,415	2,192	1,786	1,233
6	Net Profit Subject to Tax	423	968	1,704	1,245	722
7	Profit after Tax	277	707	1,140	806	622
8	Book Value of Share (₹)	101.99	106.61	115.22	121.68	126.07
9	Dividend %	20	25	30	18	15



## INDIA GELATINE & CHEMICALS LTD.

### NOTICE

NOTICE is hereby given that the Forty-third Annual General Meeting of the Members of INDIA GELATINE & CHEMICALS LTD., will be held at GICEA, Nariman Bhavan (Gajjar Hall), Near Law Garden, Ahmedabad-380 006 on Thursday, the 24<sup>th</sup> of September, 2015 at 11.00 am 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 31<sup>st</sup> March, 2015, the report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mrs. Shefali V. Mirani (DIN: 03107547) who retires by rotation and being eligible, offers herself for reappointment.
4. To ratify the appointment of M/s. Mahendra N. Shah & Co., Statutory Auditors of the Company and to fix their remuneration.

#### **SPECIAL BUSINESS :**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **SPECIAL BUSINESS :**

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 94, Section 88 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to keep and maintain the registers of members / security holders, the Index of Members / Security holders, other statutory registers and the copies of all annual releases, certificates and relevant documents annexed thereto at its corporate office at 77/78 Mittal Chambers, 228, Nariman Point, Mumbai - 400 021, which is in the state of Maharashtra and outside the jurisdiction of Registrar of Companies, Gujarat in which the registered office of the Company is situated and the same be kept open for inspection and / or making extract therefrom on any working day as prescribed in Section 94 of this Act."

**By Order of the Board of Directors**

Place : Ahmedabad  
Date : 01-08-2015

**Preetal P. Mepani**  
Company Secretary

#### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT SUCH PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Company, not less than 48 hours before the commencement of the Meeting.



## INDIA GELATINE & CHEMICALS LTD.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of items of Special Business is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 17.09.2015 to Thursday 24.09.2015 (both days inclusive) for the purpose of payment of dividend.
4. Dividend if declared / approved will be paid to the shareholders holding shares of the Company within 30 days from the date of declaration in terms of Section 124 of the Companies Act, 2013.
5. Members are informed that the company's Equity Shares are compulsorily traded in Demat form for all investors, effective from 1<sup>st</sup> April, 2002. Members may open Depository Account in their names with a Depository Participant to dematerialize their holdings.
6. In view of the amendment to the Companies Act, 1956 the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follow:

Date of Declaration	For the Accounting Year	Last Date for claiming unpaid dividend
05/09/2008	2007-08	04/09/2015
25/09/2009	2008-09	24/09/2016
28/09/2010	2009-10	27/09/2017
28/09/2011	2010-11	27/09/2018
28/09/2012	2011-12	27/09/2019
23/08/2013	2012-13	22/08/2020
05/09/2014	2013-14	04/09/2021

7. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for a period of seven years from the date of transfer to the "Unpaid Dividend Account" shall be credited to the Investors Education and Protection Fund (Fund) set up by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the company immediately as no claim shall lie against the Fund or the Company in respect of individual amount once credited to the said Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 05.09.2014 (date of last Annual General Meeting) on the website of the Company ([www.indiagelatine.com](http://www.indiagelatine.com)), as also on the website of the Ministry of Corporate Affairs.

8. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (seven) days in advance, so as to enable the Company to keep the information ready.
9. (a) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report at the meeting.  
(b) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
10. Members are requested to inform immediately of any change in their address to the Company's Share Transfer Agents.

### 11. E-Voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 43<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

#### In case of members receiving e-mail :

- A. The voting period begins on Monday, 21<sup>st</sup> September, 2015 at 10.01 hrs. and ends on Wednesday, 23<sup>rd</sup> September, 2015 at 17.00 hrs. 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 17<sup>th</sup> September 2015, 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](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select India Gelatine & Chemicals Ltd. from the drop down menu and click on "SUBMIT"



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- (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. (6 Digit Alpha-Numeric)
- (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](http://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"> <li>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.</li> <li>In case the number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the <b>Member Id / Folio No.</b> in the <b>Dividend Bank details</b> field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "INDIA GELATINE & CHEMICALS LTD.," on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.





## INDIA GELATINE & CHEMICALS LTD.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### In case of members receiving the physical copy :

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) The voting period begins on Monday, 21<sup>st</sup> September, 2015 at 10.01 hrs. and ends on Wednesday, 23<sup>rd</sup> September, 2015 at 17.00 hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 17<sup>th</sup> September 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (D) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### IMPORTANT NOTES :

- Any person, who acquires shares of the Company and becomes Member of the Company after 21<sup>st</sup> August, 2015 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off-date i.e. 17<sup>th</sup> September, 2015 may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)
- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "ballot Paper / Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The facility for Voting at meeting venue shall be decided by the Company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- Mr. Chirag Shah, Practising Company Secretary, (Membership No. 5545 and CP No. 3498) partner of Samdani Shah & Associates, Practising Company Secretaries, has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding 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 the Company and make a Scrutinizers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.indiagelatine.com](http://www.indiagelatine.com) and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- All the shareholders who have not updated their PAN details with the RTA kindly use the sequence number provided in the attendance slip.
- In terms of Section 152 of the Companies Act, 2013, Mrs. Shefali V. Mirani (DIN : 03107547), Non Executive Director, retires by rotation at the Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommend her re-appointment. A brief resume of Mrs. Shefali V. Mirani, nature of expertise in specific functional areas, names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, has been provided below :

Name	Mrs. Shefali V. Mirani
Date of Birth	05.12.1971
Date of Appointment	07.07.2014
Qualification	B.Com
Expertise in Specific Functional Area	Business Administration
Directorship in other Public Ltd. Companies (excluding India Gelatine & Chemicals Ltd.)	-
Membership of Committees in other Public Ltd. Companies	-
Shareholding of Directors seeking reappointment	7,65,650 Equity shares



**INDIA GELATINE & CHEMICALS LTD.**

## **ANNEXURE TO THE NOTICE**

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

### **ITEM NO. 5:**

The existing Articles of Association (AoA) is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the earlier Act and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. The Act is now largely in force. On 12<sup>th</sup> September, 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26<sup>th</sup> March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/ confirmation of the National Company Law Tribunal). However, substantive sections of the Act, which deals with the general working of Companies stand notified. In order to make the AoA of the Company in tandem and to comply with the relevant sections/ provisions under the Act and rules made thereof it is proposed to replace the existing AoA of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing AoA, it is considered prudent and desirable to adopt a new set of AoA of the Company, in substitution for, and to the exclusion of, the existing AoA of the Company. Pursuant to Section 14 of the Act the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of AoA of the Company. Accordingly, this matter has been placed before the Members for approval. The new AoA to be substituted in place of existing AoA are based on Table 'F' of the Act which sets out the model AoA for a Company limited by shares. A copy of the new set of AoA of the Company proposed to be adopted together with the proposed alterations would be available for inspection by the members at the Registered office of the Company during business normal hours on any working day, excluding Sunday, upto and including the date of the Annual General Meeting. 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. The Board of Directors of the Company, therefore, recommends passing of the Special Resolution at Item No. 5 of the Notice.

### **ITEM NO. 6:**

The Company's Registered office is situated at Ahmedabad and its Corporate Office is situated at Mumbai from where all business activities are carried on. It is therefore convenient and prudent to keep books of accounts and statutory records at its Corporate Office. As per the provisions of Section 94(1) of the Companies Act, 2013 your Company is permitted to keep Statutory Registers, etc. at the Corporate Office in Mumbai as more than one-tenth of the total number of members entered in the register of members as on 31st July, 2015 are residing in Mumbai. The Board of Directors has passed resolution for the same.

In view of provisions contained in Section 94 of the Companies Act, 2013 it is necessary to pass special resolution and obtain approval of shareholders of the Company. The Company therefore proposes to seek approval for keeping and maintaining statutory records including Register of Members, Security holders and other Statutory registers, certificates, documents etc at corporate office of the Company situated at 77/78 Mittal Chambers, 228, Nariman Point, Mumbai - 400 021 which will be kept open for inspection of members on any working day during business hours.

**By Order of the Board of Directors**

Place : Ahmedabad  
Date : 01-08-2015

**Preetal P. Mepani**  
Company Secretary



# INDIA GELATINE & CHEMICALS LTD.

## DIRECTORS' REPORT

The Directors of your Company have pleasure to present 43<sup>rd</sup> Annual Report with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2015.

	2014-15 ₹ lacs	2013-14 ₹ lacs
<b>FINANCIAL RESULTS</b>		
<b>Total Revenue</b>	<b>12,208.33</b>	<b>12,353.31</b>
Profit for the year after deducting all the expenses but before interest, depreciation and taxation (EBIDTA)	<b>1,233.03</b>	<b>1,786.14</b>
<b>FROM WHICH ARE DEDUCTED</b>		
Interest & Financial Charges	<b>0.08</b>	<b>0.86</b>
Depreciation	<b>511.40</b>	<b>540.06</b>
Provision for Taxation		
Current	<b>190.00</b>	<b>425.00</b>
Deferred	<b>(90.34)</b>	<b>(31.81)</b>
Short provision for earlier years	<b>-</b>	<b>46.48</b>
	<b>611.14</b>	<b>980.59</b>
<b>NET PROFIT FOR THE YEAR TO WHICH IS ADDED :</b>	<b>621.89</b>	<b>805.55</b>
Surplus Brought Forward		
(after adjusting transitional effect of depreciation of ₹ 40.48 lacs)	<b>1,132.43</b>	<b>665.32</b>
<b>BALANCE AVAILABLE FOR APPROPRIATION</b>	<b>1,754.32</b>	<b>1,470.87</b>
<b>APPROPRIATION FOR</b>		
Proposed Dividend	<b>141.00</b>	<b>169.20</b>
Corporate Dividend Tax	<b>28.71</b>	<b>28.76</b>
General Reserve	<b>1,200.00</b>	<b>100.00</b>
Surplus Carried to next year's account	<b>384.61</b>	<b>1,172.91</b>
	<b>1,754.32</b>	<b>1,470.87</b>

### ECONOMIC SCENARIO & OUTLOOK :

The turnover of the company has decreased by about 4.34% over the previous year. Gelatine sales have increased by 7.29% and whereas Ossein sales have reduced by 33 % during the year.

The performance of the company is adversely affected due to shortage of raw materials leading to steep rise in raw material prices. Increase in manpower, labour costs, freight and forwarding costs have also put pressure on margins and operating profits during the year.

During the year, the company initiated steps for the upgradation of its effluent treatment facility by refurbishing some of the existing equipments as well as modernization of the raw material grading facility. The Completion of both these projects would take place during the current financial year of 2015-16. The above measures being undertaken by the company will allow benefits to accrue over time.

On account of the fall in oil prices and to the extent the Govt. of India has allowed the reduction to be passed on to industrial consumers it has resulted into a reduced cost of energy by 8.65%. This was due to the steps implemented by the Company for changing over the source of its energy needs from Natural Gas to Furnace Oil.

With the above mentioned steps being taken as well as other efforts to find newer markets for the company's products it is likely that the company will be in a position to achieve better results in the future.



## **INDIA GELATINE & CHEMICALS LTD.**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT :**

A Report on Management Discussion and Analysis is annexed herewith as “Annexure-A”.

#### **DIVIDEND :**

Your directors recommend dividend @ 15% i.e. ₹ 1.50/- per share (previous year 18% i.e. ₹ 1.80 per share) on Equity Shares of ₹ 10/- each of the company for the year ended 31<sup>st</sup> March, 2015. The proposed dividend (including Corporate Dividend Tax) will absorb ₹ 169.70 Lacs (previous year ₹ 197.96 Lacs)

#### **TAXATION :**

The Company has made a provision of ₹ 190.00 lacs towards current year's Income Tax.

#### **FINANCE :**

The Company continues to get requisite assistance and co-operation from its bankers as and when needed.

#### **INSURANCE :**

All the properties of the Company including building, plant and machinery and stocks have been adequately covered under insurance.

#### **INDUSTRIAL RELATIONS :**

Industrial relations continued to remain cordial and satisfactory.

#### **PUBLIC DEPOSITS :**

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 & 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

#### **CORPORATE GOVERNANCE REPORT :**

In compliance with the provisions of Clause 49 of the Listing Agreement, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this Report.

#### **DIRECTORS :**

Mr. Nayan C. Mirani a Non executive Director of the Company has resigned w.e.f 30<sup>th</sup> June, 2015. The Board has placed on record its sincere appreciation and gratitude for the valuable and outstanding contribution made by Mr. Nayan C. Mirani during his association with the Company as Director.

At the ensuing Annual General Meeting of the Company Mrs. Shefali V. Mirani , Director of the Company retires by rotation but being eligible offers herself for reappointment.

#### **DIRECTORS' RESPONSIBILITY STATEMENT :**

As stipulated in Section 134 (3)(c) of the Companies Act, 2013, your Directors adhere to the “Directors' Responsibility Statement” and confirm as under :

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year;
- iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the directors have prepared the annual accounts on a going concern basis ;
- v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;



## **INDIA GELATINE & CHEMICALS LTD.**

- vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **AUDITORS AND AUDITORS' REPORT**

#### **Statutory Auditors :**

At the 42<sup>nd</sup> AGM of your Company, Messrs Mahendra N. Shah & Co., Firm Registration No: 105775W, Chartered Accountants, were appointed as the Statutory Auditors of the Company for a term of three years from 2014-2015 to 2016-2017. In accordance with Section 139 of the Act, you are requested to ratify the appointment of Statutory Auditors for the balance term.

#### **Secretarial Audit :**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 your Company has appointed M/s. Samdani Shah & Associates, Practising Company Secretaries to conduct the Secretarial Audit of your Company. The Secretarial Audit report is annexed herewith as "Annexure-E" to this report

### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

(Including criteria for determining qualification, positive attributes, independence of a Director, policy relating to remuneration for Directors, Key Managerial Personnel and other employees)

#### **(a) Policy on Directors' Appointment**

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013, the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

#### **(b) Policy on Remuneration**

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that –

- Remuneration to unionized workmen is based on the periodical settlement with the workmen union.
- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen (non-unionized) is industry driven in which it is operating and also taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on functions and responsibilities shouldered, the shareholders resolutions, provisions of the Act and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

### **ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the company.

### **DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS**

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section.

### **NUMBER OF MEETING OF BOARD OF DIRECTORS**

The Board of Directors have met 6 times and independent Directors once during the year ended 31<sup>st</sup> March, 2015. The details of which are mentioned in the Corporate Governance Report annexed herewith.

### **DETAILS OF COMMITTEE OF DIRECTORS**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors, number of meetings held of each Committee during the financial year 2014-15 and meetings attended by each member of the



## **INDIA GELATINE & CHEMICALS LTD.**

Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report.

The recommendation by the Audit Committee as and when made to Board has been accepted by it.

### **KEY MANAGERIAL PERSONNEL :**

Your Company has designated Mr. Viren C. Mirani, the Managing Director, Mr. K.P. Vagadia, the Chief Financial Officer and Ms. Preetal P. Mepani, Company Secretary as the Key Managerial Personnel.

### **LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY :**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

### **ANALYSIS OF REMUNERATION :**

Pursuant to Rule 5 of the Companies (Appointment and Remuneration Rules, 2014) a disclosure on remuneration related information of employees, Key Managerial Personnel and Directors is annexed herewith as "Annexure - B".

### **EXTRACT OF ANNUAL RETURN :**

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as "Annexure-F" to this Report.

### **RELATED PARTY TRANSACTIONS :**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Form No. AOC-2 is set out herewith as "Annexure - G". There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit committee is obtained for the transactions which are of foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit committee and the Board of Directors for their approval.

### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY :**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement and provide a mechanism for the Directors / Employees of the Company to approach the designated persons / Chairman of the Audit Committee of the Company to, inter alia, report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy.

In staying true to our values strength, performance and passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of corporate governance and stakeholder responsibility. The details of the policy is explained in the Corporate Governance Report and also posted on the website of the Company.

### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES :**

As a part of its initiative under "Corporate Social Responsibility (CSR)", the Company has undertaken projects in the areas of Education, upliftment / empowerment of tribal girls. These projects are in accordance with Schedule VII of the Companies Act, 2013. The Report on CSR Activities is annexed herewith as "Annexure-D".

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as "Annexure C" to this Report.



## **INDIA GELATINE & CHEMICALS LTD.**

### **PARTICULARS OF EMPLOYEES :**

The information under Section 134 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2015 is set out herewith as "Annexure B".

### **PREVENTION OF INSIDER TRADING :**

The Company has adopted a Code of Fair Disclosure as per regulation 8(1) & (2) and Code of Conduct as per regulation 9(1)&(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All Directors and designated employees have confirmed compliance with the code.

### **ACKNOWLEDGEMENT :**

The Board of Directors appreciates the devoted services of the workers, staff and executives who have contributed to the efficient management of the affairs of the Company.

Your directors place on record their gratitude to the State and Central Government, the company's Bankers, Customers, Suppliers and Shareholders for their continued co-operation and support.

For and on behalf of the Board of Directors

**Viren C. Mirani**  
Chairman & Managing Director  
(DIN : 00044901)

Place : Mumbai  
Date : 27-05-2015



**INDIA GELATINE & CHEMICALS LTD.**

## **ANNEXURE 'A' TO DIRECTORS' REPORT**

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

#### **1) INDUSTRY STRUCTURE & DEVELOPMENT :**

The domestic as well as Global economies have been showing a robust growth in the area of Healthcare as witnessed by the mergers and acquisitions amongst the large pharmaceutical companies. The improvement in this segment is also translating into the life span longevity of the population across the globe. Life expectancy increases in the emerging markets of the world allows the expansion in this sector at a significant pace.

As per the most recent World Bank IBRD IDA data the life expectancy at birth figures for Brazil, China and India has risen from the year 2000 to 2013 from 70 to 74 years, 72 to 75 years and from 62 to 66 years respectively.

This growth is being witnessed in areas of both the more controlled segment of Pharmaceuticals as well as in the lesser controlled area of Nutraceuticals leading to greater consumption of capsules both hard shell as well as soft capsules.

Globally too due to the fading overhang of the diseases such as Bovine Spongiform Encephalopathy (BSE) also known as Mad Cow Disease the consumption in the form of Edible and Food products is on the increase.

Raw material shortages around the world are stifling the sales/growth for bovine animal origin Gelatines. In Asia, India as well as China the world's leading emerging markets struggle for availability of raw materials, whereas elsewhere Southern American countries are also facing similar constraints for want of raw materials.

Europe on the other hand due to the sanctions imposed by Russia on European raw materials continues to see surpluses in pig skin raw materials. Given the existence of these diversities at the same time creates complexities in the consumer markets around the world which may last until the end of the financial period 2015-16.

Domestically, the challenges persist on account of the sentiment towards the banning of cow slaughter in two states namely Maharashtra and Haryana, which does have an effect on the overall availability of raw material for the Gelatine industry. Your Company with the assistance of the Gelatine Manufacturers Association is making efforts for the opening up of the restrictions currently in place for the import of bones.

DCP sales have remained sluggish during the year on account of lower consumption of poultry primarily due to increased pressure on disposable incomes of people owing to higher inflation. Sales of DCP were lower by almost 7.22%, although the volumes were higher by 6.88% on a year-on-year comparison.

On the environment front Vapi still maintains its position as a Critically Polluted Area (CPA) and hence there has been no movement on the possibilities for increasing the production capacity of the Company. Efforts are currently on by the Vapi Industries Association for having Vapi brought out of the CPA list.

With the above mentioned steps being taken as well as other efforts to find newer markets for the company's products it is likely that the company will be in a position to achieve better results in the future.

#### **2) OPPORTUNITIES AND THREATS :**

With the expansion of the world economies and the increase in the per capita incomes in the emerging markets where the population in numbers is the largest and based upon the consequent higher disposable incomes, there remains a larger opportunity for growth in the areas of healthcare and edible applications.

Shortage of raw materials especially bovine bone and skins remain a threat for the stable growth of this industry. Threats also remain from the non tariff barriers to trade which still exist since the preliminary incidence of BSE in Europe. As well as newer barriers which are put in place by countries for the protection of their home markets.

Waste water disposal issues continue to becoming more challenging especially with the depleting fresh water sources in different geographies.

#### **3) SEGMENT WISE AND PRODUCT WISE PERFORMANCE :**

The raw material namely crushed bones availability has proved to be a major concern over the past year and the outlook is likely to remain so during the next year as well. Due to the nonavailability, the performance has taken a setback. Coupled with the shortage of crushed bones the quality has suffered also during the year thereby affecting the yield of the finished products as well as incurring higher costs towards effluent treatment.





## **INDIA GELATINE & CHEMICALS LTD.**

Gelatine sales have increased both in terms of value and volume terms purely based on the strong marketing efforts undertaken by the Company. Although due to the shortage of raw materials it is unlikely the company would be able to achieve a similar performance for the coming year.

Ossein sales have taken a major setback during the year primarily on account of increased raw material costs and availability, the situation going forward also does not look very positive.

DCP market has been sluggish for the past two years now and is showing some signs of improvement given the increase in the prices of other animal proteins such as buffalo, lamb meat becoming prohibitively more expensive for the mass meat consuming population.

### **4) OUTLOOK :**

Sales for both Gelatine and Di-Calcium Phosphate may remain stable barring any drastic change in export policies for the company's product or any further unprecedented rise in raw material costs. Ossein sales is likely to be on downward trend.

### **5) RISKS AND CONCERNS :**

As mentioned above the main raw material crushed bones is a matter of serious concern for the industry and hence the Company is making efforts on various fronts to cope with the same by means of identifying possibilities for the import of the crushed bones.

Due to other raw materials such as pig skin being available in abundance in the European Union the prices of Gelatine are likely to be under pressure which may result into lower realisations for the company's products in the short term.

### **6) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The Company has proper and adequate internal control systems to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive programme of internal audit, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of assets. The management is committed to a regular review of this aspect.

### **7) DISCUSSION OF FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :**

Turnover decreased by 4.34% to ₹ 11,233.51 Lacs during the year ended 31<sup>st</sup> March, 2015 as compared to ₹ 11,743.14 Lacs during the previous year.

EBIDTA (Earnings before Interest, Depreciation, Taxes and Extra Ordinary Item) for the Current year is ₹ 1,233.03 Lacs as against ₹ 1,786.14 Lacs in the previous year.

The Board of Directors recommend dividend @ 15% as against @ 18% in the previous year.

### **8) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED :**

The Company recognizes the importance and contribution of its Human Resources for its growth and development and is committed to the development of its people. The Company has implemented various methods and practices for Human Resources Development.

The Company has 93 Employees on its roll as on 31<sup>st</sup> March, 2015.

### **CAUTIONARY STATEMENTS :**

Statements in the Management's Discussion and Analysis describing the Company's projections, estimates, expectations or predictions may be "forward looking predictions" within the meaning of applicable securities laws and regulations. Actual results may differ from such estimates, projections, etc., whether expressed or implied. Factors which would make a significant difference to the Company's operations include achievement of better quality and good market price in domestic and overseas market, changes in Government regulations and tax laws, economic conditions affecting demand/ supplies and other environmental factors over which the Company does not have any control.



## INDIA GELATINE & CHEMICALS LTD.

### ANNEXURE 'B' TO DIRECTORS' REPORT

1. STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

Sr. No.	Director / KMP	Remuneration ₹ Lacs		Median Remuneration of Employees ₹ Lacs		Ratio		Increase % (Amount)	
		14-15	13-14	14-15	13-14	14-15	13-14	14-15	13-14
1.	Viren C. Mirani Managing Director	98.36	83.66	2.40	2.25	40.98	37.18	17.57	NIL
2.	Preetal P. Mepani (Company Secretary KMP)	6.24	5.19	2.40	2.25	2.60	2.31	20.23	16.63
3.	K. P. Vagadia (CFO KMP)	8.55	8.00	2.40	2.25	3.56	3.56	6.88	9.14

Note : Above % is calculated on the basis of remuneration excluding retirement benefits and sitting fees.

- Number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2015 was 93 Nos. and as on 31<sup>st</sup> March, 2014 was 100 Nos.
- There is no variable component of remuneration to the Directors.
- No employee has received remuneration in excess of highest paid Director of the Company during the Financial Year 2014-2015.
- a) Performance of the Company :

- Profit before Tax :

₹ in Lacs

Description	2014-2015	2013-2014
Profit before tax	721.55	1,245.24

- Variations in EPS of the Company :

₹

Description	As on 31.03.2015	As on 31.03.2014
EPS	6.62	8.57



## INDIA GELATINE & CHEMICALS LTD.

**STATEMENT CONTAINING INFORMATION AS PER SECTION 197(12) READ WITH THE RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE YEAR ENDED, 31<sup>ST</sup> MARCH, 2015.**

Name	Designation	Remuneration ₹ Lacs	Qualification	Age Years	Experience Year	Date of Commencement of employment	Last Employment and Designation
Viren C. Mirani	Chairman & Managing Director	164.36	B.Com.	50	30	21.07.2000	Sr. Executive in India Gelatine & Chemicals Ltd.

**Note :**

1. The above employment is contractual.
2. The Remuneration also includes retirement benefits like contribution to Provident Fund, Gratuity, Unavailed Leave etc. payable to the Managing Director.

### **ANNEXURE 'C' TO DIRECTORS' REPORT**

#### **INFORMATION IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014]

#### **(A) CONSERVATION OF ENERGY :**

##### **a) Steps taken or Impact on Conservation of Energy.**

- i. Modern Effluent Treatment methods were adopted using existing infrastructure resulting in reduction Energy Consumption in our ETP.
- ii. We have begun to use alternative fuel in the boiler, which has resulted in substantial saving on energy cost.
- iii. We have installed modern weighing/packing systems resulting in reduction of cost and dependence on manpower.

##### **b) Steps taken by the Company for utilizing alternate sources of energy**

- i. Development of auxiliary gelatine process in order to improve quality of low grade gelatine.
- ii. Continue studying feasibility to achieve state pollution norms autonomously.
- iii. Development of graded storage/conveying system for essential raw materials.
- iv. Improvement in pretreatment processes that would result in better yield and quality of gelatine.
- v. Augment drying capacity and efficiency of gelatine drying system.
- vi. Install new energy efficient instrument air compressor system that will save on energy cost and extend lifespan of sensitive equipment.
- vii. Awaiting approval from SLDC for Power Trading vide National Power Exchange to save on energy cost.
- viii. Continue to modify ETP equipment in order to ultimately achieve state pollution norms.

##### **c) Capital investment on energy conservation equipments :**

On implementation of the above, the Company expects to substantially benefit in saving energy/water consumption at various stages of the production cycle. Also, implementing measures such as installation of modern sorting/weighing/packing systems and conveying system, will reduce dependence on manpower, thereby reducing downtime.



## INDIA GELATINE & CHEMICALS LTD.

d) Total energy consumption and energy consumption per unit of product :

### FORM – A

I	Power & Fuel Consumption			
	Electricity		2014-15	2013-14
	a)	Purchased		
		Unit (KWH)	12951600	14620500
		Total Amount ( ₹ lacs)	942.83	1020.80
		Rate / Unit (₹)	7.28	6.98
	b)	Own Generation		
	1)	Through Diesel Generator		
		Units (KWH)	36192	41784
		Unit per Ltr. of Diesel	3.09	3.09
		Cost / Unit (₹)	21.43	20.16
	2)	Through FO Base Generator		
		Units (KWH)	N.A.	N.A.
		Unit per Ltr. of F.O.	N.A.	N.A.
		Cost / Unit (₹)	N.A.	N.A.
	3)	Through Steam Turbine Generator	N.A.	N.A.
	4)	Through Gas Base Generator		
		Units (KWH)	N.A.	N.A.
		Unit per sm3 of Gas	N.A.	N.A.
		Cost / Unit (₹)	N.A.	N.A.
	a)	Furnace Oil / LSHS		
		Quantity (Kgs.)	682144	N.A.
		Total Amount (₹ lacs)	182.081	N.A.
		Average Rate per Kgs. (₹)	26.69	N.A.
	b)	Natural Gas (CNG) /SM <sup>3</sup>		
		Quantity (SM <sup>3</sup> )	2686791	3790231
		Total Amount (₹ lacs)	1207.03	1535.44
		Average Rate per SM <sup>3</sup> (₹)	44.92	40.51

e) Consumption per unit of product :

	Standards	2014-2015		2013-2014	
Product-Unit	MTs	Ossein	Gelatine	Ossein	Gelatine
Electricity	Unit	1638.42	3418.09	1685.38	3790.60
Furnace Oil	Kgs	0.00	393.48	0.00	0.00
Natural Gas (CNG)	SM <sup>3</sup>	446.19	1115.09	352.42	1847.83



## INDIA GELATINE & CHEMICALS LTD.

### (B) TECHNOLOGY ABSORPTION :

#### FORM 'B'

- i. The efforts made towards technology absorption.
- For quality improvement of the main product viz. Ossein and Gelatine, Research and Development is carried out by the Company.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution.
- The quality of the products manufactured by the Company has been accepted by our buyers. There is no rejection in the goods exported. However, there is ample scope for further improvement in the quality.
- iii. In case of imported technology (imported during last three years reckoned from the beginning of the financial year)
- |   |   |    |
|---|---|----|
| • The details of technology imported  | - | NA |
| • The year of import  | - | NA |
| • Whether the technology is been fully absorbed   | - | NA |
| • If not fully absorbed, areas where absorption has not taken place and the reasons thereof | - | NA |
| And   |   |    |
- iv. The expenditure incurred on Research & Development
- The total expenditure incurred on research and Development is ₹ 5,35,421

### (C) FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on Foreign Exchange Earnings and outgo is contained in Item No. 14, 15, 16 & 17 of Note No. 25 to the Financial Statements.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : 27.05.2015

**Viren C. Mirani**  
Chairman & Managing Director  
DIN: 00044901



# INDIA GELATINE & CHEMICALS LTD.

## ANNEXURE 'D' TO DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:  
CSR Policy is stated herein below:

**Web-link:**

<http://www.indiagelatine.com/financial/Corp%20Soc%20Resp%20Policy.pdf>

2. **Composition of the CSR committee :**

Mr. Viren C. Mirani – Chairman & Managing Director  
Mrs. Shefali V. Mirani – Non-executive Director  
Mr. Jayprakash M. Tiwari – Independent Director

3. **Average net profit of the company for last three financial years :**

Average net profit : ₹ 884.33 lacs

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :**

The company is required to spend ₹ 17.69 lacs towards CSR.

5. **Details of CSR spent for the financial year :**

(a) Total amount spent for the financial year : ₹ 18.00 lacs

(b) Amount unspent, if any : NIL

(c) Manner in which the amount spent during the financial year is detailed below :

(₹ lacs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project or activity identified	Sector in which project is covered	Projects or programmes (1) Local area or other (2) Specify the state and district where projects or programmes was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the projects or programmes Sub-heads: (1) Direct expenditure on projects or programmes (2) Overheads	Cummulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	Contribution towards construction of new hostel for tribal girls	Promoting education, upliftment / empowerment of tribal girls	Village Pardi, Dundhalwadi, Dahanu Taluka, Palghar District, Maharashtra	13.00	13.00	13.00	13.00
2.	Contribution towards corpus for 'Help a child' (Help a child to study project)	Promoting special education for socially and economically backward groups	Maharashtra and Kamataka	5.00	5.00	5.00	5.00
<b>TOTAL</b>				18.00	18.00	18.00	18.00

\* Details of the implementing agencies –

1. Girivanvasi Educational Trust, Maharashtra
2. Somaiya Vidyavihar, Maharashtra

**K. P. Vagadia**  
(Chief Financial Officer)

**Viren C. Mirani**  
(Chairman CSR Committee)  
DIN : 00044901



## **INDIA GELATINE & CHEMICALS LTD.**

### **A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY, INCLUDING OVERVIEW OF PROJECTS OR PROGRAMMES PROPOSED TO BE UNDERTAKEN :**

- The objective of the company's Corporate Social Responsibility policy is to lay down guiding principles for proper functioning of the Corporate Social Responsibility (CSR) activities and also to attain sustainable development of society.
- The company has been engaged in the CSR related activities since many years and has contributed generously in many areas of social development through a charitable trust promoted by the KVS group.
- Since the registered office of IGCL is situated at Ahmedabad and the factory is located at Vapi, both in the State of Gujarat, preference of CSR activities will be given to the local area and areas around where it operates. However, other areas may also be covered if the CSR committee thinks the same to be appropriate.
- Pursuant to the provisions of Schedule VII of the Companies Act, 2013 read with notification No. GSR 130(E) dt. 27/02/14, Corrigenda No. GSR 261(E) dt. 31/03/14 and GSR 568(E) dt. 06/08/14 following would be the areas of CSR activities:
  - a) eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water;
  - b) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
  - c) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
  - d) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
  - e) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries, promotion and development of traditional arts and handicrafts;
  - f) measures for the benefit of armed forces veterans, war widows and their dependents;
  - g) training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
  - h) contribution to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio - economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women;
  - i) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
  - j) rural development projects;
  - k) slum area development
  - l) similar other objects



**INDIA GELATINE & CHEMICALS LTD.**

**ANNEXURE 'E' TO DIRECTORS' REPORT**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31.03.2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
India Gelatine & Chemicals Ltd.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by India Gelatine & Chemicals Ltd. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by India Gelatine & Chemicals Ltd. for the financial year ended on 31.03.2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – Not Applicable;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008– Not Applicable;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; – Not Applicable
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable;
- (vi) The other laws as may be applicable specifically to the company, if any.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), - BSE Limited & Ahmedabad Stock Exchange Limited.





## **INDIA GELATINE & CHEMICALS LTD.**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Samdani Shah & Associates**

Place : Ahmedabad  
Date : 27.05.2015

**Chirag Shah**  
Partner  
FCS No. 5545  
CP No. 3498



# INDIA GELATINE & CHEMICALS LTD.

## ANNEXURE 'F' TO DIRECTORS' REPORT

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT-9

#### I. REGISTRATION AND OTHER DETAILS :

CIN	L99999GJ1973PLC002260
Registration Date	16.04.1973
Name of the Company	India Gelatine & Chemicals Ltd.
Category / Sub-Category of the Company	Company having share capital
Address of the Registered office and contact details	703, "SHILP", C.G. Road, Ahmedabad – 380009 Tel. No.: (079) 26469514
Whether listed company	Yes Bombay Stock Exchange, Ahmedabad Stock Exchange
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharepro Services (India) Pvt. Ltd. 13AB Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Andheri (East), Mumbai – 400 072 Tel. No.: (022) 67720300, Fax No.: (022) 28591568 E-mail: sharepro@shareproservices.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Ossien	20295	14.33
2	Gelatine	20295	63.97
3	Di Calcium Phosphate	20295	21.70

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Name and address of the company	CIN	Holding / subsidiary/ Associate	% of shares held	Applicable Section
SCIL Capital India Ltd. 21, Mittal Chambers, 2nd Floor, 228, Nariman Point, Mumbai - 400021	U74140MH1995PTC092200	Associate	23.91	2(6)



# INDIA GELATINE & CHEMICALS LTD.

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	2818220	4308	2822528	30.03	2953548	4308	2957856	31.47	1.44
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	2319499	0	2319499	24.68	2319499	0	2319499	24.68	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other (Directors)	332974	453000	785974	8.36	1107946	0	1107946	11.79	3.43
<b>Sub Total (A) (1) :-</b>	<b>5470693</b>	<b>457308</b>	<b>5928001</b>	<b>63.06</b>	<b>6380993</b>	<b>4308</b>	<b>6385301</b>	<b>67.93</b>	<b>4.87</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>5470693</b>	<b>457308</b>	<b>5928001</b>	<b>63.06</b>	<b>6380993</b>	<b>4308</b>	<b>6385301</b>	<b>67.93</b>	<b>4.87</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	3566	72	3638	0.04	3566	72	3638	0.04	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others(specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total (B) (1) :-</b>	<b>3566</b>	<b>72</b>	<b>3638</b>	<b>0.04</b>	<b>3566</b>	<b>72</b>	<b>3638</b>	<b>0.04</b>	<b>0</b>



# INDIA GELATINE & CHEMICALS LTD.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	142788	5351	148139	1.58	150939	5351	156290	1.66	0.08
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1592419	525487	2117906	22.53	1711345	486052	2197397	23.38	0.85
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	675941	41080	717021	7.63	625695	10360	636055	6.77	-0.86
c) Others (specify)									
- Non Resident Rep	10529	0	10529	0.11	15517	0	15517	0.17	0.06
- Non Rep	4266	400	4666	0.05	5402	400	5802	0.06	0.01
- Non Domestic Co.	0	467000	467000	4.97	0	0	0	0	-4.97
-Trusts	3100	0	3100	0.03	0	0	0	0	-0.03
<b>Sub-total (B) (2) :</b>	<b>2429043</b>	<b>1039318</b>	<b>3468361</b>	<b>36.90</b>	<b>2508898</b>	<b>502163</b>	<b>3011061</b>	<b>32.03</b>	<b>-4.87</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>2432609</b>	<b>1039390</b>	<b>3471999</b>	<b>36.94</b>	<b>2512464</b>	<b>502235</b>	<b>3014699</b>	<b>32.07</b>	<b>-4.87</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>7903302</b>	<b>1496698</b>	<b>9400000</b>	<b>100.00</b>	<b>8893457</b>	<b>506543</b>	<b>9400000</b>	<b>100.00</b>	<b>0</b>



# INDIA GELATINE & CHEMICALS LTD.

## (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / Encumbered to total shares	
1	Aditi P. Mirani	3840	0.04	0	3840	0.04	0	0
2	Ansuya Jayantilal	15360	0.06	0	15360	0.06	0	0
3	Arjun Falgu Sunil P Mirani	468	0.00	0	468	0.00	0	0
4	Chandrasinh Hansraj Mirani HUF	11824	0.13	0	11824	0.13	0	0
5	Divyaprabha C. Mirani	82418	0.88	0	82418	0.88	0	0
6	Divyaprabha C. Mirani	467116	4.97	0	467116	4.97	0	0
7	Hina N. Mirani	4820	0.05	0	100	0.00	0	(0.05)
8	Janki K. Mirani	2000	0.02	0	2000	0.02	0	0
9	Jash N. Mirani	400	0.00	0	100	0.00	0	0
10	Jasumati J. Thaker	15500	0.16	0	5800	0.06	0	(0.10)
11	Jyotsna K. Mirani	21212	0.23	0	0	0	0	(0.23)
12	Khimji Visram and Sons Gujarat Private Ltd.	9480	0.10	0	9480	0.10	0	0
13	Kishorsinh R Mirani HUF	11576	0.12	0	11576	0.12	0	0
14	Kishorsinh R. Mirani	373546	3.97	0	208948	2.22	0	(1.75)
15	Kishorsinh R. Mirani	82176	0.87	0	82176	0.87	0	0
16	Madhav N. Mirani	114374	1.22	0	360666	3.84	0	2.62
17	Madhav N. Mirani	45888	0.49	0	45888	0.49	0	0
18	Manish K. Mirani	139134	1.48	0	100	0.00	0	(1.48)
19	Manorama N. Mirani	563144	5.99	0	563144	5.99	0	0
20	Manorama N. Mirani	1436	0.02	0	1436	0.02	0	0
21	Nandini S. Mirani	2500	0.03	0	2500	0.03	0	0
22	Navinchandra R. Mirani HUF	11984	0.13	0	11984	0.13	0	0
23	Nayankumar C. Mirani	145128	1.54	0	100	0.00	0	(1.54)
24	Nimisha M. Mirani	2500	0.03	0	2500	0.03	0	0
25	Olive Finance & Investments Pvt. Ltd.	1874599	19.94	0	1874599	19.94	0	0
26	Pratapsinh H. Mirani	404122	4.30	0	404122	4.30	0	0
27	Purnima K. Mirani	2000	0.02	0	2000	0.02	0	0
28	Rahul C. Mirani	204774	2.18	0	8550	0.09	0	(2.09)
29	Rajeshri N. Mirani	4500	0.05	0	4500	0.05	0	0
30	SCIL Capital India Ltd.	435420	4.63	0	435420	4.63	0	0
31	Shefali V. Mirani	2500	0.03	0	2500	0.03	0	0
32	Sunil P. Mirani	219624	2.34	0	656140	6.98	0	4.64
33	Tanmay N. Mirani	11792	0.13	0	100	0.00	0	(0.13)
34	Viren C. Mirani	453000	4.82	0	920000	9.79	0	4.97
35	Viren C. Mirani	187846	2.00	0	187846	2.00	0	0
	<b>Total</b>	<b>5928001</b>	<b>63.06</b>	<b>0</b>	<b>6385301</b>	<b>67.93</b>	<b>0</b>	<b>4.87</b>



# INDIA GELATINE & CHEMICALS LTD.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at beginning of the year (01.04.2014)/ end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Mr. Viren C. Mirani	6,40,846	6.82	01.04.2014				
		11,07,846	11.79	17.07.2014	4,67,000	Transfer	11,07,846	11.79
				31.03.2015				
2.	Mr. Nayan C. Mirani	1,45,128	1.54	01.04.2014				
		100	0.00	25.02.2015	(145028)	Transfer	100	0.00
				31.03.2015				
3.	Mrs. Hina Mirani	4,820	0.05	01.04.2014				
		100	0.00	25.02.2015	(4,720)	Transfer	100	0.00
				31.03.2015				
4.	Mr. Tanmay Mirani	11792	0.13	01.04.2014				
		100	0.00	25.02.2015	(11,692)	Transfer	100	0.00
				31.03.2015				
5.	Mr. Jash Mirani	400	0.00	01.04.2014				
		100	0.00	25.02.2015	(300)	Transfer	100	0.00
				31.03.2015				
6.	Mr. Rahul Mirani	2,04,774	2.18	01.04.2014				
		8,550	0.09	25.02.2015	(1,96,224)	Transfer	8,550	0.09
				31.03.2015				
7.	Mr. Manish Mirani	1,39,134	1.48	01.04.2014				
		100	0.00	25.02.2015	(1,39,034)	Transfer	100	0.00
				31.03.2015				
8.	Mr. Kishorsinh Mirani	3,94,758	4.20	01.04.2014				
		2,08,948	2.22	25.02.2015	(1,85,810)	Transfer	2,08,948	2.22
				31.03.2015				
9.	Mr. Sunil Mirani	2,19,624	2.34	01.04.2014				
		6,56,140	6.98	25.02.2015	4,36,516	Transfer	6,56,140	6.98
				31.03.2015				
10.	Mr. Madhav Mirani	1,60,262	1.71	01.04.2014				
		4,06,554	4.33	25.02.2015	2,46,292	Transfer	4,06,554	4.33
				31.03.2015				

\* Date of transfer has been considered on the date on which beneficiary position was provided by the Depositories to your company.



# INDIA GELATINE & CHEMICALS LTD.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding		Date	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31..03.2015)	
		No. of Shares at beginning of the year (01.04.2014)/ end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1.	Sangita K. Parikh	48,909	0.52	01.04.2014	0	-	48,909	0.52
		48,909	0.52	31.03.2015	0	-	48,909	0.52
2.	Vinodchandra M. Parekh	45,851	0.49	01.04.2014	0	-	45,851	0.49
		45,851	0.49	31.03.2015	0	-	45,851	0.49
3.	Maya Rawat	45,241	0.48	01.04.2014	0	-	45,241	0.48
		45,241	0.48	31.03.2015	0	-	45,241	0.48
4.	Kalpana Jain	42,077	0.45	01.04.2014	0	-	42,077	0.48
		42,077	0.45	31.03.2015	0	-	42,077	0.48
5.	Dilip K. Rungta	30,000	0.32	01.04.2014	-	Transfer	30,000	0.32
		0	0.00	31.03.2015	(30,000) 0		0 0	0.00 0
6.	Vinodchandra M. Parekh	29,454	0.28	01.04.2014	0	-	29,454	0.28
		29,454	0.28	31.03.2015	0	-	29,454	0.28
7.	Jitendra M. Parekh	26,756	0.28	01.04.2014	0	-	26,756	0.28
		26,756	0.28	31.03.2015	0	-	26,756	0.28
8.	Chandrika V. Parekh	25,533	0.27	01.04.2014	0	-	25,533	0.27
		25,533	0.27	31.03.2015	0	-	25,533	0.27
9.	Shruti Khandelwal	24,963	0.27	01.04.2014	0	-	24,963	0.27
		24,963	0.27	31.03.2015	0	-	24,963	0.27
10.	V Ranjith Kumari	21,900	0.23	01.04.2014		Transfer	21,900	0.23
		0	0.00	31.03.2015	(21,900) 0		0 0	0.00 0
11.	Nalin A. Patel	0	0.00	01.04.2014	0	Transfer	0	0
		30,000	0.31	31.03.2015	30,000 0		30,000 30,000	0.31 0.31
12.	Amit L. Patel	20,200	0.21	01.04.2014	0	-	20,200	0.21
		20,200	0.21	31.03.2015	0	-	20,200	0.21



## INDIA GELATINE & CHEMICALS LTD.

### (v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase / (Decrease) in share holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at beginning of the year (01.04.2014)/ end of the year (31.03.2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	<b>Directors</b>							
1.	Mr. Viren C. Mirani	6,40,846	2.00	01.04.2014	4,67,000	Transfer	6,40,846	2.00
				17.07.2014			11,07,846	11.79
		11,07,846	11.79	31.03.2015			11,07,846	11.79
2.	Mr. Nayan C. Mirani	1,45,128	1.54	01.04.2014	(1,45,028)	Transfer	1,45,128	1.54
				25.02.2015			100	0.00
		100	0.00	31.03.2015			100	0.00
3.	Mrs. Shefali V. Mirani	2,500	0.03	01.04.2014	0	-	2,500	0.03
		2,500	0.03	31.03.2015	0	-	2,500	0.03
	<b>Key Managerial Personnel</b>							
4.	Kalidas P. Vagadia	768	0.00	01.04.2014	0	-	768	0.00
		768	0.00	31.03.2015	0	-	768	0.00

\* Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to your Company

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the Financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the Financial year</b>	-	-	-	-
- Addition				
- Reduction				
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the Financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>





## INDIA GELATINE & CHEMICALS LTD.

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Viren C. Mirani Chairman and Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income - Tax Act, 1961	78,00,000  20,35,682  0	78,00,000  20,35,682  0
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify- i) Deferred /bonus (pertaining to the current Financial year payable in 2016) ii) Retirement benefit	0 0	0 0
	<b>Total (A)</b>	<b>98,35,682</b>	<b>*98,35,682</b>
	<b>Ceiling as per the Act</b>		<b>1,02,00,000</b>

\* Excluding exempted perquisites

#### B. Remuneration to other directors :

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	<b>Independent Directors</b>	Mr.P.P. Madhavji	Mr. J. M. Tiwari	Mr. S. N. Pittie	Mr. K.C. Dalal (resigned)	
	Fee for attending Board and Committee Meetings	55,000	45,000	40,000	10,000	1,50,000
	• Commission	-	-	-	-	
	• Others, please specify (Professional fees paid to C.C. Dalal & Co.)	-	-	-	16,854	16,854
	<b>Total B (1)</b>	<b>55,000</b>	<b>45,000</b>	<b>40,000</b>	<b>26,854</b>	<b>1,66,854</b>



## INDIA GELATINE & CHEMICALS LTD.

Sr. No.	Particulars of Remuneration	Name of Director				Total Amount
2.	<b>Other Non-Executive Directors</b>	Mr. N. C. Mirani	Mrs. S.V. Mirani	-	-	-
	Fee for attending Board Committee Meetings	50,000	25,000	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total B (2)</b>	<b>50,000</b>	<b>25,000</b>	<b>-</b>	<b>-</b>	<b>75,000</b>
	<b>Total (B) = B (1) + B(2)</b>					<b>2,41,854</b>
	<b>Total Managerial Remuneration</b>					<b>2,41,854</b>
	<b>Overall Ceiling as per the Act</b>	-	-	-	-	-

### C. Remuneration to Key Managerial Personnel Other than MD/ Manager/ WT

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
		Mr. K. P. Vagadia	Ms. P. P. Mepani	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	6,09,000	6,09,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	56,327	56,327
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of Profit - others, specify	-	-	-
5.	Others, please specify- Professional Charges	8,55,000	0	8,55,000
	<b>Total C</b>	<b>8,55,000</b>	<b>6,65,327</b>	<b>15,20,327</b>



## INDIA GELATINE & CHEMICALS LTD.

### VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : N. A.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place : Mumbai  
Date : 27.05.2015

**Viren C. Mirani**  
Chairman & Managing Director  
DIN: 00044901



# INDIA GELATINE & CHEMICALS LTD.

## Annexure 'G' to Directors' Report

### FORM AOC – 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

<p>(a) Name(s) of the related party and nature of relationship.</p> <p>(b) Nature of contracts/arrangements/transactions.</p> <p>(c) Duration of the contracts / arrangements/transactions.</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any.</p> <p>(e) Justification for entering into such contracts or arrangements or transactions.</p> <p>(f) Date(s) of approval by the Board.</p> <p>(g) Amount paid as advances, if any.</p> <p>(h) Date on which the special resolution was passed.</p> <p>(i) Amount paid as advances, if any.</p> <p>(j) Date on which (a) the special resolution was passed in general meeting as required under first provision to Section 188 of the Companies Act, 2013.</p>	N.A.
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#### 2. Details of material contracts or arrangement or transactions at arm's length basis:

<p>(a) Name(s) of the related party and nature of relationship.</p> <p>(b) Nature of contracts/arrangements/transactions.</p> <p>(c) Duration of the contracts/arrangements/transactions.</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any.</p> <p>(e) Date(s) of approval by the Board, if any.</p> <p>(f) Amount paid as advances, if any.</p>	N.A.
---	------

By Order of the Board of Directors

Place : Ahmedabad  
Date : 27.05.2015

Viren C. Mirani  
Chairman & Managing Director  
DIN : 00044901



## **CORPORATE GOVERNANCE REPORT**

In pursuance to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has complied with the requirements of Corporate Governance.

Good Corporate Governance makes excellent business sense. It augments superior Corporate Performance. It is often the distinguishing factor between companies that progress rapidly and companies that stagnate. Good Corporate Governance is a continuous process and is achieved through an optimum mix of regulatory compliance, disclosures and practices, transparent and fair conduct that enhances the trust of various interest groups like shareholders, employees, suppliers, creditors, customers and society at large.

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :**

For IGCL, Corporate Governance is an important corner stone which creates shareholders' value on a sustainable basis. As stated in the past, your company reiterates its commitment to the concept of trusteeship. The creed of trusteeship, the backbone of good Corporate Governance is pursued by your company with consistent and effective adherence to the philosophy of transparency, adequate disclosure, fairness to all and independent monitoring and supervision in the conduct of its business operation.

### **2. BOARD OF DIRECTORS :**

#### **A. Composition of the Board :**

It is well recognized that there should be an optimum combination of Executive and Non-Executive Directors. IGCL's Board meets this requirement as it is consisting of 3 Independent Directors, out of the total 6 directors as on 31.03.2015

Sr. No.	Name of the Directors	Category	*Number of Directorship(s) held in Indian Public Limited Companies (including IGCL)	**Committee(s) position (including IGCL)	
				Member	Chairman
1.	Mr. Viren C. Mirani	Chairman & Managing Director	1	1	0
2.	Mr. Nayan C. Mirani (resigned w.e.f 30.06.2015)	Non-Executive	3	2	0
3.	Mrs. Shefali V. Mirani	Non-Executive	1	0	0
4.	Mr. Jayprakash M. Tiwari	Non-Executive Independent	1	1	0
5.	Mr. Shridhar N. Pittie	Non-Executive Independent	3	2	1
6.	Mr. Pradip P. Madhavji	Non-Executive Independent	3	0	4

\* Excludes directorship held in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and memberships of managing committees of various chambers/institutions/boards.

\*\* Only Audit Committee and Stakeholder Relationship Committee have been considered as per Clause 49 of the Listing Agreement.



## INDIA GELATINE & CHEMICALS LTD.

### B. Details of numbers, dates and attendance of the Board Meetings :

Sr. No.	Name of the Directors	Number of Board meetings held while holding the office	Number of Board meetings attended while holding the office	Attendance at last AGM
1.	Mr. Viren C. Mirani	6	6	YES
2.	Mr. Nayan C. Mirani (resigned w.e.f 30.06.2015)	6	6	YES
3.	Mrs. Shefali V. Mirani (Appointed on 07.07.2014)	5	5	YES
4.	Mr. Kishor C. Dalal (resigned w.e.f 28.06.2014)	1	1	N.A.
5.	Mr. Shridhar N. Pittie	6	4	YES
6.	Mr. Pradip P. Madhavji	6	6	YES
7.	Mr. Jayprakash M. Tiwari (Appointed on 07.07.2014)	5	5	YES

Total 6 Board meetings were held in the year 2014-2015. <sup>1</sup>

The dates on which the said meetings were held are as follows :

- |                |                |
|----------------|----------------|
| (1) 24.05.2014 | (4) 05.09.2014 |
| (2) 07.07.2014 | (5) 11.11.2014 |
| (3) 12.08.2014 | (6) 05.02.2015 |

### 3. AUDIT COMMITTEE :

#### A. Terms of Reference :

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing and monitoring the Auditor's independence and performance and effectiveness of audit process.
- Examining financial statement and the Auditors Report thereon.
- Approval or subsequent modification of transactions of the company with related parties.
- Scrutiny of inter corporate loans and investments.
- Valuation of undertaking or assets of the company wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management the statement of uses/ application of funds raised through and issue (public issue/ rights issue/ preferential issue). The statement of fund utilised for the purpose other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency. Monitoring the end use of funds raised through public offers and related matters.
- Compliance with listing and other requirements relating to financial statements.



## **INDIA GELATINE & CHEMICALS LTD.**

- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to :
  - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board Report.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (d) Significant adjustments made in the financial statements arising out of audit findings.
  - (e) Disclosure of any related party transactions as per Accounting Standard 18 and
  - (f) Qualifications in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
- Approval of appointment of CFO (i.e. the whole time finance director or any other person heading the finance function or discharging that function.) after assessing the qualification, experience and background etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### **REVIEW OF INFORMATION BY AUDIT COMMITTEE**

- Reviewing management discussion and analysis of financial conditions and result of operations.
- Reviewing statement of significant related party transactions (as defined by the Audit Committee) submitted by management.
- Management Letters/ Letter of internal control weaknesses issued by the Statutory Auditors.
- Internal Audit Reports related to internal control weaknesses and
- The appointment, removal and the terms of remuneration of the chief internal auditor.



## INDIA GELATINE & CHEMICALS LTD.

### B. Composition :

All the members of the Audit Committee are qualified and having insight to interpret and understand Financial Statements. The Audit Committee of the Company comprises of the following members :

Sr. No.	Name of Member	Category	Status	No. of meetings attended
1.	Mr. Kishor C. Dalal (resigned w.e.f. 28.06.2014)	Non Executive Independent Director	Chairman	1
2.	Mr. Jayprakash M. Tiwari (appointed on 07.07.2014)	Non Executive Independent Director	Member	3
3.	Mr. Nayan C. Mirani (resigned w.e.f 30.06.2015)	Non Executive Director	Member	4
4.	Mr. Shridhar N. Pittie	Non Executive Independent Director	Member	3
5.	Mr. Pradip P. Madhavji	Non Executive Independent Director	Chairman	4

### C. Meetings during the year :

Total 4 meetings were held in the year 2014-2015.

The dates on which the said meetings were held are as follows :

- |                |                |
|----------------|----------------|
| (1) 24.05.2014 | (3) 11.11.2014 |
| (2) 12.08.2014 | (4) 05.02.2015 |

The Company Secretary is the Secretary to the Committee.

Statutory Auditors and Internal Auditors were invited and they attended almost all the meetings.

### 4. NOMINATION AND REMUNERATION COMMITTEE :

#### A. Terms of Reference :

Remuneration of employees largely consists of basic remuneration and perquisites.

The components of the total remuneration vary for different cadres and are governed by industry pattern, qualifications and experience of the employee, responsibilities handled, individual performance etc.

#### B. Composition :

Remuneration committee consists of :

- |                             |   |   |
|-----------------------------|---|---|
| a) Mr. Shridhar N. Pittie   | - | Chairman                                      |
| b) Mr. Nayan C. Mirani      | - | Member  |
| c) Mr. Jayprakash M. Tiwari | - | Member (date of appointment 07.07.2014)       |
| d) Mr. Kishor C. Dalal      | - | Member (resigned with effect from 28.06.2014) |

#### C. Meetings during the year :

Total 2 meetings were held in the year 2014-2015.

The dates on which the said meetings were held are as follows :

- |                |                |
|----------------|----------------|
| (1) 24.05.2014 | (2) 05.02.2015 |
|----------------|----------------|





## INDIA GELATINE & CHEMICALS LTD.

### D. Nomination and Remuneration Policy :

The Nomination and Remuneration Committee had recommended the Nomination and Remuneration Policy of the Company to the Board of Directors which was adopted at the Board Meeting held on 05.02.2015

The said policy may be referred to, at the company's official website at

<http://www.indiagelatine.com/financial/Appointment%20&%20Remuneration%20Policy.pdf>

### E. Details of Directors' remuneration paid for the year ended 31.03.2015

#### A. Managing Director :

Name	Salary	Comm.	Perks	Contribution to Retirement benefits	Total
Mr. Viren C. Mirani Chairman & Managing Director	78,00,000	0	20,35,682	66,00,262	1,64,35,944

1. Notice period for termination of appointment of Managing Director is six months on either side.

2. No severance pay is payable on termination of appointment.

#### B. Others :

1. All Indian Non-executive Directors are paid sitting fees of ₹ 5000/- for attending Board and Audit Committee meetings.

2. Professional Fees of ₹ 16,854/- has been paid to M/s. C. C. Dalal & Co., a firm in which Mr. Kishor C. Dalal, who was a Non- Executive Independent Director, is a partner.

### 5. STAKEHOLDER RELATIONSHIP COMMITTEE :

#### A. Terms of reference :

The terms of reference of the committee may be to look into redressal of complaints of stakeholders like transfer of shares, non- receipt of balance sheet, non- receipt of declared dividend, non receipt of interest on deposits, renewal of deposits and non receipt of amount of deposits on maturity or otherwise etc.

#### B. Composition :

The Shareholders' Grievance Committee comprises of the Chairman and two Directors.

During the year, the Committee held 15 meetings and the attendance of Members was as follows :

Sr. No.	Name of Member	Status	No. of meetings attended
1.	Mr. Pradip P. Madhavji	Chairman	15
2.	Mr. Shridhar N. Pittie	Member	15
3.	Mr. Viren C. Mirani	Member	15

The Company Secretary is the Compliance Officer.

The Board of Directors in its meeting held on 07.07.2014 approved the change of name of the 'Shareholders Grievance Committee' to Stakeholders Relationship Committee' and the revised terms of reference of the Committee as required under the provisions of Section 178 of the Companies Act, 2013 read with Rule 6 which came into force from 1<sup>st</sup> April, 2014 and as required by the revised Clause 49 of the Listing Agreement proposed by SEBI.

### C. Meetings during the year

Total 15 meeting were held in the financial year 2014-2015.



## INDIA GELATINE & CHEMICALS LTD.

### D. Complaints:

During the year ended 31<sup>st</sup> March, 2015, the Company had received no complaints and no complaints were pending for redressal either at the beginning or at the end of the year.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE :

### A. Terms of reference :

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

To review the existing CSR Policy and to make it more comprehensive as to indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;

To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

### B. Composition :

The Corporate Social Responsibility (CSR) Committee comprises of the Chairman and two Directors.

The attendance of Members was as follows :

Sr.No.	Name of Member	Status	No. of Meetings Attended
1.	Mr. Viren C. Mirani	Chairman	2
2.	Mr. Jayprakash M. Tiwari	Member	2
3.	Mrs. Shefali V. Mirani	Member	2

### C. Meetings during the year

Total 2 meetings were held in the financial year 2014-2015.

The dates on which the said meetings were held are as follows :

(1) 11.11.2014 (2) 05.02.2015

## 7. MEETING OF THE INDEPENDENT DIRECTORS :

As per new Companies Act, 2013 and the Listing Agreement, the Independent Directors are required to hold atleast one meeting in a year to discuss the following :

- Review the performance of non-independent directors and the Board as a whole.
- Review the performance of the Chairperson of the Company taking into account the views of executive directors and non-executive directors.
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Accordingly, a meeting had been held on 24<sup>th</sup> March, 2015, without the attendance of Non Independent Directors and members of management. All the Independent Directors attended the meeting and discussed the above points.

Nomination and remuneration Committee in its meeting held on 5<sup>th</sup> February, 2015 adopted the performance evaluation criteria for the independent Directors and the same has been applied by the Board in its meeting held on 5<sup>th</sup> February, 2015 for evaluating the performance of the Independent Directors.



## **INDIA GELATINE & CHEMICALS LTD.**

### **8. FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS :**

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

### **9. EVALUATION OF BOARD EFFECTIVENESS :**

In terms of provisions of Companies Act, 2013 read with Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each director and the Committees was carried out for the financial year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

### **10. CODE OF CONDUCT :**

The code of conduct for the Directors and Senior Management Personnel has been laid down by the board in the meeting held on 19.07.2006.

The Company has refined its Code of Conduct and Business Ethics, at the Board meeting held on 09.05.2012, as per the modified requirements of the Listing Agreement and SEBI, and the same is available on the website of the Company.

Annual declaration of the Code has been taken from all the Directors and Senior Management Personnel of the Company.

### **11. INSIDER TRADING :**

The Securities and Exchange Board of India (SEBI) has introduced amendments to the existing Insider Trading Regulations of 1992 which requires new action steps by corporate and other market intermediaries for the purpose of prevention of Insider Trading.

Pursuant to the requirements of SEBI (Prohibition of Insider Trading Regulations), 2015 the Company has adopted a 'Code of Fair Disclosure and Code of Conduct for prevention of Insider trading' (The Code) with effect from May 15, 2015. The code is applicable to all directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company.

Ms. P. P. Mepani, Company Secretary has been appointed as the Compliance Officer for monitoring adherence to these Regulations.

### **12. DISCLOSURES :**

#### **A. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large.**

There are no materially significant related party transactions made by the Company with its Promoters, Directors in Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

Transactions with related parties as per requirements of Accounting Standard (AS-18) – 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are disclosed in Item No. 10 B&C of Note No. 25 to the Financial Statements in the Annual Report.

#### **B. Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied are set out in the annexure to Notes to the Financial Statements.



## INDIA GELATINE & CHEMICALS LTD.

### C. Risk Management

Business risk evaluation and management is an ongoing process within the Company. During the year under review, a detailed exercise on 'Risk Assessment and Management' was carried out covering the entire gamut of business operations and the Board was informed of the same.

### D. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years;

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

### E. Non-mandatory requirements

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

## 13. VIGIL MECHANISM/WHISTLE BLOWER POLICY :

Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers and shareholders in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with Clause 49 of the Listing Agreement, your Company has adopted a Whistle Blower Policy with an objective to provide its employees a mechanism whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

## 14. MEANS OF COMMUNICATION :

- The Board of Directors of the Company approves and takes on record the quarterly, half-yearly and yearly financial results in the proforma prescribed by Clause 41 of the Listing Agreement within the prescribed time limit.
- The approved financial results are forthwith sent to the Listed Stock Exchanges and are published in the national English newspapers namely "Indian Express (English and Gujarati editions) and Financial Express".
- Pursuant to Clause 51 and newly inserted Clause 52 of the Listing Agreement all data related to quarterly financial results, shareholding pattern etc., are filed with the Stock Exchange within time.
- No formal presentations were made to the Institutional investors and analysts during the year under review.
- Management Discussion and Analysis forms part of this Annual Report, which is posted to the shareholders of the Company.

## 15. GENERAL BODY MEETINGS :

Consecutive Year	No. of AGM	Held at	Date	Time
2011-2012	40 <sup>th</sup>	GICEA (Nirman Bhavan) Gajjar Hall, Nr. Law Garden, Ellisbridge, Ahmedabad-380006	28.09.2012	11.00 am
2012-2013	41 <sup>st</sup>	GICEA (Nirman Bhavan) Gajjar Hall, Nr. Law Garden, Ellisbridge, Ahmedabad-380006	23.08.2013	11.00 am
2013-2014	42 <sup>nd</sup>	GICEA (Nirman Bhavan) Gajjar Hall, Nr. Law Garden, Ellisbridge, Ahmedabad-380006	05.09.2014	11.00 am



## INDIA GELATINE & CHEMICALS LTD.

Whether special resolutions were put through postal ballot last year? N.A

Are polls proposed to be conducted through postal ballot this year? N.A

### 16. SHAREHOLDERS INFORMATION :

1. 43<sup>rd</sup> Annual General Meeting

Date : 24<sup>th</sup> September, 2015

Time : 11.00 a.m.

Venue : GICEA (Nirman Bhavan)  
Gajjar Hall, Nr. Law Garden,  
Ellisbridge, Ahmedabad-380006

2. Date of Book Closure : 17.09.2015 to 24.09.2015 (Both days inclusive)

3. Listing of Shares

- Bombay Stock Exchange
- Ahmedabad Stock Exchange

4. Stock Code :

Stock Exchange

Ahmedabad Stock Exchange Ltd.  
Bombay Stock Exchange Ltd.  
Demat ISIN in NSDL and CDSL  
Website

Stock Code

25710  
531253  
INE342D01012  
www.indiagelatine.com

Market Price Data (Bombay Stock Exchange) for the year 2014-15

( ₹ )

MONTH	HIGH	LOW
April	82.05	66.50
May	83.50	67.10
June	94.20	69.55
July	97.00	76.50
August	86.00	70.85
September	126.90	70.35
October	117.20	92.10
November	131.95	98.10
December	112.50	80.00
January	105.70	90.00
February	95.05	76.30
March	84.00	72.70

5. Address for investor correspondence :

**SHAREPRO SERVICES (INDIA) PVT. LTD.**

13AB Samhita Warehousing Complex,  
Second Floor,  
Sakinaka Telephone Exchange Lane,  
Off Andheri Kurla Road,  
Andheri (East),  
Mumbai – 400 072.

Tel. No. : (022) 67720300, Fax No. : (022) 28591568  
E-mail : sharepro@shareproservices.com



## INDIA GELATINE & CHEMICALS LTD.

### INDIA GELATINE & CHEMICALS LTD.

703/704, "Shilp", 7<sup>th</sup> floor,  
Near Municipal Market,  
C.G. Road, Navrangpura,  
Ahmedabad – 380 009.

Tel. No. : (079) 26469514

E-mail : [ppm@indiagelatine.com](mailto:ppm@indiagelatine.com) • [investor@indiagelatine.com](mailto:investor@indiagelatine.com)

#### 6. Distribution of Shareholding as at 31.03.2015

No. of Equity Shares held	No. of Shareholders	No. of Shares held	Share Holding %
1 to 500	3836	574232	6.109
501 to 1000	588	452987	4.819
1001 to 2000	258	383941	4.085
2001 to 3000	89	220466	2.345
3001 to 4000	63	217917	2.318
4001 to 5000	35	161018	1.713
5001 to 10000	51	373172	3.970
10001 and above	51	7016267	74.641
	<b>4971</b>	<b>9400000</b>	<b>100</b>

7. Equity Shares of the company are traded in Demat.

8. Outstanding GDRs/Warrants : Not Applicable.

9. Plant Location : Manufacturing Plant of the Company is situated at Plot No.1A, GIDC, Industrial Estate, National Highway No. 8, Vapi-396 195, Gujarat.

#### 10. Green Initiative for Paperless Communications :

The Ministry of Corporate Affairs, Government of India (MCA) has, vide Circular No. 18/2011 dated 29th April, 2011, undertaken a 'Green Initiative in Corporate Governance' allowing companies to send the Annual Report and other documents to their shareholders electronically.

The Securities and Exchange Board of India has, vide Circular No. CIR/CFD/DIL/7/2011 directed listed companies to supply soft copies of Annual Reports to all those shareholders who have registered their e-mail addresses for the purpose.

Keeping in view the underlying theme and the circulars issued by MCA and SEBI, the Company proposes to send various communications and documents like notice calling general meetings, audited financial statements, directors' report, auditor's report etc., henceforth, in electronic form, to the e-mail address provided by the Members to the Depositories or to the Company.



## **INDIA GELATINE & CHEMICALS LTD.**

Please note that you will continue to be entitled to receive, upon your request, free of cost, a copy of the Annual Report and all other communication that may be sent to you electronically. The Annual Report will also be available on the Company's website [www.indiagelatine.com](http://www.indiagelatine.com)

This is also a golden opportunity for every shareholder of India Gelatine & Chemicals Limited to contribute to this Corporate Social Responsibility initiative of the company. To support this green initiative in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

### **DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

The Board of Directors of the company have approved and adopted the code of conduct for the Directors and the Senior Management Personnel. The Directors and Senior Management Personnel have affirmed compliance of the same for the year ended 31.03.2015 as stipulated in sub-Clause II E (2) Clause 49 of the Listing Agreement with the Stock Exchange.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : 27.05.2015

**Viren C. Mirani**  
Chairman & Managing Director  
DIN:00044901



## INDIA GELATINE & CHEMICALS LTD.

### CEO/ CFO CERTIFICATE UNDER CLAUSE 49(IX) OF THE LISTING AGREEMENT

#### CEO/CFO CERTIFICATE

The Board of Directors,  
INDIA GELATINE & CHEMICALS LTD.

We certify that :

1. We have reviewed the Financial Statements, read with the Cash Flow Statement of India Gelatine & Chemicals Limited (the Company) for the year ended 31<sup>st</sup> March, 2015 and to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements and other financial information included in this report present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditors, the Audit Committee, and the Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes, if any, in the Company's internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
  - c) that to the best of our knowledge, no fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting existed during the period under review.

Place : Mumbai  
Date : 27.05.2015

**K. P. Vagadia**  
(Chief Financial Officer)

**Viren C. Mirani**  
(Managing Director)

#### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF INDIA GELATINE & CHEMICALS LIMITED UNDER CLAUSE 49(XI) OF THE LISTING AGREEMENT.

To,  
The Members of  
INDIA GELATINE & CHEMICALS LTD.

We have examined the compliance of conditions of Corporate Governance by India Gelatine & Chemicals Limited ('the Company'), for the year ended 31<sup>st</sup> March, 2015, as stipulated in Clause 49 (xi) of the Listing Agreement of the Company entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mahendra N. Shah & Co.,**  
Chartered Accountants  
FRN 105775W

Place : Ahmedabad  
Date : 27.05.2015

**CA Chirag M. Shah**  
Partner  
M. No.F-45706





## **INDIA GELATINE & CHEMICALS LTD.**

### **INDEPENDENT AUDITORS' REPORT**

To the Members of  
**INDIA GELATINE & CHEMICALS LTD.**

#### **REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of INDIA GELATINE & CHEMICALS LIMITED ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2015 and its profit and its cash flows for the year ended on that date.

#### **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that :
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;



## INDIA GELATINE & CHEMICALS LTD.

- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31<sup>st</sup> March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements— Refer Item No. 4 (ii) of Note No. 25 to the financial statements;
  - ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses - Refer Item No. 12 of Note No. 25 of the financial statements; and
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Mahendra N. Shah & Co.,**  
Chartered Accountants  
FRN 105775W

**CA Chirag M. Shah**  
Partner  
M. No.F-45706

Place : Ahmedabad  
Date : 27.05.2015

### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2015, we report that :

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) Inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted loan to body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) In the case of the loan granted to the body corporate listed in the register maintained under section 189 of the Act, the borrower has been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than rupees one lakh in respect of the loan granted to the body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of



## INDIA GELATINE & CHEMICALS LTD.

inventory and fixed assets and sale of services. We have not observed any major weakness in the internal control system during the course of the audit.

- (v) The Company has not accepted any deposits from the public.
- (vi) The Company has maintained cost records under Section 148(1) of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Wealth Tax, Excise Service Tax, Duty of Customs, Value Added Tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty Of Customs, Value Added Tax, Cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of Wealth Tax, Duty of Customs and Cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of Excise Duty and Service Tax have not been deposited by the Company on account of disputes :

Name of the Statute	Nature of dues	Amount ( ₹ lacs)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	8.15	1980-81 to 1983-84	Dy. Commissioner of CEGAT Excise
Service Tax Act	Service Tax	36.01	2008.09 to 2013-14	CESTAT Ahmedabad & Commissioner of Excise

According to the information and explanations given to us the amounts which were required to be transferred to the Investor Education And Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year or in our opinion and according to the information and explanation given to us the Company has applied the term loans prima facie for the purpose for which the loans were obtained.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **Mahendra N. Shah & Co.,**  
Chartered Accountants  
FRN 105775W

**CA Chirag M. Shah**  
Partner  
M. No. F-45706

Place : Ahmedabad  
Date : 27.05.2015



# INDIA GELATINE & CHEMICALS LTD.

## BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2015

Amount in ₹

	Refer Note No.	As at 31.03.2015	As at 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share capital	1	9,40,00,000	9,40,00,000
(b) Reserves and surplus	2	1,09,10,16,429	1,04,98,45,726
		1,18,50,16,429	1,14,38,45,726
<b>2 Non-current Liabilities</b>			
(a) Deferred tax liabilities (Net)	3	7,94,32,460	9,04,10,710
(b) Other Long term liabilities	4	4,84,263	4,84,263
(c) Long-term provisions	5	8,81,14,757	8,35,87,258
		16,80,31,480	17,44,82,231
<b>3 Current Liabilities</b>			
(a) Trade payables		2,82,05,674	3,97,55,574
(b) Other current liabilities	6	2,35,18,137	50,24,323
(c) Short-term provisions	7	13,23,39,414	11,61,89,065
		18,40,63,225	16,09,68,962
<b>TOTAL</b>		1,53,71,11,134	1,47,92,96,919
<b>II. ASSETS</b>			
<b>Non-current Assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	8(a)	47,13,02,549	48,63,00,671
(ii) Intangible assets	8(b)	15,48,720	50,69,696
(iii) Capital work-in-progress	8(c)	89,39,811	50,49,605
(b) Non-current investments	9	12,67,41,797	13,31,99,504
(c) Long-term loans and advances	10	8,49,31,634	6,18,80,656
(d) Other Non Current Assets	11	32,85,697	88,20,000
		69,67,50,208	70,03,20,132
<b>2 Current Assets</b>			
(a) Inventories	12	28,88,64,395	28,27,25,388
(b) Trade receivables	13	3,91,25,192	6,36,27,920
(c) Cash and cash equivalents	14	30,63,70,220	12,79,35,139
(d) Short-term loans and advances	15	19,70,11,254	29,69,24,128
(e) Other current assets	16	89,89,865	77,64,212
		84,03,60,926	77,89,76,787
<b>TOTAL</b>		1,53,71,11,134	1,47,92,96,919

Significant Accounting Policies and the accompanying Notes are an integral part of the Financial Statements

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As per our attached report of even date.

For **MAHENDRA N. SHAH & CO.**

Chartered Accountants

FRN105775W

**CA Chirag M. Shah**

Partner

M. No.: F-45706

Place : Ahmedabad

Date : 27.05.2015

**Viren C. Mirani**

Chairman & Managing Director

**Pradip P. Madhavji**

**Nayan C. Mirani**

**Shridhar N. Pittie**

**Jayprakash M. Tiwari**

**Shafali V. Mirani**

Directors

Place : Mumbai

Date : 27.05.2015



# INDIA GELATINE & CHEMICALS LTD.

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

Amount in ₹

	Refer Note No.	2014-2015	2013-2014
I. Revenue from operations	17	1,15,44,69,351	1,20,92,53,552
II. Other income	18	6,63,63,341	2,60,77,942
III. <b>Total Revenue (I + II)</b>		<b>1,22,08,32,692</b>	<b>1,23,53,31,494</b>
IV. Expenses:			
Cost of materials consumed	19	55,44,91,962	55,94,72,930
Changes in Inventories (Finished goods work-in-progress and Stock-in-Trade)	20	(2,06,72,389)	(6,25,81,763)
Employee benefit expense	21	4,84,21,063	3,90,70,609
Finance costs	22	8,347	85,787
Depreciation and amortization expense		5,11,39,823	5,40,06,040
Other expenses	23	51,52,89,010	52,07,55,964
<b>Total expenses</b>		<b>1,14,86,77,816</b>	<b>1,11,08,09,567</b>
V. <b>Profit before tax (III - IV)</b>		<b>7,21,54,876</b>	<b>12,45,21,927</b>
VI. <b>Tax Expense :</b>			
(1) Current tax		1,90,00,000	4,25,00,000
(2) Deferred tax		(90,34,163)	(31,81,003)
VII. <b>Profit for the year (V-VI)</b>		<b>6,21,89,039</b>	<b>8,52,02,930</b>
VIII. <b>Short / (Excess) Provision of taxation of earlier year (Net)</b>		-	46,48,076
IX. <b>Profit for the year (VII - VIII)</b>		<b>6,21,89,039</b>	<b>8,05,54,854</b>
X. <b>Earnings per equity share :</b>			
Basic & Diluted		6.62	8.57
Weighted average number of Equity Shares (face value of ₹ 10 each)		94,00,000	94,00,000

Significant Accounting Policies and the accompanying Notes are an integral part of the Financial Statements

24

As per our attached report of even date.

For **MAHENDRA N. SHAH & CO.**

Chartered Accountants

FRN105775W

**CA Chirag M. Shah**

Partner

M. No.: F-45706

Place : Ahmedabad

Date : 27.05.2015

**Viren C. Mirani**

Chairman & Managing Director

**Pradip P. Madhavji**

**Nayan C. Mirani**

**Shridhar N. Pittle**

**Jayprakash M. Tiwari**

**Shefali V. Mirani**

**Directors**

Place : Mumbai

Date : 27.05.2015



## INDIA GELATINE & CHEMICALS LTD.

### NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

#### Note 1 Share Capital

	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	Number	in ₹	Number	in ₹
<b>Authorised</b> Equity Shares of ₹ 10/- each	1,25,00,000	12,50,00,000	1,25,00,000	12,50,00,000
<b>Issued</b> Equity Shares of ₹ 10/- each	94,00,000	9,40,00,000	94,00,000	9,40,00,000
<b>Subscribed &amp; Fully Paid up</b> Equity Shares of ₹ 10/- each fully paid	94,00,000	9,40,00,000	94,00,000	9,40,00,000
<b>Total</b>	94,00,000	9,40,00,000	94,00,000	9,40,00,000

#### (a) Particulars of Share Holders holding more than 5% shares in the Company

Name of Shareholder	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Olive Finance & Investment Pvt. Ltd.	18,74,599	19.94	18,74,599	19.94
Viren C. Mirani	11,07,848	11.79	6,40,846	6.82
Sunil P. Mirani	6,56,140	7.0	-	-
Manorama N. Mirani	5,64,580	6.00	5,64,580	6.00
Divyaprabha C. Mirani	5,49,534	5.85	5,49,534	5.85

#### (b) Terms and Rights attached to Equity Shares:

The company has only one class of equity shares having a par value of ₹ 10/- each per share.

Each Equity shareholder is entitled to one vote per share.

The company declares and pays dividend in Indian Rupees.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31<sup>st</sup> March, 2015 an amount of ₹ 1.50 per share of dividend is recognised as distribution to equity share holders (previous year ₹ 1.80 per share)

#### Note 2 Reserves & Surplus

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
<b>a. Capital Reserves</b>	6,30,26,000	6,30,26,000
<b>b. Securities Premium Account</b>	13,63,40,000	13,63,40,000
<b>c. General Reserves</b>		
Opening Balance	73,31,88,723	72,31,88,723
(+) Transferred from statement of Profit and Loss	12,00,00,000	1,00,00,000
Closing Balance	85,31,88,723	73,31,88,723
<b>d. Surplus in Statement of Profit and Loss :</b>		
Opening balance	11,72,91,003	6,65,31,703
(-) Accumulated Dep. Adjusted	59,91,945	-
(+) Deferred Tax asset on accumulated depreciation	19,44,087	-
(+) Net Profit for the current year	6,21,89,039	8,05,54,854
(-) Proposed Dividend	1,41,00,000	1,69,20,000
(-) Dividend Distribution Tax	28,70,478	28,75,554
(-) Transfer to Reserves	12,00,00,000	1,00,00,000
Closing Balance	3,84,61,706	11,72,91,003
<b>Total</b>	<b>1,09,10,16,429</b>	<b>1,04,98,45,726</b>



## INDIA GELATINE & CHEMICALS LTD.

### NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

#### Note 3 Deferred Tax Liabilities (Net)

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
<b>Opening Balance</b>	<b>9,04,10,710</b>	<b>9,35,91,713</b>
Add/(Less) : Provided /(written back) on Accumulated Dep.	(19,44,087)	-
Add/(Less) : Provided /(written back) during the year	(90,34,163)	(31,81,003)
<b>Total</b>	<b>7,94,32,460</b>	<b>9,04,10,710</b>

#### Note 4 Other Long Term Liabilities

Security Deposit	4,84,263	4,84,263
<b>Total</b>	<b>4,84,263</b>	<b>4,84,263</b>

#### Note 5 Long Term Provisions

(a) <b>Provision for employee benefits</b>		
Leave Encashment (unfunded)	1,16,65,303	71,37,804
(b) <b>Others :</b>		
Provisions for Tax & Disputed Matters	7,64,49,454	7,64,49,454
<b>Total</b>	<b>8,81,14,757</b>	<b>8,35,87,258</b>

#### Note 6 Other Current Liabilities

(a) Current maturities of Long term borrowings (secured against vehicle)	-	148,321
(b) Advance from Customers	44,01,823	13,70,829
(c) Unpaid dividend	22,99,473	20,24,521
(d) Other Current Liabilities	1,68,16,841	14,80,652
<b>Total</b>	<b>2,35,18,137</b>	<b>50,24,323</b>

#### Note 7 Short Term Provisions

(a) Provision for employee benefits	9,02,236	9,26,811
(b) Others :		
(i) Proposed Dividend	1,41,00,000	1,69,20,000
(ii) Tax on Dividend	28,70,478	28,75,554
(iii) Provision for income tax & Others	11,44,66,700	9,54,66,700
<b>Total</b>	<b>13,23,39,414</b>	<b>11,61,89,065</b>



INDIA GELATINE & CHEMICALS LTD.

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

Note 8 Fixed Assets

( ₹ )

Particulars	Gross Block				Depreciation / Amortisation				Net Block	
	Balance as at 1 <sup>st</sup> April, 2014	Additions	Sale / Adjustment	Balance as at 31 <sup>st</sup> March, 2015	Up to 31 <sup>st</sup> March, 2014	Accumulated Depreciation Reversed / Adjusted	Depreciation for the year	Adjustment due to Sale etc.	Balance as at 31 <sup>st</sup> March, 2015	Balance as at 31 <sup>st</sup> March, 2014
<b>a</b>										
<b>Tangible Assets</b>										
Land (Freehold)	4,46,377	-	-	4,46,377	-	-	-	-	4,46,377	4,46,377
Land (Leasehold)	21,54,573	-	54,319	21,00,254	3,75,630	-	-	21,947	17,48,571	17,80,943
Buildings	17,32,32,545	10,86,739	34,49,886	17,09,69,388	68,0,97,337	-	38,03,611	9,19,608	7,09,81,340	10,52,35,208
Plant and Equipment	87,67,72,166	3,58,01,699	-	91,25,73,865	53,16,31,297	8,11,060	3,89,34,750	-	57,13,77,107	34,51,40,869
Furniture and Fixtures, Office equipment	2,02,80,580	11,68,298	-	2,14,48,858	1,33,95,552	14,11,504	18,42,143	-	1,66,49,199	68,85,008
Vehicles	4,52,57,808	38,70,737	50,76,534	4,40,51,811	1,91,87,667	68,628	64,71,935	41,08,221	2,24,31,802	2,60,69,941
Laboratory Equipment	36,05,063	2,16,160	-	38,21,223	28,62,738	1,79,777	87,384	-	31,29,899	7,42,325
<b>Total</b>	<b>1,12,18,48,892</b>	<b>4,21,43,633</b>	<b>85,80,739</b>	<b>1,15,54,11,786</b>	<b>63,55,48,221</b>	<b>24,70,969</b>	<b>5,11,39,823</b>	<b>50,49,776</b>	<b>68,41,09,237</b>	<b>48,63,00,671</b>
<b>Total Tangible Assets</b>	<b>1,12,18,48,892</b>	<b>4,21,43,633</b>	<b>85,80,739</b>	<b>1,15,54,11,786</b>	<b>63,55,48,221</b>	<b>24,70,969</b>	<b>5,11,39,823</b>	<b>50,49,776</b>	<b>68,41,09,237</b>	<b>48,63,00,671</b>
<b>b</b>										
<b>Intangible Assets</b>										
Technical Know How	3,09,74,285	-	-	3,09,74,285	2,59,04,559	35,20,976	-	-	2,94,25,565	50,69,696
<b>Total</b>	<b>3,09,74,285</b>	<b>-</b>	<b>-</b>	<b>3,09,74,285</b>	<b>2,59,04,559</b>	<b>35,20,976</b>	<b>-</b>	<b>-</b>	<b>2,94,25,565</b>	<b>50,69,696</b>
<b>c</b>										
<b>Capital Work In Progress</b>										
<b>Total</b>	<b>50,49,605</b>	<b>38,90,206</b>	<b>-</b>	<b>89,39,811</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>89,39,811</b>	<b>50,49,605</b>
<b>Total (a + b + c)</b>	<b>1,15,78,72,782</b>	<b>4,60,33,839</b>	<b>85,80,739</b>	<b>1,19,53,25,882</b>	<b>66,14,52,810</b>	<b>59,91,945</b>	<b>5,11,39,823</b>	<b>50,49,776</b>	<b>71,35,34,802</b>	<b>49,64,19,972</b>





# INDIA GELATINE & CHEMICALS LTD.

## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

### Note 9 Non-Current Investments

Details of Non Current Investments (At Cost)								
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Amount (₹)	
			As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014			As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
<b>(a) Investment in Equity Shares</b>								
1	Tamilnadu Jalbharat Mills Ltd	Others	50,000	50,000	Quoted	Fully Paid	500,000	5,00,000
2	Autolite (India) Ltd	Others	100	100	Quoted	Fully Paid	9,000	9,000
3	K.V. Cotton Gin. & Press. Co. Pvt Ltd	Associates	9,700	9,700	Unquoted	Fully Paid	97,00,000	97,00,000
4	Supreme Yarn Spinners Ltd	Others	6,000	6,000	Unquoted	Fully Paid	60,000	60,000
5	Shri Vigneswara Cotton Mills Limited	Others	6,000	6,000	Unquoted	Fully Paid	60,000	60,000
6	SCIL Capital India Limited	Associates	55,00,000	55,00,000	Unquoted	Fully Paid	5,52,84,700	5,52,84,700
7	SKM Engg. Products Export (I) Ltd	Others	10,000	10,000	Unquoted	Fully Paid	1,00,000	1,00,000
8	Ugam Solutions P.Ltd.	Associates	10,000	10,000	Unquoted	Fully Paid	1,70,00,000	1,70,00,000
					<b>Total</b>		<b>8,27,13,700</b>	<b>8,27,13,700</b>
<b>(b) Investments in Debentures/Bonds</b>								
1	National Highway Authorities of India	Others	12,362	12,362	Quoted	Fully Paid	1,23,62,000	1,23,62,000
2	Cholamandalam Investment & Finance Co. Ltd	Others	20	20	Quoted	Fully Paid	1,00,00,000	1,00,00,000
3	NHAI Bonds(Benefit U/S 54 EC)	Others	500	-	Quoted	Fully Paid	50,00,000	-
4	Religare Finvest Ltd	Others	10,000	10,000	Quoted	Fully Paid	-	1,00,00,000
					<b>Total</b>		<b>2,73,62,000</b>	<b>3,23,62,000</b>
<b>(c) Investments in Mutual Funds</b>								
1	Kotak India Growth Fund	Others	9,755	10,474	Unquoted	Fully Paid	94,30,565	1,01,25,655
2	Kotak India Growth Fund - II	Others	100	100	Unquoted	Fully Paid	72,29,532	79,92,149
					<b>Total</b>		<b>1,66,60,097</b>	<b>1,81,17,804</b>
<b>(d) Other non-current investments</b>								
1	National Savings Certificate	Others	-	-	Unquoted	Fully Paid	6,000	6,000
					<b>Total</b>		<b>6,000</b>	<b>6,000</b>
					<b>Grand Total</b>		<b>12,67,41,797</b>	<b>13,31,99,504</b>



# INDIA GELATINE & CHEMICALS LTD.

## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

### Note 9 Non-Current Investments

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
<b>Investments (Non Trade)</b>		
(a) Investment in Equity Shares	8,27,13,700	8,27,13,700
(b) Investment in debentures or bonds	2,73,62,000	3,23,62,000
(c) Investment in Mutual Funds	1,66,60,097	1,81,17,804
(d) Other non-current investment - National Savings Certificate	6,000	6,000
<b>Total</b>	<b>12,67,41,797</b>	<b>13,31,99,504</b>
Aggregate amount of quoted investments (Market Value of ₹ 2,76,76,640) (Previous Year ₹ 3,24,76,000)	2,78,71,000	3,28,71,000
Aggregate amount of unquoted investments at cost	9,88,70,797	10,03,28,504

### Note 10 Long Term Loans and Advances

<b>Unsecured, considered good</b>		
(a) Security Deposits	36,62,311	54,29,257
(b) Other Loans & Advances	8,12,69,323	5,64,51,399
<b>Total</b>	<b>8,49,31,634</b>	<b>6,18,80,656</b>

### Note 11 Other Non Current Assets

Sundry Advances for Capital Goods	32,85,697	88,20,000
<b>Total</b>	<b>32,85,697</b>	<b>88,20,000</b>

### Note 12 Inventories

(Valued at cost or net realisable value whichever is lower)		
a. Raw Materials	2,73,46,367	4,52,69,563
b. Work-in-progress	8,05,49,062	7,73,78,031
c. Finished goods	15,35,82,610	13,60,81,252
d. Stores and spares and components	2,71,15,646	2,37,66,684
e. Loose Tools	2,70,710	2,29,858
<b>Total</b>	<b>28,88,64,395</b>	<b>28,27,25,388</b>



# INDIA GELATINE & CHEMICALS LTD.

## NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

### Note 13 Trade Receivables (Unsecured)

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
(a) Outstanding for a period exceeding six months from the date they are due for payment (considered good)	4,28,327	4,04,122
(b) Others (considered good)	3,86,96,865	6,32,23,798
<b>Total</b>	<b>3,91,25,192</b>	<b>6,36,27,920</b>

### Note 14 Cash and Cash Equivalents

	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	₹	₹	₹	₹
(a) Cash on hand		3,35,136		1,86,298
(b) Balances with banks				
(i) In Current Accounts	27,49,68,955		9,70,29,815	
(ii) Earmarked Balances (unpaid dividend accounts)	22,99,473	27,72,68,428	20,24,521	9,90,54,336
(iii) In Deposit Accounts :				
(a) Margin money Deposit	1,87,66,656		1,86,94,505	
(b) Bank deposits with more than 12 months maturity	1,00,00,000	2,87,66,656	1,00,00,000	2,86,94,505
<b>Total</b>		<b>30,63,70,220</b>		<b>12,79,35,139</b>

### Note 15 Short Term Loans and Advances

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	₹	₹
<b>Unsecured, considered good</b>		
(a) Loans and advances to related parties	2,24,14,725	4,04,04,554
(b) Staff Loans & Advances	1,23,850	1,17,300
(c) Other Loans and Advances	17,44,72,679	25,64,02,274
<b>Total</b>	<b>19,70,11,254</b>	<b>29,69,24,128</b>

### Note 16 Other Current Assets

Interest Receivable	89,89,865	77,64,212
<b>Total</b>	<b>89,89,865</b>	<b>77,64,212</b>



# INDIA GELATINE & CHEMICALS LTD.

**NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

## **Note 17 Revenue From Operations**

	2014-2015	2013-2014
	₹	₹
<b>(a) Sale of products</b>		
Gross Sales	1,13,30,79,805	1,18,69,86,042
Less:		
Excise duty	97,28,654	1,26,71,974
Net Sales	1,12,33,51,151	1,17,43,14,068
Details of finished goods sold :		
Ossein	16,09,67,224	23,98,90,682
Gelatine	71,85,71,967	66,97,68,581
Di-calcium Phosphate	24,38,11,960	26,46,54,805
<b>Total</b>	<b>1,12,33,51,151</b>	<b>1,17,43,14,068</b>
<b>(b) Other Operating Revenue</b>		
(i) Miscellaneous Sales	1,02,63,696	1,00,84,431
(ii) SHIS Licence Incentive	1,18,682	5,38,891
(iii) Duty Drawback	1,05,71,660	1,15,06,530
(iv) Service Tax Refund	9,24,872	9,48,793
(v) HCL Lifting charges	80,39,289	1,18,60,839
(vi) Sale of SHIS Licence	12,00,001	-
<b>Total</b>	<b>3,11,18,200</b>	<b>3,49,39,484</b>
<b>Grand Total</b>	<b>1,15,44,69,351</b>	<b>1,20,92,53,552</b>

## **Note 18 Other Income**

Interest Income	1,12,69,192	1,55,51,629
Dividend Income	1,29,62,515	97,41,089
Profit on sales of investments	6,42,320	5,54,304
Profit on sales of assets	4,07,33,569	-
Miscellaneous Income	7,55,745	2,30,720
<b>Total</b>	<b>6,63,63,341</b>	<b>2,60,77,942</b>



# INDIA GELATINE & CHEMICALS LTD.

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

## Note 19 Raw Materials Consumed

	2014-2015		2013-2014	
	₹	₹	₹	₹
Opening Stock		4,52,69,563		5,65,30,420
Add: Purchase during the year				
i) Crushed Bones	50,07,43,522		50,76,23,098	
ii) Lime	2,97,34,163		3,17,70,920	
iii) Hydrochloric Acid	60,91,081	53,65,68,766	68,18,055	54,82,12,073
		58,18,38,329		60,47,42,493
Less: Closing Stock		2,73,46,367		4,52,69,563
Consumption of materials which includes		55,44,91,962		55,94,72,930
Consumption of				
i) Crushed Bones		51,86,49,115		51,89,38,144
ii) Lime		297,17,458		3,16,80,868
iii) Hydrochloric Acid		61,25,389		68,53,918

## Note 20 Changes in Inventories

	2014-2015		2013-2014	
	₹	₹	₹	₹
<b>Closing Stock</b>				
Finished	15,35,82,610		13,60,81,252	
Work in Process	8,05,49,062	23,41,31,672	7,73,78,031	21,34,59,283
Less :				
<b>Opening Stock</b>				
Finished	13,60,81,252		8,78,46,138	
Work in Process	7,73,78,031	21,34,59,283	6,30,31,382	15,08,77,520
<b>(Increase)/Decrease</b>		(2,06,72,389)		(6,25,81,763)

## Note 21 Employee Benefit Expenses

	2014-2015	2013-2014
	₹	₹
Salary, Wages & Bonus	4,54,08,218	3,46,78,688
Staff Welfare Expenses	8,03,402	6,70,816
Contribution to Provident Fund	16,38,107	13,07,713
Contribution to ESI Scheme	1,71,861	1,63,392
Gratuity - Contribution to LIC Scheme	3,99,475	22,50,000
<b>Total</b>	<b>4,84,21,063</b>	<b>3,90,70,609</b>



# INDIA GELATINE & CHEMICALS LTD.

NOTE TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

## Note 22 Finance Cost

	2014-2015	2013-2014
	₹	₹
Interest expenses	8,347	85,787
<b>Total</b>	<b>8,347</b>	<b>85,787</b>

## Note 23 Other Expenses

	2014-2015		2013-2014	
	₹	₹	₹	₹
Packing Materials Consumed		80,98,571		87,55,959
Stores, Spares & Tools Consumed		4,12,12,512		4,12,05,913
Power & Fuel		23,51,47,644		25,74,26,793
Labour Charges		2,84,59,667		2,06,91,252
CETP, Water and Effluent Treatment Charges		3,99,33,911		3,68,27,300
Repairs				
Machinery	1,45,78,411		2,27,89,858	
Building	1,22,79,835		1,44,57,518	
Others	13,62,329	2,82,20,575	12,23,841	3,84,71,217
Export Expenses		2,23,04,474		1,88,39,833
Freight and Cartage		1,13,08,681		86,02,448
Insurance		26,39,793		25,86,573
Rent, Rates & Taxes		1,80,22,250		50,97,453
Postage and Telephone		20,05,411		19,32,422
Stationery & Printing		8,42,126		8,17,351
Advertisement & Sales Promotion Expenses		26,60,952		37,87,404
Commission and Discount on Sales		1,75,31,886		1,64,77,722
Legal & professional fees		1,65,55,229		1,41,15,871
Directors Sitting Fees		2,36,843		1,85,000
Donation		2,61,300		4,00,500
CSR Expenses		18,00,000		-
Travelling Expenses		1,53,55,713		1,85,11,177
General Expenses		1,86,07,805		1,86,57,927
Sales Tax		40,83,667		71,65,848
<b>Total</b>		<b>51,52,89,010</b>		<b>52,07,55,964</b>



## INDIA GELATINE & CHEMICALS LTD.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

#### Note 24

#### SIGNIFICANT ACCOUNTING POLICIES :

##### 1. Basis of Accounting :

The Financial Statements are prepared under the historical cost convention as a going concern and on accrual basis accordance with the generally accepted accounting principles, the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013 (The Act).

##### 2. Use of Estimates :

The presentation of Financial Statements require estimates and disclosure of contingent liabilities assumptions to be made that affect the reported amount of Assets and Liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

##### 3. Fixed Assets :

Fixed Assets are stated at cost of acquisition or construction, net of cenvat credit, including incidental expenses related to acquisition and installation and financing costs till the commencement of commercial production and adjustments arising from exchange rate variation relating to borrowings attributable to fixed assets, less accumulated depreciation.

Free hold land is stated at cost.

##### 4. Depreciation :

1. (a) The Company's Plant at Vapi is Continuous Process Plant. The Company has provided depreciation in respect of Plant and Machinery and Equipments on the basis of technical valuation carried out on useful life as determined by Government approved registered Valuer.

(b) Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II in respect of assets other than Plant and machineries, Equipments at Vapi Plant. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful life of particular assets.

##### 5. Inventories :

Items of inventories are valued on the FIFO/Specific Weighted Average Cost and on the basis given below :

a) Stores and Spares, Packing Materials, Fuel & Loose tools	-	At cost or net realizable value, whichever is lower
b) Raw Materials	-	At cost or net realizable value, whichever is lower
c) Work-in-Process	-	At cost or net realizable value, whichever is lower
d) Finished Goods	-	At cost or net realizable value, whichever is lower

Costs of inventories comprise of all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

##### 6. Borrowing Costs :

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

##### 7. Investments :

Long Term Investments are carried at cost less provision for permanent diminution, if any, in value of such investments.

##### 8. Employees Benefits:

Short term employee benefits (which are payable within 12 months after the end of the period in which the employees render service) are measured at cost.

Long term employee benefits (which are payable after the end of 12 months from the end of the period in which the employees render service) and post employment benefits (benefits which are payable after completion of employment) are measured on a discounted basis by the Projected Unit Credit Method on the basis of Actuarial Valuation.



## INDIA GELATINE & CHEMICALS LTD.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

Contribution to provident fund a defined contribution plan is made in accordance with the statute.

The cost of providing leave encashment and gratuity defined benefit plans are determined using Projected Unit Credit Method on the basis of Actuarial valuation.

#### 9. Impairment of Assets :

The company on an Annual basis makes an assessment of any indicator that may lead to impairment of Assets. If any such indication exists, the company estimates the recoverable amount of the assets. If such recoverable amount is less than the carrying amount, then the carrying amount is reduced to its recoverable amount by creating the difference as impairment loss & is charged to the Statement of Profit & Loss.

#### 10. Excise duty and Cenvat Credit :

Excise Duty payable on finished goods is accounted for on clearance of goods. Cenvat credit on Capital goods and Inputs is accounted for on the date of actual receipt of the same, respectively.

#### 11. Foreign Currency Transactions :

##### (a) Initial recognition :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency of the date of the transaction.

##### (b) Conversion :

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate of the date of the transaction; and non-monetary items which are carried of fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

##### (c) Exchange differences :

Exchange difference arising on the settlement of monetary items or on reporting Company's monetary items of rates different from those of which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

##### (d) Forward Exchange Contracts not intended for trading :

The premium or discount arising of the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

#### 12. Revenue Recognition :

Income and Expenditure are recognized and accounted on Accrual Basis. Revenue from Sale of goods is recognized on delivery of the goods, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred to customers and no effective ownership is retained. However,

- (a) Revenue in respect of insurance/other claims etc., is recognized only when it is reasonably certain that the ultimate collection will be made.
- (b) Export Incentives in respect of exports made under the Duty Entitlement Pass Book Scheme is being accounted for on transfer.
- (c) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable rate of interest.

#### 13. Segment Accounting :

The Company deals in only one product segment i.e. Chemical Products and hence requirements of AS-17 "Segment Reporting" issued by ICAI are not applicable.

#### 14. Earnings Per Share :

The earnings considered in ascertaining the Company's EPS comprises of the net profit after tax (and includes the post tax effect of any extra ordinary item). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year.





## INDIA GELATINE & CHEMICALS LTD.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

#### 15. Taxation :

##### (a) Direct Taxes :

Tax expense for the year, comprising of Current Tax and Deferred Tax is included in determining the net profit for the year.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws. A provision is made for deferred tax for all timing differences arising between taxable income and accounting income at currently enacted tax rates.

Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

##### (b) Indirect Taxes :

The liabilities are provided or considered as contingent depending upon the merit of each case and/or receiving the actual demand from the department.

#### 16. Cash Flow Statement :

The Cash Flow Statement is prepared by the "indirect method" set out in Accounting Standard 3 on "Cash Flow Statement" and presents the cash flows by operating, investing and financing activities of the Company.

Cash and Cash Equivalents presented in the Cash Flow Statement consist of cash on hand and demand deposits with banks.

#### 17. Provisions and Contingent Liabilities :

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. A contingent liability is disclosed when the company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed in the Financial Statements.

### Note 25

1. Previous year's figures have been regrouped, re-arranged, re-casted wherever necessary to make them comparable with those of the current year.
2. Surplus of ₹ 2,58,982/- (Previous year deficit of ₹ 1,02,91,311/-) & surplus of ₹17229/- (Previous year surplus of ₹ 60472/-) being the impact of foreign exchange fluctuation has been included in the turnover and purchase of Stores, Spares & Machinery respectively.
3. There are no Micro and Small Enterprise, to whom company owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act (MSMED Act), 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.

#### 4. Contingent liabilities :

₹

##### i) Bank Guarantees issued

	2014-2015	2013-2014
GSPC	1,25,66,593	1,67,38,900
Pollution Control Board	-	5,00,000
Dakshin Gujarat Vij Company	1,29,17,308	82,28,900
	<u>2,54,83,901</u>	<u>2,54,67,800</u>



## INDIA GELATINE & CHEMICALS LTD.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

ii) In respect of claims against the Company not acknowledged as debts

	2014-2015	2013-2014
Excise Duty	8,14,620	8,14,620
Service Tax	36,00,750	15,41,054
	<u>44,15,370</u>	<u>23,55,674</u>

#### 5(a) Defined Benefit Plan in respect of Gratuity as per Actuarial valuations on 31<sup>st</sup> March, 2015 :

	31-03-2015	31-03-2014
<b>1. Assumption</b>		
Rate of Interest	8.00 %	8.00%
Salary Growth	4.00 %	4.00%
<b>2. Changes in present value of Obligation as on</b>	<b>31-03-2015</b>	<b>31-03-2014</b>
Present Value of obligation as at beginning of year	1,66,19,956	1,39,45,596
Interest cost	13,29,596	11,15,648
Current Service Cost	7,83,303	6,79,932
Benefits paid	(19,16,965)	(1,49,469)
Actuarial (gain)/loss on obligations	34,23,207	10,28,249
Past Service Liability	—	—
Present value of obligations as at end of year	2,02,39,097	1,66,19,956
<b>3. Changes in the fair value of plan assets as on</b>	<b>31-03-2015</b>	<b>31-03-2014</b>
Fair value of plan assets at beginning of year	1,82,75,415	1,54,20,462
Expected return on plan assets	16,81,379	14,40,313
Contributions	13,10,188	15,64,109
Benefits paid	(19,16,965)	(1,49,469)
Actuarial Gain/(Loss) on Plan assets	Nil	Nil
Fair value of plan assets at the end of year	1,93,50,017	1,82,75,415
<b>4. Fair value of plan assets</b>		
Fair value of plan assets at beginning of year	1,82,75,415	1,54,20,462
Actual return on plan assets	16,81,379	14,40,313
Contributions	13,10,188	15,64,109
Benefits paid	(19,16,965)	(1,49,469)
Actuarial Gain/(Loss) on Plan assets	Nil	Nil
Fair value of plan assets at the end of year	1,93,50,017	1,82,75,415
Funded status	(8,89,080)	16,55,459
Excess of actual over estimated return on plan Assets (Actual rate of return = Estimated rate As ARD falls on 31 <sup>st</sup> March)	Nil	Nil
<b>5. Actuarial (Gain)/Loss recognized</b>	<b>31-03-2015</b>	<b>31-03-2014</b>
Actuarial (gain)/loss on obligation	34,23,207	10,28,249
Actuarial (gain)/loss for the year – plan assets	Nil	Nil
Actuarial (gain)/loss on obligations	34,23,207	10,28,249
Actuarial (gain)/loss recognized in the year	34,23,207	10,28,249
<b>6. The amounts to be recognized in the Balance Sheet and Statements of Profit And Loss</b>		
Present value of obligations as at the end of year	2,02,39,097	1,66,19,956
Fair value of plan assets as at the end of the year	1,93,50,017	1,82,75,415
Funded status	(8,89,080)	16,55,459
Net Asset(Liability) recognized in Balance Sheet	(8,89,080)	16,55,459



## INDIA GELATINE & CHEMICALS LTD.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

#### 7. Expenses Recognized in Statement of Profit & Loss

Current service cost	7,83,303	6,79,932
Interest cost	13,29,596	11,15,648
Expected return on plan assets	(16,81,379)	(14,40,313)
Net Actuarial (gain)/Loss recognized in the year	34,23,207	10,28,249
Expenses recognized in Statement of Profit & Loss	38,54,727	13,83,516

5(b) In respect of liability of leave encashment up to 31.03.2015 the company has obtained actuarial valuation and has charged ₹ 45,27,499/- in the books.

6. In respect of appeal filed by the company in Income Tax Appellate Tribunal regarding the treatment of receipt of Capital Compensation of ₹ 1253.00 lacs which the company has claimed as exempt has been decided in favour of the Revenue treating the receipt as "Business Income". However, the company has already paid the entire tax of ₹ 384.00 lacs in the respective year. The company has preferred appeal in Gujarat High Court against the impugned order of the ITAT. The company has been legally advised that it has a good case in appeal and hence no provision thereof has been made in the accounts.

7. In terms of Accounting Standard 28 – Impairment of Assets issued by ICAI, the management has reviewed its Fixed Assets and arrived at the conclusion that Impairment Loss which is difference between the carrying amount and recoverable value of Assets, was not material and hence no provision is required to be made.

8. The Sales Tax Assessments of the company are completed up to accounting year 2010-2011.

#### 9. Earnings per share

	Year Ended 31-03-2015	Year Ended 31-03-2014
Net profit attributable to Shareholders (₹ lacs)	621.89	805.55
Weighted average number of Equity Shares	9400000	9400000
Basic earnings per share of ₹ 10/- each	6.620	8.570

The company does not have any outstanding dilutive potential equity shares, consequently the basic and diluted earning per share of the company remain the same.

#### 10. Disclosure in respect of related parties pursuant to Accounting Standard 18;

##### A. List of Related parties :

- 1) Parties where control exists : —
- 2) Other parties with whom company entered into transactions during the year
  - i) Joint Ventures : —
  - ii) Associates : —
- 3) Key Management Personnel and Enterprises having common Key Management Personnel or their Relatives

##### Key Management Personnel :

Mr. Viren C. Mirani - Managing Director

##### Enterprises having common Key Management Personnel and/or their Relatives:

- 1) KVS Software Pvt. Ltd.
- 2) Khimji Visram & Sons (Guj) Pvt. Ltd.
- 3) Olive Finance & Investment P. Ltd.
- 4) Khimji Visram & Sons (Partnership Firm)
- 5) Khimji Visram & Sons (Commission Dept) (Partnership Firm)
- 6) Khimji Visram & Company. (Partnership Firm)
- 7) S.E. International
- 8) K.V. Logistics Pvt. Ltd.
- 9) K.V. Cotton Ginning & Pressing Co. Pvt. Ltd.

##### Relatives of Key Management Personnel :

Mr. Nayan C. Mirani, brother of Mr. Viren C. Mirani



# INDIA GELATINE & CHEMICALS LTD.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

B. During the year following transactions were carried out with related parties in the ordinary course of business and at Arms Length.

Sr. No.	Nature of Transaction	Associates	Key Managerial Personnel	Enterprises/Relatives of Key Management Personnel
1.	Managerial Remuneration	—	1,64,35,944	—
2.	Loans Given	—	—	—
3.	Interest Received	—	—	20,09,589
4.	Reimbursement of Expenses	—	—	3,67,266

C. Outstanding balances as on 31.03.2015

Sr. No.	Nature of Transaction	Associates	Key Managerial Personnel	Enterprises/Relatives of Key Management Personnel
1.	Loans given	—	—	2,24,14,725
		(--)	(--)	(4,04,04,554)
2.	Investment in Shares	8,19,84,700	—	—
		(8,19,84,700)	(--)	(--)

Figures of previous years are shown in brackets.

11. General Expenses Include	2014-2015	2013-2014
Auditor's Remuneration (Excluding Service Tax)		
a) Audit Fees	3,25,000	2,00,000
b) For Tax Audit	75,000	75,000
c) Out of pocket expenses	57,453	72,406
d) For other Capacity	1,43,000	78,500
	<u>6,00,453</u>	<u>4,25,906</u>

12. The company has entered into forward exchange contracts / options which are not intended for trading or speculative purposes, but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.

### a) Forward Contracts Receivables

	31-03-2015		31-03-2014	
Currency	Quantity	₹ lacs	Quantity	₹ lacs
USD	1,75,000	110.09	24,00,000	153.07
EURO	NIL	NIL	NIL	NIL

### Payable

	31-03-2015		31-03-2014	
Currency	Quantity	₹ lacs	Quantity	₹ lacs
USD	NIL	NIL	NIL	NIL



# INDIA GELATINE & CHEMICALS LTD.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015.

### b) Un hedged Foreign Currency Exposures at Balance Sheet date :

#### Receivables

Currency	31-03-2015		31-03-2014	
	Quantity	₹ lacs	Quantity	₹ lacs
USD	1,96,800	122.65	6,28,992	375.26
EURO	40,425	27.10	NIL	NIL

<b>13. Value of Imported and Indigenous Stores Consumed :</b>		₹
	<b>2014-2015</b>	<b>2013-2014</b>
i) Imported	30,95,981	25,12,080
ii) Indigenous	3,81,16,531	3,86,93,833
	<b>4,12,12,512</b>	<b>4,12,05,913</b>
<b>14. Value of Imports calculated on C.I.F. Basis in respect of :</b>		₹
	<b>2014-2015</b>	<b>2013-2014</b>
i) Components - Spare parts	24,38,504	24,48,806
ii) Capital Goods	NIL	NIL
<b>15. Expenditure of Foreign Currency on account of :</b>		₹
a) Revenue Expenditure		
i) Travelling	94,62,254	92,22,305
ii) Subscription	4,34,690	4,70,900
iii) Commission	1,30,62,130	1,14,65,093
<b>16. Earning in Foreign Exchange</b>		
Export of goods (FOB) as per B/L	<b>79,86,42,452</b>	<b>80,31,40,142</b>
<b>17. The amount remitted during the year in Foreign Currency</b>		
Payment of Dividend :		
Dividend Paid	NIL	27,60,000
No. of non-resident shareholders	-	1
Year to which it relate	-	2012-2013

As per our attached report of even date.

For **MAHENDRA N. SHAH & CO.**  
Chartered Accountants  
FRN105775W  
**CA Chirag M. Shah**  
Partner  
M. No.: F-45706  
Place : Ahmedabad  
Date : 27.05.2015

**Viren C. Mirani**  
Chairman & Managing Director

Place : Mumbai  
Date : 27.05.2015

**Pradip P. Madhavji**  
**Nayan C. Mirani**  
**Shridhar N. Pittle**  
**Jayprakash M. Tiwari**  
**Shefali V. Mirani**  
Directors



# INDIA GELATINE & CHEMICALS LTD.

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

₹ lacs

	2014-15		2013-14	
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>				
Net Profit before tax as per Statement of Profit & Loss		721.55		1,245.24
Adjustments :				
Depreciation	511.40		540.06	
Wealth Tax	-		-	
Investment Income	(242.31)		(252.93)	
Interest Paid	0.08		0.86	
Net Gain on Sale of Investments	(413.76)	(144.59)	(5.54)	282.45
Operating Profit before working capital		576.96		1,527.69
Adjusted for :				
i) Trade & other Receivables	1,191.90		(569.31)	
ii) Stock	(61.39)		(530.60)	
iii) Trade Payable	115.95	1,246.46	(78.23)	(1,178.14)
Cash generated from operations		1,823.42		349.55
Interest Paid	(0.08)		(0.86)	
Direct Tax Paid	(122.92)	(123.00)	(424.9)	(425.76)
		1,700.42		(76.21)
Foreign Exchange effects		-		-
<b>Net Cash from Operating Activities</b>		<b>1,700.42</b>		<b>(76.21)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of Fixed Assets	(460.34)		(80.45)	
Foreign exchange effect on fixed assets	-		-	
Sale of Fixed Assets	442.64		-	
Purchase of Investments	(50.00)		(29.29)	
Sale of Investments	121.00		85.17	
Interest Income	100.44		159.77	
Dividend Income	129.63		97.41	
Net Cash used in Investing Activities		283.37		232.61
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>				
Borrowing of Funds	-		-	
Repayment of borrowings	(1.48)		(10.65)	
Proceeds from Issue of shares	-		-	
Foreign Exchange Effects on L.T. Borrowings	-		-	
Dividend paid including distribution tax	(197.96)		(329.93)	
<b>Net Cash from Financing Activities</b>		<b>(199.44)</b>		<b>(340.58)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (a+b+c)</b>		<b>1,784.35</b>		<b>(184.18)</b>
Opening Balance of Cash & Cash equivalents		1,279.35		1,463.53
Closing Balance of Cash & Cash equivalents		3,063.70		1,279.35
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>		<b>1,784.35</b>		<b>(184.18)</b>

As per our attached report of even date.

For **MAHENDRA N. SHAH & CO.**

Chartered Accountants

FRN105775W

**CA Chirag M. Shah**

Partner

M. No.: F-45706

Place : Ahmedabad

Date : 27.05.2015

**Viren C. Mirani**

Chairman & Managing Director

**Pradip P. Madhavji**

**Nayan C. Mirani**

**Shridhar N. Pittie**

**Jayprakash M. Tiwari**

**Shefali V. Mirani**

**Directors**

Place : Mumbai

Date : 27.05.2015



# INDIA GELATINE & CHEMICALS LTD.

703/704, 'Shilp', C.G. Road, Navrangpura,  
Ahmedabad – 380009 Gujarat

Dear Shareholder,

27.05.2015

## Subject : MCA's Green Initiative for Paperless Communications

The Ministry of Corporate Affairs, Government of India (MCA) has, vide Circular No. 18/2011 dated 29<sup>th</sup> April, 2011, undertaken a 'Green Initiative in Corporate Governance' allowing companies to send the Annual Report and other documents to their shareholders electronically.

The Securities and Exchange Board of India has, vide Circular No. CIR/CFD/DIL/7/2011 directed listed companies to supply soft copies of Annual Reports to all those shareholders who have registered their e-mail addresses for the purpose.

Our company appreciates the initiative taken by MCA, as it believes strongly in a Greener Environment. This initiative also helps in prompt receipt of communication, apart from helping avoid losses / delays in postal transit.

We therefore propose to send documents, such as the Notice of the Annual General Meeting, Annual Report, half-yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time. As per our records, your e-mail address is not registered with your Depository Participant / Share Transfer Agent.

In case you wish to receive all the above communications in electronic form; and

- A. hold your shares in dematerialized form, kindly register your e-mail address with your Depository Participant at the earliest, or
- B. hold your shares in physical form, kindly register your e-mail address with our Share Transfer Agent at the following address at the earliest;

Sharepro Services (India) Pvt. Ltd.

**Laxman Poojary**

Asst. Client Manager,

13AB Samhita Warehousing Complex, Second Floor,  
Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,  
Andheri (East), Mumbai – 400 072

Tel No. : (022) 67720300 Fax No. : (022) 28591568

E-mail ID : sharepro@shareproservices.com

You may use the format given below for registering your e-mail address with your Depository Participant / Sharepro Services (India) Pvt. Ltd.

We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our company website, [www.indiagelatineltd.com](http://www.indiagelatineltd.com). The document will also be available to you for inspection at the Registered Office of the company during office hours.

We are sure you would appreciate the "Green Initiative" taken by MCA, just as it is being welcomed by companies like us. Needless to say, you will be, as a member of the company, entitled to be furnished with a copy of the above mentioned documents as required under the provisions of the Companies Act, 2013, free of cost, upon receipt of a requisition from you any time during the year.

We solicit your whole-hearted co-operation in helping the Company implement the e-governance initiatives of the Government in the interest of environment, which is the need of the hour today.

This communication may be ignored, if your e-mail address is already registered with your Depository Participant / Sharepro Services (India) Pvt. Ltd.

Thanking you,

Yours faithfully,

For **INDIA GELATINE & CHEMICALS LTD.**

**Viren C. Mirani**

Chairman & Managing Director

## E-COMMUNICATION REGISTRATION FORM

(In terms of circulars dated 21.04.2011 & 29.04.2011

Issued by the Ministry of Corporate Affairs)



## INDIA GELATINE & CHEMICALS LTD.

703/704, 'Shilp', C.G. Road,  
Navrangpura,  
Ahmedabad – 380009 Gujarat

Folio No./DP ID & Client ID No. : \_\_\_\_\_  
Name of 1<sup>st</sup> Registered holder : \_\_\_\_\_  
Name of Joint holder(s) : \_\_\_\_\_  
E-mail (to be registered) : \_\_\_\_\_

Please register my above e-mail in your records for receiving communication in electronic form from company/ies of which I/we am/are shareholder(s).

Date : \_\_\_\_\_

Signature \_\_\_\_\_  
(First holder)

Note : Shareholder(s) are requested to keep the Company informed of change, if any, in the e-mail address.

**FORM NO. MGT - 11**  
**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3)**  
**of the Companies (Management and Administration) Rules, 2014**



**INDIA GELATINE & CHEMICALS LTD.**

Registered Office : 703/704, 'Shilp', 7th Floor, Near Municipal Market, Sheth C.G. Road, Navrangpura, Ahmedabad - 380 009  
Tel: +91-079-26469514 Fax : +91-79-26465569 Website : [www.indiagelatine.com](http://www.indiagelatine.com)  
Investors Relations e-mail Id: [investor@indiagelatine.com](mailto:investor@indiagelatine.com) Corporate Identity Number (CIN): L99999GJ1973PLC002260

**PROXY FORM**

<b>Name of the Members(s):</b> <b>Registered Address</b>  <b>E-mail Id:</b>	<b>Folio No./Client Id:</b> <b>DP Id:</b>
--	--

I/We, being the Member(s) of the above named Company, holding \_\_\_\_\_ Shares, hereby appoint

1 Name _____	Address _____
Email ID _____	Signature _____ or failing him
2 Name _____	Address _____
Email ID _____	Signature _____ or failing him
3 Name _____	Address _____
Email ID _____	Signature _____

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 43<sup>rd</sup> Annual General Meeting of the Company to be held on Thursday, 24<sup>th</sup> September, 2015 at 11.00 a.m. at the GICEA, Nirman Bhavan, (Gajjar Hall), Nr. Law Garden, Ellisbridge, Ahmedabad - 380006 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
5. \_\_\_\_\_ 6. \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Revenue  
Stamp

**Note :** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



**BOOK POST**

If undelivered please return to :

Registrar & Share Transfer Agent :  
**SHAREPRO SERVICES (INDIA) PVT. LTD.**  
**UNIT : INDIA GELATINE & CHEMICALS LTD.**  
13AB Samhita Warehousing Complex,  
Second Floor,  
Sakinaka Telephone Exchange Lane,  
Off Andheri Kurla Road, Andheri (East),  
Mumbai - 400 072